



Conflicts of Interest Policy

Policy owner	Head of Governance
Policy approved by	MAT Board
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Review frequency	Annual
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1. Introduction and aims

St Barnabas C of E Multi Academy Trust (“the trust”) wants to ensure that the decisions taken by the Members, Directors, Local Governors and Senior Employees of the trust (together the Relevant Persons”) are free from personal bias, and don’t unfairly benefit any individual or company connected to the trust or its schools.

The Relevant Persons must act in the best interests of the trust, and in accordance with the trust’s articles of association, in order to avoid situations where there may be a conflict of interest.

This policy aims to ensure that everyone to whom the policy applies (see section 3):

- understands what a conflict of interest is
- understands their responsibility to identify and declare any conflicts of interest
- Understands what actions will be taken if a conflict of interest is identified

At the trust we will ensure that:

- Every potential relevant conflict of interest, or perceived conflict of interest, is identified, recorded and prevented
- Decision-making isn’t affected by conflicts of interest
- There are clear procedures for managing conflicts of interest where they arise

2. Legislation and guidance

This policy is based on:

- [Companies Act 2006](#)
- Guidance from the Charity Commission which explains statutory requirements and good practice regarding [conflicts of interest for charity trustees](#)
- [The Academy Trust Handbook](#)
- [The Governance Handbook](#)
- The [academy trust governance guide](#)
- [Model articles of association](#) for academy trusts

This policy complies with our funding agreement and articles of association.

3. Scope

This policy applies to:

- Members
- Directors
- Local Governors

- Senior Employees (Chief Financial Officer, Chief Operating Officer and Headteachers)

For the purposes of this policy we refer to all of the above as the “Relevant Persons”, except where we make reference to some specific roles.

4. Definitions

4.1 Conflict of interest

A conflict of interest is any situation in which a Relevant Individual has a business or personal interest or loyalty that could, or could be perceived to, prevent them from making a decision only in the best interests of the trust and/or its schools. Conflicts of interest can be actual, potential and perceived. They may be financial, professional, personal or indirect.

It’s not possible to provide an exhaustive list of what constitutes a conflict of interest, but some examples include where:

- A member of staff is related to a child within a school
- A member of staff has a connection or friendship with families within a school
- A member of staff currently has or has had a sexual or intimate personal relationship with another member of staff
- A member of staff undertakes paid or voluntary work outside of their position at the Trust and/or schools that involves pupils from the school/trust
- A member of staff is involved in invigilating examinations or assessing/submitting coursework for a pupil who is known to them outside of school
- A Local Governor works for a company that provide, or has the potential to provide, services to the trust and/or its schools
- A Local Governor owns their own business, and sometimes does work for the trust and/or its schools
- A Director or Local Governor is in a relationship with a member of staff
- A Local Governor also sits on the governing board of another school or trust
- The class teacher of a Parent Governor’s child is subject to a disciplinary hearing

4.2 Trustee

For the purpose of this policy, Trustee and Director mean the same thing,

4.3 Trustee benefit

A trustee benefit is any instance where money, or other property, goods or services that have monetary value, are received by a trustee from the trust. This doesn’t include where trustees are compensated for proper out-of-pocket expenses.

Trustees can only benefit from the trust in such a way, either directly or indirectly, where there is an **explicit authority** in place before any decisions are made.

Examples of trustee benefits include where trustees decide to:

- Sell, loan or lease trust assets to a trustee
- Acquire, borrow or lease assets from a trustee for the trust
- Pay a trustee for carrying out a separate paid post within the trust, even if that trustee has recently resigned as a trustee
- Pay a trustee for carrying out a separate paid post as a director or employee of the trust's subsidiary trading company
- Pay a trustee, or person or company closely connected to a trustee, for providing a service to the trust
- Employ a trustee's spouse, partner or other close relative at the trust or its subsidiary trading company
- Make a grant to a service user trustee, or a service user who is a close relative of a trustee
- Allow a service user trustee to influence trust activities to their exclusive advantage

Explicit authority will come from either:

- Our articles of association
- A statutory provision (such as the power in the Charities Act which allows charities to pay trustees for additional services in some circumstances)
- The Charity Commission
- The court

5. Roles and responsibilities

5.1 Board Chair

The Board Chair will:

- Ensure that the register of interests is completed each year
- Make sure declarations of interest are made before each meeting
- Arbitrate decisions about how to deal with conflicts of interest, where appropriate

5.2 Board Committee Chairs

Board Committee Chairs will:

- Make sure declarations of interest are made before each meeting

5.3 LGB Chairs

LGB Chairs will:

- Ensure that the register of interests is completed each year
- Make sure declarations of interest are made before each meeting

5.4 Head of Governance

The Head of Governance will:

- Maintain the register of interests, and update it when governors inform them of changes to their circumstances
- Advise the board on how to deal with conflicts of interest
- Monitor this policy, and seek advice on any necessary changes

5.5 All Relevant Persons

All Relevant Persons will:

- Declare their conflicts of interest before or during meetings, and complete the register of interests faithfully
- Make sure they inform the Head of Governance immediately of any changes to their circumstances
- Take appropriate action to remove any conflict of interest, or seek advice on how to do so if necessary

6. What must be declared

6.1 What Relevant Persons must declare

Relevant Persons must declare:

- Directorships, partnerships and employments with businesses
- Trusteeships and governorships at other educational institutions or charities
- Material interests arising from relationships with other Members, Directors or Local Governors (including spouses, partners and close relatives)
- Material interests arising from relationships with trust employees (including spouses, partners and close relatives)
- Business or personal interests of their spouses, partners and close relatives, where there's a possibility that the trust and/or its schools will have dealings with that person

If an individual isn't sure whether something constitutes a conflict of interest, or needs to be declared, they should err on the side of caution and declare it.

Senior trust employees, and Local Governors/Directors who are staff members, must declare an interest in relation to matters of their own pay and appraisal, and must not participate in discussions or decisions about these.

7. Procedures

7.1 Register of interests

The Trust requires each Relevant Individual to complete a declaration of interests form at the beginning of each academic year.

New Relevant Persons will also be asked to complete a declaration of interests form if they join after the start of the academic year.

Every Relevant Individual must identify and declare potential conflicts of interest. Declarations should be made as soon as possible once they are identified.

The trust will explore potential conflicts of interest when:

- Reviewing applications for any position in the trust and/or its schools, including staff member, trustee and governor appointments
- Reviewing the register of interests. This will take place on an annual basis. Everyone who is required to complete an annual declaration must do so each year, even if there are no conflicts of interest to register
- Reviewing the agenda of board, board committee and LGB meetings. Relevant Persons will be asked to declare any interest they have in any agenda item before it is discussed at the meeting
- Establishing relationships with external contractors. All relationships of a business or private nature with external contractors, or potential contractors should be made known to the headteacher/CEO. In the case of the headteacher, any financial interests or relationships of a business or private nature must be declared to the board and LGB
- A member of staff changes role or responsibility

The trust will publish information about the interests of all Relevant Persons.

Senior trust employees, and governors/trustees who are staff members, aren't required to record their employment with the trust on the register of interests.

If an individual's circumstances change after the register of interests is completed, they must immediately alert the Head of Governance that they need to make amendments or further declarations.

7.2 Declaring conflicts of interest and taking action (Relevant Persons)

Agendas of meetings will be circulated in advance. Relevant Persons must review any agenda sent to them, and alert the chair and the Head of Governance/clerk as soon as possible if they have a conflict of interest related to any item on the agenda.

Each meeting will also include a standing agenda item to allow declarations to be made.

If a conflict becomes apparent during a meeting, and Relevant Individuals didn't declare these prior to or at the beginning of the meeting, they must declare these immediately.

Depending on the nature of the meeting or discussion, and the interest in question, the Board Chair, Board Committee Chair or LGB Chair will decide whether the Relevant Person needs to:

- Withdraw from the meeting
- Refrain from contributing to the discussion
- Refrain from voting on a decision

It may also be decided that, having declared the interest, the Relevant Person is free to participate in the discussion or decision as normal.

When deciding which course of action to take, the relevant chair must:

- Always make their decision in the best interests of the trust and/or its schools, and be able to demonstrate this
- Act to protect the trust and/or its schools' reputation
- Consider the impression that their actions and decisions may have on those outside of the trust and/or its schools
- Consider the level of risk related to the decision in question, and the risk that the conflict will affect the Relevant Person's ability to be impartial, or to act only in the best interests of the trust and/or its schools
- Be aware that the presence of a conflicted Relevant Person (even if they cannot participate in the decision or discussion) may inhibit free and open dialogue, and may affect the decision in some way

In cases of **serious conflict of interest**, the board may also choose to avoid the conflict by:

- Not pursuing a particular course of action
- Proceeding with the issue in a different way
- Not appointing a particular Relevant Person
- Securing a resignation from a conflicted Relevant Person

A serious conflict of interest includes situations where the conflict:

- Is so acute or extensive that the individual isn't able to make their decisions in the best interests of the trust and/or schools or could be seen to be unable to do so
- Is present in significant or high-risk decisions
- Means that effective decision-making is regularly undermined or cannot be managed in accordance with the required or best practice approach
- Is associated with inappropriate trustee benefit

Details of any conflicts declared, and relevant actions taken, will be recorded in the minutes.

7.3 Declaring conflicts of interest and taking action (members of staff)

Recruitment of family and friends:

- Staff will not be involved in recruitment and safer recruitment processes involving family and friends
- If a family member or friend is appointed to a role, it may be appropriate to put in place alternative line management structures to eliminate a conflict of interest

Confidential information obtained during work:

- Staff should not disclose confidential information to anyone, including family and friends
- If an employee is in doubt about what information can or can't be disclosed, they should speak with their line manager

Staff whose children attend the school:

- Whilst at school, the staff member's relationship with their child should follow the normal expectations that would apply with any other pupil. This may need to be explained to their child to ensure appropriate boundaries are maintained
- The staff member will not be involved in any behaviour management matters relating to their child. If the staff member becomes aware of an issue, this should be discussed with their line manager
- Communication regarding a staff member's child should be carried out in the usual way. A staff member should not make use of the school's internal systems to gain additional information about their child

Undertaking paid or voluntary work with pupils outside school hours:

- Where paid work is undertaken, it should be disclosed to the Trust and/or its schools.
- Staff should ensure that confidentiality and appropriate demarcation are established

Contractors and suppliers:

- Staff should declare a relationship to any existing or potential contractor or supplier

Misuse of position:

- Staff should not use their position to gain an advantage or disadvantage with any person or organisation
- Staff must declare any personal interest that may affect their impartiality

8. Failure to declare a conflict of interest

Trustees/Governors:

Failure to declare a conflict of interest is a breach of the board's or LGB's code of conduct.

If the board becomes aware that a Trustee/Governor hasn't declared a relevant conflict of interest, it will immediately update the register of interests to ensure the record is complete and accurate.

Depending on the nature of the omission, the board may also:

- Vote to suspend the trustee or governor
- Vote to remove the trustee or governor from office
- Follow any relevant disciplinary procedures

If a trustee or governor is aware of another trustee governor's undeclared interest, they should alert the chair and the clerk immediately.

Members of staff:

Failure to declare a conflict of interest will be dealt with in line with the staff code of conduct.

9. Links with other policies

This policy links to the following policies and procedures:

- Staff code of conduct
- Directors' code of conduct
- LGB code of conduct
- Register of business and pecuniary interests
- Whistleblowing policy

10. Review

This policy will be reviewed every year and approved by the Finance, Audit & Risk Committee.