Conflict of Interests Policy 2023/2024

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1. Statement of Intent

This policy sets out the framework for ensuring that the decisions and decision-making processes at South Pennine Academies are, and are seen to be, free from personal bias and do not unfairly favour any individual or company connected with the school.

Members of the Governing Board, staff and volunteers have an obligation to act in the best interests of the Trust to avoid situations where there may be a potential conflict of interest.

Situations may arise where family interests or loyalties conflict with those of the Trust. Such interests may create problems as they can inhibit free discussions, result in decisions or actions that are not in the interests of the Trust, and risk the Trust's reputation.

The Trust has created this policy to:

- Ensure that every Governor, staff member and volunteer understand what constitutes a conflict of interest, and that they have a responsibility to identify and declare any conflicts that might arise.
- Record the conflict and the actions taken to ensure that the conflict does not affect the decision-making of the Trust or any of its academies.

2. Legal Framework

This policy has due regard to all relevant legislation including, but not limited to, the following:

- The Companies Act 2006 (strategic Report and Directors' Report) Regulations 2013
- Data Protection Act 2018
- General Data Protection Regulation
- The Charities Act 2011

This policy has due regard to all relevant guidance, including, but not limited to, the following:

- DfE (2020) 'Governance handbook'
- Charity Commission (2014) 'Conflicts of Interest: a guide for charity trustees'
- The Charities Commission (2020) 'Managing conflicts of interest in a charity'
- DfE (2023) 'Academies Handbook'

This policy operates in conjunction with the following policies:

- South Pennine Academies Finance Handbook
- Procurement Strategy
- Reserves Policy
- Gifts, Donations, Hospitality, Personal Conduct and Anti-Bribery Policy
- Whistleblowing Policy
- Business Interests Register
- Data Protection Policy
- Code of Conduct
- GDPR Policy

3. Definitions

For the purpose of this policy, a person is defined as having a 'business or pecuniary interest' if they have a monetary or financially vested interest in a business or service, which could prevent the individual from acting in the Trust's best interests.

Conflicts of interest are any situations where an individual's personal interests or loyalties could, or could be seen to, prevent the individual from making a decision in the best interests of the Trust. The most common types of interest can be separated into "financial conflicts" and "loyalty conflicts".

Financial Conflicts are when an individual is connected to a person and/or organisation and could receive money or something else of value from the selection of their decision. Individuals' expenses e.g. governor expenses, are not included in this definition.

Loyalty Conflicts are unrelated to money or individual benefits; rather, these conflicts are concerned with other reasons relating to an individual's loyalty or duty to another organisation which would impair their decision-making in consideration to their obligation to prioritise the trust's best interest.

A **connected person** broadly relates to an individual's family, relatives, or business partner. To determine if an individual is considered connected in case-specific issues, we will seek legal advice if necessary.
The term 'significant shareholder' refers to any individual or relative of an individual holding more than 20 percent of the share capital or exercising more than 20 percent of the voting power in an organisation.

An **interested party** is defined as a person who has a close relation to a person with a vested interest, e.g. a spouse, somebody who lives in the same household.

At cost refers to the cost of a good or service (not including contracts of employment), without profit.

Governing Boards, Members, Trustees, Local Academy Boards, Members of sub-committees

4. Roles & Responsibilities

The Board of Trustees and Local Academy Boards are responsible for:
Ensuring all members of staff, including volunteers, act in accordance with this policy at all times.
Identifying any conflicts of interests that have not been previously declared.
Making complete declarations on an annual basis, and ensuring they are up-to-date.
Ensuring there are measures in place to manage any conflicts of interest.
Operating and making decisions in the best interests of students and academies
Independently and objectively making decisions about executive pay and benefits, scrutinising each decision so conflicts of interest are avoided.
Operating and making decisions in line with their charitable objectives.

The Chair of the Trust Board is responsible for:

- Ensuring, in liaison with the executive team, that all members of the Governing Board, including Local Academy Boards have declared any conflicts of interest.
- With the executive team, considering the risks associated with an individual who has declared a conflict of interest participating in any decision-making or voting and seeking advice from the Operations Director/HR Team.
- Setting professional standards of governance and accountability for the Board.

The Operations Director is responsible for:

- Keeping an accurate and up-to-date record of interests for all Governors, staff and volunteers, which is reviewed annually, and can be assessed by relevant people.
- Keeping accurate meeting minutes.

The Accounting Officer is responsible for:

- Being the Trust's lead in financial matters, including a personal responsibility to Government and the ESFA's accounting officer.
- Completing and signing a statement on regularity, propriety and compliance each year and submitting this to the ESFA with the audited accounts.
- Ensuring the Trust Board is complaint with the Trust's Articles of Association, funding agreement, and 'academies financial handbook'.
- Notifying the ESFA's accounting officer immediately, in writing, if the Board is not compliant.

The Operations Director is responsible for:

- Ensuring, that all members of the Governing Boards have declared any conflicts of interest.
- Ensuring that all Governors, members of staff and volunteers, act in accordance with this policy at all times.
- Ensuring that the Register of Business Interests is published on the Trust/Academy's website.
- Ensuring that any staff member who is responsible for proposing a course of action or handling the budget has declared any conflicts of interest.
- Deciding who else is considered an 'interested party', and ensuring they declare any conflicts of interest.

Staff and volunteers, are responsible for:

- Declaring any conflicts of interest.
- Acting in accordance with this policy at all times.
- Identifying any conflicts of interests that have not been previously declared.
- Following the Trust's Whistleblowing Policy where there are concerns that a conflict of interest has not been declared, and an individual might have subsequently benefitted.
- Ensuring that all individuals in a discussion do not have a vested interest in the subject.

5. Identifying Conflicts of Interest

All staff and volunteers will be able to demonstrate that they do not have a vested interest in any decision-making or budget spending.

All staff and volunteers will remain objective and act within the best interests of the Trust/Academy and its students.

Members of the Governing Boards will declare any conflicts of interest at an early stage and inform the relevant people, e.g. the Principal/Operations Director.

Members of the Governing Boards will ensure that any conflicts of interest do not prevent them from making a decision that would be in the best interests of the Trust/Academy and its students.

Members of the Governing Boards and relevant staff will declare the following interests:

- Holding another public office
- Being an employee, director, adviser or partner of another business or organisation
- Pursuing business opportunities
- Being a member of a club, society or association
- Having a legal or professional obligation to someone else
- Having a beneficial interest in a Trust
- Owning or occupying a piece of land
- Owning shares or some other investment or asset
- Having received a gift, hospitality or other benefit from someone/an organisation
- Owing a debt to someone/an organisation
- Holding or expressing a strong political or personal views that may indicate prejudice or predetermination for or against a person or issue
- Being a governor, associate member or trustee at any other educational establishment
- Being a spouse, partner, relative or close friend of someone who has one of these interests

All interests and connections that could influence the Trust/Academy's reputation with the public will be declared.

If staff and volunteers have a relative whom they know to have a declarable interest, this information will be declared.

If the Academy Trust's Members, Trustees or Local Governors have a relative whom they know to have relevant interests, this will be declared.

Only relevant interests will be declared, e.g. the spouse of the owner of a catering service when the school is seeking a new catering company. Any interests that do not directly benefit individuals or their relatives do not need to be declared – for example, being a small shareholder in a large national company rather than a significant shareholder.

6. Conflicts of Loyalty

Conflicts of interest can also arise, even if the individual does not gain any financial benefit, when their decision-making as a staff member or a member of the Governing Boards could be influenced by their other interests.

Members of the Governing Boards and relevant staff will be required to declare any interest that might conflict with their loyalty to:

- Another organisation, such as their employer.
- A member of their family.
- Another connected person or organisation.
- Another Governing Board or committee of which they are a member.
- The individual that appointed them to the Governing Board.

Members of the Governing Boards will also be required to declare any conflicts of interest where their religious, political or personal views could interfere with their ability to make decisions in the best interests of the Trust/academies.

7. The Declaration Registers

Each declaration of interest will be recorded on the Trust's/academy's Business Interests Register.

This register will allow all governors and relevant employees to identify any business, commercial, financial or personal interests they have.

Details of each interest will be recorded on the register, including the following:

- The nature of the business/interest
- The name of the business/interest
- The date the interest began
- A brief description of duties and responsibilities
- The date of cessation of interest
- The date of entry onto the register
- Relevant material interests which occur through close family relationships between those individuals and employees.

The Trust and Academies will keep a declaration register that details the nature of interests declared.

The declaration registers will be securely stored, and can be accessed by the Principal, Operations Director and Chair of the Governing Board, as well as inspected by Ofsted or anyone else who has a right to it to carry out their statutory duties.

The DPO will ensure that the registers are protected in accordance with the school's Data Protection Policy.

If an individual has no interest to declare, they will indicate this by stating 'nil' on their conflicts of interest form, before signing and dating the declaration.

If an individual is unsure whether they have a conflict of interest, the Operations Director will advise the individual to declare any possible interests until they can confirm their interests at a later date.

Any conflicting interests or relationships will be described in sufficient detail using appropriate language to clarify under what circumstances an individual's position might be brought into question.

If a new interest becomes applicable during the school year, it will be the responsibility of the individual concerned to amend the Declared Conflicts of Interests Register.

The Interests Register will be published publicly on the school website; however, certain interests of staff members may be omitted from the published copy, unless they are also a governor or relevant member of staff.

The relevant business and pecuniary interests of Members, Trustees, Governors and Accounting Officer will be published publicly on the website.

The Trust will have discretion over the publication of interests of other individuals named on the register.

Trustees will consider any other interests they deem relevant and, if there is doubt, register them regardless.

The Board of Trustees will be responsible for keeping their register of interests up-to-date through regular review.

8. Governing Board Benefits

Conflicts of interest can arise where there is potential of measurable benefit to a member of the Governing Board, or to a person connected to a member.

Members of the Governing Board can only benefit from the Trust where there is an explicit authority in place in the Trusts' governing document.

Governing Board benefits include any payments or benefits to members, or a connected person, apart from their reasonable out-of-pocket expenses.

Benefits also include situations where a member of the Governing Board could receive property, loans, goods or services from the Trust.

Where there is a proposed sale or lease of land to a member of the Governing Board, or to a person or company closely connected with a member, this will require authorisation from the DfE before it is granted, even if the disposal is at full market value.

The payment of reasonable expenses to a member of the Governing Board is not a benefit and therefore does not create a conflict of interest or require authorisation.

9. Declaring Interests

Wherever possible, the CEO/Principal and Chair of the Governing Board will make arrangements to avoid a conflict of interest arising.

The stipulations below apply to all members of the Governing Board, the CEO, Executives, Principal and any others in attendance at meetings, including the SLT.

The Governing Board will be provided with a standard agenda item at the beginning of each meeting, to declare any actual or potential conflicts of interest.

Declarations will be made in writing, unless they are made at a meeting where official minutes are being taken.

All members of the Governing Board will be required to declare any interest that has been outlined as an item to be discussed, at the earliest possible opportunity and before any discussion of the item itself.

If a member is unsure whether they are conflicted, they will declare the issue and discuss it with the rest of the Governing Board.

If a member is aware of an undeclared conflict of interest affecting another member, they will be required to notify the rest of the Governing Board for appropriate action. If the person making the declaration is only one of a number participating in the Governing Board's discussion and decision-making process, the declaration will be made to the other participants.

If the person making the declaration is the only person making a decision on behalf of the Governing Board, the declaration will be made to the CEO.

If the person making the declaration is the CEO/Principal, the declaration will be made to the chair of the Governing Board.

Staff will declare conflicts of interest to the CEO/Principal and ensure that this information is up-to-date.

If new conflicts of interest arise for governors, staff or volunteers, they will inform the chair of the Governing Board or the CEO/Principal and the registers will be updated.

10. Removing Conflicts of Interest

The Governing Board will consider any conflict of interest declared, ensuring that any potential effect on decision-making is eliminated.

If an individual has declared an interest, they will be required to leave the room when the matter is being discussed.

Where there is a conflict of loyalty and the affected member does not stand to gain any benefit, they will be required to declare the interest.

The rest of the Governing Board will decide on what level of participation in decision-making, if any, is acceptable on the part of the conflicted member.

The Governing Board will decide whether the affected member:

- Can participate in the decision, after having registered and fully declared their interest.
- Can stay in the meetings where the decision is discussed and made, but not participate.
- Must be withdrawn from the decision-making process.

When deciding which course of action to take, the Governing Board will:

- Always make their decisions in the best interests of the Trust and its students
- Always protect the Trust/academy's reputation and be aware of the impression that their actions and decisions may have on others.
- Always be able to demonstrate that they have made decisions in the best interests of the Trust and its students, and independently of any competing interest.
- Require the withdrawal of the affected member from any decisions where their other interest is relevant to a high-risk or controversial decision, or could significantly affect the member's decision-making.
- Allow a member to participate where the existence of their other interest poses a low risk to decision-making in the Trust/academy's interest, or is likely to have only an insignificant bearing on their approach to an issue.
- Be aware that the presence of a conflicted member can affect trust between other members of the Governing Board, could inhibit free discussion, and might influence decision-making in some way.

If the Governing Board is discussing the appointment of a post, or making decisions that may lead to a staff vacancy, regarding a role for which a governor could apply, the member in question will be required to leave the discussion, as this is classed a conflict of interest.

Members of the Governing Board who have declared an interest will not be able to vote or make decisions regarding that topic, including any financial activity connected to the matter, and will not be present when the vote is taken.

The Governing Body Clerk will record an entry in the minutes when an individual withdraws from a meeting.

Declarations will be clearly recorded so that there can be no potential for misunderstandings.

In circumstances where participation is unavoidable, the chair of the Governing Board will consider the risks associated with the situation and advice will be sought from the Operations Director or HR team. An entry of the situation, including the outcome, will be recorded in the minutes.

The Governing Board will follow any legal or Governing document requirements on how a conflict of interest must be handled, but may, in serious cases, decide that

removing a conflict of interest itself is the most effective way of preventing it from affecting their decision-making.

Serious conflicts of interest include, but are not limited to, those which:

- Are so acute and extensive that the member is unable to make their decision in the best interests of the Trust/academy and its students.
- Are present in significant high-risk decisions of the Trustees.
- Mean that effective decision-making is regularly undermined or cannot be managed in accordance with the required or best practice approach.
- Are associated with an inappropriate Governing Board benefit.

To remove a conflict of interest, the Governing Board will undertake appropriate action, including:

- Not pursuing the course of action.
- Proceeding with the issue in a different way so that a conflict of interest does not arise.
- Securing the resignation of the member affected by a conflict of interest.
- Not making member appointments that would knowingly introduce a conflict of interest

11. Records of Proceedings

Each time a declaration has been made during a meeting or an individual has withdrawn from a discussion, a record will be kept in the meeting minutes.

At a minimum, the following information will be recorded:

- The nature of the conflict
- Which members were affected
- Whether the conflicts of interest were declared in advance
- Whether anyone withdrew from the discussion
- How the Trustees/Governors reached the decision made
- A description of what was disclosed and in what circumstances
- A cross-reference to an entry in the Business Interests register
- The chair of the Governing Board or CEO/Principal will sign and date the recording

12. Non-Compliance

Any member of the Governing Board who fails to reveal information to enable the Governing Board to fulfil its responsibilities might be in breach of the Governors' Code of Conduct and, as a result, be bringing the Governing Board into disrepute.

Trustees will consider suspending a governor if they fail to declare information that brings the Governing Board's reputation into question.

Any member of staff found to be withholding information about a conflict of interest may be subject to disciplinary action in line with the Disciplinary Procedures Policy.

13. Related Party Transactions

The Trust will be even-handed in its relationship with related parties by ensuring:

- Trustees' compliance with their statutory duties to avoid conflicts of interest, not accept benefits from third parties, and declare interest in proposed transactions or arrangements.
- A register of interest has been completed by the Operations Director.
- No member of the Trust uses their connections to the Trust for personal gain.
- All payments are permitted by the articles of association or by authority from the Charity Commission.
- The Charity Commission approves payments to a Trustee where there is a significant advantage to the Trust.
- Any payment provided to a person satisfies the 'at cost' requirement.

All related party transactions will be reported to the ESFA in advance of transactions taking place, using the ESFA's online form. This will be applied to all contracts and agreements made on or after April 2019.

The ESFA's prior approval will be obtained, using the online form, for contracts for the supply of goods or services to the Trust by a related party where any of the following limits apply:

- A contract exceeding £40,000
- A contract of any value if there have been contracts exceeding £40,000 individually or cumulatively with the related party in the same financial year ending 31st August

For the purposes of reporting to the ESFA, transactions with related parties will not include salaries and other payments made by the Trust to a person under a contract of employment through the Trust's payroll.

When completing the ESFA's online form, all the information required to complete the form will be collected – it is not possible to partially complete a form and then return to it.

The following information is needed to create a record for the supplier:

- The name of the supplier
- The supplier's address
- The supplier's company number which can be found using the Companies House website (for limited companies)
- The statement which best describes the relationship between the supplier and the Trust
- Confirmation that the supplier is listed on the Trust's register of interests
- Confirmation that the Trust has a statement of assurance from the supplier
- Confirmation that the Trust has an open-book agreement with the supplier

The following information is needed about the related party transaction:

- A short description of the goods or services
- Details of the proposed cost
- The start and end date of any contract or agreement

When seeking approval for a related party transaction, evidence including the following is required:

- How the Trust agreed to the related party transaction
- That the Trust followed its Financial Handbook
- That the Trust tested the market before making a decision
- How the Trust managed any conflicts of interest
- A copy of the agreement and proposed contract

The Board of Trustees and Accounting Officer will manage personal relationships with related parties to avoid both real and perceived conflicts of interest, promoting integrity and openness in accordance with the seven principles of public life.

The Chair of the Board of Trustees and the Accounting Officer will ensure their capacity to control and influence does not conflict with requirements.

The Trust recognises that some relationships with related parties may attract greater public scrutiny, such as:
- Transactions with individuals in a position of control and influence, including the Chair of the Board and the Accounting Officer
- Payments to organisations with a profit motive, as opposed to those in the public or voluntary sectors
- Relationships with external auditors beyond their duty to deliver a statutory audit

The Trust will keep up-to-date records and make sufficient disclosures in their annual accounts to show accordance with the high standards of accountability and transparency required within the public sector.

The Trust's register of interests will include business and pecuniary interests, including:
- Directorships, partnerships and employments with businesses.
- Trusteeships and governorships at other educational institutions and charities.
- For each interest: the name of the business; the nature of the business; the nature of the interest; and the date the interest began.
- Any other interests deemed relevant by the Board of Trustees.

The register of interests will identify any relevant material interests from close family relationships between the Trust's Members, Trustees and Governors. It will also identify relevant materials arising from close family relationships between those individuals and employees.

Relevant business and pecuniary interests of Members, Trustees, Governors and the Accounting officer will be published on the Trust's website.

The Finance Director will maintain a Related Party Transactions (RTP) Register, which will be stored in accordance with the Data Protection Policy.

14. Monitoring & Review

This policy will be reviewed on a 3-yearly basis, or when new legislation or guidance regarding the subject is published and requires the approval of the full Trust Board as it cannot be delegated to a committee.

The next scheduled review date will be September 2026.

The Governing Board will carry out continuous monitoring of its and members' activities to ensure that any conflicts of interest are identified and mitigated as soon as possible.

The Governing Board will review the Declared Conflicts of Interest Register on an annual basis, or when circumstances have changed.