

Three Counties Academy Trust



Conflicts of Interest Policy

#GN13

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Statement of intent

This policy sets out the framework for ensuring that the decisions and decision-making processes at Three Counties Academy Trust (TCAT) and our member schools are, and are seen to be, free from personal bias and do not unfairly favour any individual or company connected with TCAT or our schools.

Members of the Governing Board and TCAT staff have an obligation to act in the best interests of TCAT and our school communities to avoid situations where there may be a potential conflict of interest.

Situations may arise where family interests or loyalties conflict with those of TCAT or our schools. Such interests may create problems as they can inhibit free discussions, result in decisions or actions that are not in the interests of TCAT or our schools, and risk reputational damage.

TCAT has created this policy to:

- Ensure that every Trustee, Governor, and staff member 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 TCAT governance and leaders

1. Legal framework

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

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

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

- DfE (2020) 'Governance handbook'
- The Charity Commission (2014) 'Conflicts of Interest: a guide for charity trustees'
- The Charity Commission (2020) 'Managing conflicts of interest in a charity'
- ESFA (2022) 'Academy trust handbook 2022'

This policy operates in conjunction with the following TCAT policies:

- Finance Policy
- Tendering and Procurement Policy
- Reserves and Investment Policy
- Gifts, Hospitality and Anti-bribery Policy
- Whistleblowing Policy
- Asset Management Policy
- Anti-fraud and Corruption Policy
- Declared Conflicts of Interest Register
- Data Protection Policy
- Governing Board Code of Conduct
- Disciplinary Policy and Procedure

2. 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 TCAT's best interests.

For the purpose of this policy, Governing Board refers to the entirety of governance and includes Trustees, Local Governors, and Members.

'**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 TCAT. The most common types of conflict 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 TCAT’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.

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

3. Roles and responsibilities

The Governing Board will be responsible for:

- Ensuring that all members of staff, including volunteers, act in accordance with this policy at all times
- Identifying any conflicts of interest 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 and identify any conflicts of interest
- Operating and making decisions in the best interests of pupils and TCAT
- 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, where applicable

The Chair of Trustees will be responsible for:

- Ensuring, in liaison with the Executive Headteacher/CEO, that all members of the Governing Board (at any level) have declared any conflicts of interest, in accordance with the Declared Conflicts of Interest Register
- 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 TCAT’s HR team
- Setting professional standards of governance and accountability for the Board at all levels

The Governance Professional will be responsible for:

- Keeping an accurate and up-to-date record of interests for all Trustees, Members, Governors, staff, and volunteers, which is reviewed annually, and can be accessed by relevant people, e.g., the Executive Headteacher/CEO

- Keeping accurate meeting minutes

The Accounting Officer will be responsible for:

- Being TCAT's lead in financial matters, including a personal responsibility to government and to 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 Governing Board is compliant with TCAT's articles of association, funding agreement, and 'Academy Trust Handbook'
- Notifying the ESFA's accounting officer immediately, in writing, if the Board is not compliant

The Executive Headteacher/CEO will be responsible for:

- Ensuring, in liaison with the Chair of Trustees, that all members of the Governing Board have declared any conflicts of interest, in accordance with the Declared Conflicts of Interest Register
- Ensuring that the Declared Conflicts of Interest Register is published on the TCAT and individual TCAT schools' website
- Ensuring that any staff member who is responsible for proposing a course of action or handling elements of TCAT's 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 will be responsible for:

- Declaring any conflicts of interest
- Acting in accordance with this policy at all times
- Identifying any conflicts of interest that have not been previously declared
- Following TCAT'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

4. 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 TCAT and its pupils.

Members of the Governing Board will declare any conflicts of interest at an early stage and inform the relevant people, e.g., the Executive Headteacher/CEO, Governance Professional or Chair of Trustees. Members of the Governing Board will ensure that any conflicts of interest do not prevent them from making a decision that would be in the best interests of TCAT and all of its pupils.

Members of the Governing Board and the relevant members of staff will declare the following interests where they have direct relevance to their work with TCAT:

- 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 other than TCAT
- 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
- Owning a debt to someone/an organisation
- Holding or expressing 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 not within TCAT
- Being a spouse, partner, relative or close friend of someone who has one of these interests

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

Staff and volunteers that have a relative whom they know to have a declarable interest will declare this information.

If TCAT'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 TCAT is seeking a new catering company.

Any interests that do not directly benefit individuals or their relatives will not need to be declared, e.g., being a small shareholder in a large national company rather than a significant shareholder.

5. Identifying conflicts of loyalty

Members of the Governing Board and relevant staff will 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 Board 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 TCAT.

6. The register of interests

Each declaration of interest will be recorded on the TCAT's Declared Conflicts of Interest Register maintained by the Governance Professional and on personal profiles on Governor Hub.

This register will allow all Members, Trustees, 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 and name of the business and/or interest
- The date the interest began
- A brief description of duties or 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 Governance Professional on behalf of TCAT will keep a Declared Conflicts of Interest Register that details the nature of interests declared, including those of Local Governing Bodies.

The declaration registers will be stored and held by the Governance Professional, where they can be accessed by the Executive Headteacher/CEO and Chair of Trustees, 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 TCAT's Data Protection Policy.

The Governing Board will decide who else has access to the registers, including other staff Members, Trustees, Governors, and parents.

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 Executive Headteacher/CEO or Governance Professional will advise the individual to declare any 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 academic year, it will be the responsibility of the individual concerned to amend the Declared Conflicts of Interest Register held by the Governance Professional and on their profile on Governor Hub.

The Declared Conflicts of Interest Register will be published publicly on the TCAT and individual school websites; 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 Officers will be published publicly on the website.

TCAT 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 any doubt, register them regardless.

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

7. Governing Board benefits

Members of the Governing Board will only be permitted to benefit from TCAT where there is an explicit authority in place in TCAT's governing document.

Governing Board benefits will include any payments or benefits to members, or a connected person, apart from their reasonable out-of-pocket expenses. Benefits will also include situations where a member of the Governing Board could receive property, loans, goods, or services from TCAT.

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 will not be a benefit and therefore will not create a conflict of interest or require authorisation.

8. Declaring interests

Wherever possible, the Executive Headteacher/CEO and Chair of Trustees will make arrangements to avoid a conflict of interest arising.

The stipulations below will apply to all members of the Governing Board, the Executive Headteacher/CEO, 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 or confirm 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 or taken from the profiles held on Governor Hub.

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 Executive Headteacher/CEO. If the person making the declaration is the Executive Headteacher/CEO, the declaration will be made to the Chair of Trustees.

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

If new conflicts of interest arise for governors or staff, they will inform the Chair of Trustees, or the Executive Headteacher/CEO and the registers will be updated.

9. 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 TCAT, our schools and pupils
- Always protect the TCAT'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 TCAT our schools and pupils, 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 TCAT'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 member of the Governing Board 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 Governance Professional 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 Trustees will consider the risks associated with the situation and advice will be sought from TCAT's 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 will include, but will not be limited to, those which:

- Are so acute and extensive that the member is unable to make their decision in the best interests of TCAT, our schools and pupils
- 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

10. 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 reached the decision made
- A description of what was disclosed and in what circumstances
- A cross-reference to an entry in the Declared Conflicts of Interest Register
- The Chair of Trustees or Executive Headteacher/CEO will sign and date the recording

11. 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 TCAT Governing Body Code of Conduct – as such, these incidents will be dealt with on a case-by-case basis accordingly.

The Governing Board will consider suspending a Member, Trustee or Governor if they fail to declare information that brings the Governing Board's reputation into question.

Where necessary, any member of staff found to be withholding information about a conflict of interest will be subject to disciplinary action in line with the Disciplinary Policy and Procedure.

Any staff member or member of the Governing Board who fails to declare an interest and is found to be in conflict with their decision-making will be required to explain the reasons for their omission to the rest of the Governing Board.

12. Related party transactions

TCAT 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 Governance Professional
- No member of TCAT's Governing Board uses their connections to TCAT 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 TCAT
- 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 TCAT by a related party where any of the following limits apply:

- A contract exceeding £20,000
- A contract or other agreement of any value that would mean the cumulative value of contracts and other agreements with related party exceeds, or continues to exceed, £20,000 in the same financial year ending 31 August

For the purposes of reporting to the ESFA, transactions with related parties will not include

salaries and other payments made by TCAT to a person under a contract of employment through the TCAT 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 will be required 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 TCAT
- Confirmation that the supplier is listed on the TCAT's register of interests
- Confirmation that TCAT has a statement of assurance from the supplier
- Confirmation that TCAT has an open-book agreement with the supplier

The following information about the related party transaction will be required:

- 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 will be required:

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

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

TCAT will recognise 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 Trustees 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

TCAT 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.

TCAT'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 Governing Board

The register of interests will identify any relevant material interests from close family relationships between TCAT'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 TCAT website.

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

13. Monitoring and review

This policy will be reviewed in line with the schedule on the front of the document, or when new legislation or guidance regarding the subject is published and requires the approval of the full Governing Board as it cannot be delegated to a committee.

The next scheduled review date will be 31st August 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.

The Declared Conflicts of Interest Register will be available to be viewed and amended at every meeting of the full Governing Board.

Signed by:

_____	Executive Headteacher/CEO	Date: _____
_____	Chair of Governing Board	Date: _____



Declaration of Conflicts of Interest Form for Members, Governors, and Trustees

Declaration

I hereby certify I understand that it is my responsibility to declare the nature of all business or personal interests, whether direct or indirect, of myself, my partner and/or members of my immediate family, which could unfairly benefit from my relationship and connection with TCAT or our schools.

I also understand that it is a criminal offence to:

- Withhold information relating to conflicts of interest
- Provide falsified information
- Fail to notify the Governing Board of any changes which might invalidate this declaration

I agree to inform the Governing Board via the Governance Professional of any changes to aforementioned interests, or new conflicts of interest, at the earliest possible opportunity.

I confirm I do not have any actual or potential conflicts of interest to declare: ☐ or

I confirm there are no changes to the declarations I made on my previous form: ☐ or

I wish to declare an actual or potential conflict of interest and have included further details below: ☐

Name:	
Role:	
Signature:	
Date:	

Details of the declared conflict of interest	Nature of business or organisation	Brief description of the conflict of interest declared	Is the declared conflict of interest an actual conflict or a potential conflict of interest?	Date of appointment or acquisition	Date of cessation of interest

Managing the conflict of interest

Identified conflict of interest	Agreed process for managing the identified conflict of interest	Person completing on behalf of the Governing Board		
		Name	Role	Date