



Conflicts Policy including Register of Business Interests for Trustees, Local Governors, and Employees

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1. Introduction

1.1 Pontefract Academies Trust (the Trust) is committed to the highest possible standards of conduct and has a wide range of interrelated policies, procedures, codes and guidance that provide a corporate framework to counter the possibility of fraudulent activity and/or bribes. This policy and associated procedures must be read in conjunction with the following other Trust policies/procedures:

- Anti-Fraud Bribery and Corruption Policy
- Whistleblowing Policy
- Code of Conduct for Employees
- Code of Conduct for Trustees and Local Governors
- Disciplinary Procedures
- Complaints Procedures
- Gifts and Hospitality Policy
- Donations Policy

1.2 The Conflicts of Interest and its associated business interest procedures sets out the framework for ensuring that the decisions and decision-making processes at the Trust are, and are seen to be, free from personal bias and do not unfairly favour any individual or company connected with the Trust or any of its schools.

1.3 Trustees, local governors, committee members, and employees of the Trust all have an obligation to act in the best interests of the Trust and in accordance with its Articles of Association in order to avoid situations where there may be a potential conflict of interest.

1.4 Situations may arise where family interests or loyalties conflict with those of the Trust. They 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 impression that the Trust has acted improperly.

The Trust therefore intends to:

- Ensure that every trustee, local governor, and employee, understands 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 in any part of the organisation.

2. Definition and Expectations

2.1 Definition

The Trust adopts the definition of the Charity Commission, which states that a conflict of interest is any situation where a trustee or local governor's personal interests or loyalties could, or could be seen, to prevent the trustee or local governor from making a decision in the best interests of the Trust or its schools.

For the purposes of this definition the personal interest of a "trustee" or "local governor" shall include that which may relate to any child, stepchild, parent grandchild, grandparent, brother, sister of spouse of the "trustee" or "local governor" or any person living with the trustee/local governor as his or her partner.

This definition extends to employees who, through their contracts of employment and/or schemes of delegation have decision making responsibilities delegated to them.

2.2 Expectations

The Trust expects conflicts of interest to be identified at an early stage by:

- individual trustees, local governors or employees,
- the trust board, its committees or its local governing bodies.

Individual trustees, local governors, or employees who fail to identify and declare any conflicts of interest will also fail to comply with their personal legal responsibility to avoid conflicts of interest and act only in the best interest of the Trust and its learners.

The trust board, its committees, or its local governing bodies must ensure that any conflicts of interest do not prevent them from making a decision only in the best interests of the Trust and its learners.

2.3 The Trust's Articles of Association paragraph 97 state that:

Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustee as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustee in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any personal financial interest).

2.4 Trustees, local governors or employees will be expected to declare the following interests where **they are connected to the undertaking of their duties/responsibilities**:

- Holding another public office.
- Being an employee, director, advisor or partner of another business or organisation.
- Pursuing a business opportunity.

2. Definition and Expectations

- Being a member of a club, society or association.
- Having a professional or legal 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 an individual or 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 spouse, partner, relative or close friend of someone who has one of these interests.

3. Trustee or local governor benefits

- 3.1 Trustees, local governors, or employees can only benefit from the Trust where there is an explicit authority in place in the Trust's funding agreement/articles of association before any decision conferring trustee, local governor, or employee benefit is made.

Trustee or local governor benefits include any payments or benefits to trustees, local governors or a connected person, apart from their reasonable out of pocket expenses. They also cover situations where a trustee or local governor could receive property, loans, goods or services from the Trust.

Where there is a proposed sale or lease of Trust land to a trustee/local governor/employee or to a person or company closely connected with a trustee/local governor/employee this will need to be authorised by the Department for Education, even if the disposal is at full market value.

The payment of reasonable expenses to trustees and local governors is not a benefit, so it does not create a conflict of interest or require authorisation.

The payment of expenses to employees as part of their responsibilities in their employment contract and in accordance with the Trust's travel and subsistence policy is not a benefit therefore does not create a conflict of interest.

4. Registering and declaring interests

4.1 Registering Interests

Trustees, local governors, and employees should keep an updated record of any conflicts of interest in the Trust's central register of interests, which is kept by the registered Company Secretary, at St Mary's Community Centre.

4.2 Declaring Interests

Trustees, local governors and senior employees must complete and sign the declarations attached as Appendix A and Appendix B to this policy each September. The School Business Manager is responsible for retaining the original and forwarding a copy to the Director of Finance Business and Operations **by 30 September** each year.

The Executive Headteacher/Headteacher must ensure that arrangements are in place for all declarations of interest/changes to declarations of interest made under this policy are published and kept up to date on the school website.

The CEO must ensure that arrangements are in place for all declarations of interest made under this policy are published and kept up to date on the Trust website

Trustees or local governors **must** have a standard agenda item at the beginning of each meeting of the Trust Board, trust committee, including that of a local governing body to declare any actual or potential conflicts of interest.

Trustees or local governors **must** declare any interest which he/she has in an item to be discussed, at the earliest possible opportunity and before any discussion of the item itself.

If a trustee or local governor is uncertain whether or not he/she is conflicted, he/she **must** declare the issue and discuss it with the other trustees or local governors.

If a trustee or local governor is aware of an undeclared conflict of interest affecting another trustee or local governor, then he/she **must** notify the other trustees or local governors or the Chair of the meeting.

Employees engaged in decisions where conflicts of interest may arise **must** declare this to their Executive Headteacher/Headteacher/Senior Manager at the earliest opportunity.

5. Removing Conflicts and Withdrawing from decisions

5.1 Removing Conflicts

Trustees or local governors must consider the conflict of interest so that any potential effect on decision-making is eliminated.

Trustees or local governors must follow the Trusts Articles of Association and Funding Agreement requirements on how a conflict of interest must be handled, but may, in serious cases, decide that removing the 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 trustees or local governors are unable to make their decisions in the best interest of the Trust and its pupils, or could be seen to be unable to do so.
- Are present in significant or 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 inappropriate trustee or local governor benefit.

5.2 Withdrawing from Decisions

Where there is a proposed financial transaction between a trustee or local governor and the Trust, or any transaction or arrangement involving trustee/local governor benefit:

5.2.1 The benefit must be authorised in advance.

5.2.2 The Trust Board/Local Governing body expects the affected trustee/local governor to be absent from any part of any meeting where the issue is discussed or decided.

5.2.3 The affected individual should not vote or be counted in deciding whether a meeting is quorate.

5.3 Where there is a conflict of loyalty and the affected trustee or local governor does not stand to gain any benefit and there are no specific governing document or legal provisions about how the conflict of loyalty should be handled, the affected trustee or local governor should declare the conflict of loyalty.

5.4 The remainder of the trust board, committee or local governing body must then decide what level of participation, if any, is acceptable on the part of the conflicted trustee or local governor. The options might include, but are not limited to, deciding whether the conflicted trustee or local governor:

5. Removing Conflicts and Withdrawing from decisions

- Having registered and fully declared the interest, can otherwise participate in the decision.
- Can stay in the meetings where the decision is discussed and made, but not participate.
- Should withdraw from the decision-making process in the way described above

5.5 In deciding which course of action to take regarding a conflict of interest, local governors/trustees:

- Must always make their decisions only in the best interest of the Trust and its learners.
- Should always protect the Trust's reputation and be aware of the impression that their actions and decisions may have on those outside the Trust/school.
- Should always be able to demonstrate that they have made decisions in the best interests of the Trust and its learners, and independently of any competing interest.
- Should require the withdrawal of the affected trustee or local governor from any decisions where the trustee or local governor's other interest is relevant to a high risk or controversial trustee or local governor decision or could, or be seen to, significantly affect the trustee or local governor's decision-making at the Trust.
- Can allow a trustee or local governor to participate where the existence of his/her other interest poses a low risk to decision-making in the Trust's interest, or is likely to have only an insignificant bearing on his/her approach to an issue.
- Should be aware that the presence of a conflicted trustee or local governor can affect trust between local governors/trustees, could inhibit free discussion, and might influence decision-making in some way.

5.6 Trustees or local governors can, before their discussion, ask a trustee or local governor who is withdrawing, to provide any information necessary to help make the decision in the best interests of the Trust and its learners.

6. Goods or services provided by individuals or organisations connected to the Trust

- 6.1 The Trust will not pay no more than 'cost' for goods or services provided to it by the following persons ('services do not include services provided under a contract of employment):
- Any member or trustee of the Trust
 - Any individual or organisation connected to a member or trustee of the Trust

The 'at cost' requirement does not apply to the Trust's employees unless there are also one of the parties described above.

The 'at cost' requirement applies to contracts for goods and services from a connected party agreed by the Trust on or after 7 November 2013.

The 'at cost' requirement applies to contracts for goods and services from a connected party exceeding £2,500, cumulatively, in any one financial year of the Trust. For these purposes, where a contract takes the Trust's cumulative annual total with the connected party beyond £2,500, the element above £2,500 must be at no more than cost.

7. Records and Confidentiality

7.1 **Records or proceedings**

Trustees or local governors should record in the minutes, details of any and all discussions on potential conflicts of interest and the decisions made.

7.2 **Confidentiality**

Trustees or local governors cannot use information obtained at the Trust or any of the incorporated schools for their own benefit or that of another organisation if it has been obtained in confidence or has special value such as commercial sensitivity.

8. Monitoring and Implementation

8.1 Monitoring

The Trust Board, its committees and its local governing bodies will carry out continuous monitoring of its activities and members to ensure that any conflicts of interest are identified and mitigated as soon as possible.

Trustees or local governors who fail to declare an interest and are found to be in conflict with the best interests of the Trust or any incorporated school will be expected to explain to the trust board, and/or local governing body his/her reasons for their omission.

The trust board may decide to terminate the membership of the relevant trustee or local governor from the trust board or local governing body, if he/she is found to have knowingly and deliberately failed to declare an interest and has brought the Trust or any of its incorporated schools into disrepute.

8.2 Implementation

This policy will be circulated to every trustee, member of a committee, local governor and senior employee with delegated decision making responsibilities, who shall annually (preferably at the first meeting of the academic year) sign statement which affirms that he / she has:

- Received a copy of the policy.
- Has read and understood the policy.
- Has agreed to comply with the policy.

This policy will be included in the publication scheme on the Trust's website and will be made available to the public.

8.3 Review

The Conflicts Policy and associated Register of Business Interests Procedures will be reviewed by the Trust Audit and Risk Committee on a tri-annual basis or earlier to ensure that it continues to uphold the highest standards of conduct and openness.

The Trust Board will approve the policy for implementation following consideration and recommendation from the Trust Audit and Risk Committee.

Annex 1 Schedule of Updates

Trust Board Approval		Implementation Date
2 July 2014	Conflicts Policy and associated Register of Business Interests Procedures	1 September 2014
31 August 2016	Conflicts Policy and associated Register of Business Interests Procedures	1 September 2016

SCHEDULE OF CHANGES – from 1 September 2014 policy to revised version implemented 1 September 2016

- Reference to Directors replaced with Trustees to reflect latest preferred terminology used by the EFA
- Reference to Executive Headteachers to reflect the new roles established in the Trust
- Reference to Governors changed to Local Governors
- Paragraph 2.1 include expanded definition for clarification
- Paragraph 4.2 clarifies responsibilities for declaring interests on an annual basis. Where reference to “should” previously existed this has been changed to “must” in regards to a standard agenda item and declaration submissions
- Paragraph 8.3 Review included to confirm the process and responsibilities for review
- Incorporation of Annex 1 schedule of updates

Appendix A: Annual Conflicts of Interest Acknowledgement Statement

In accordance with section 4.1 of the Conflicts of Interest Policy (“the Policy”) and associated register of business interests, I, the undersigned trustee/local governor/senior employee [delete as appropriate] with responsibilities and decisions delegated by the Pontefract Academies Trust Board, hereby attests and affirms that I have:

1. Received a copy of the Policy
2. Read and understood the Policy
3. Agreed to comply with the Policy

Signature

Print Name

Date

Appendix B: Register of Business Interests

Name **Position**

Trustees, local governors are required to maintain a register which lists for each member of the Trust Board or Local Governing Body, including the Executive Headteacher, Headteacher, any interests that they, their partner or member of their immediate family have, that might affect their relationship with the Trust including any of its incorporated schools i.e. employment and election to political bodies or corporate boards. Employees (eg school business managers) with decision making responsibilities delegated to them through their contract of employment or the scheme of delegation should also maintain a register.

Name of business or organisation	Nature of business or organisation	Nature of interest	Date of appointment of acquisition	Date of cessation of interest
Example Stationers	Stationary retailer	Managing Director	01/09/2008	N/A

Signed

Dated