Managing Conflict of Interests Policy

Author/Owner	**Human Resources**
Version	**7**
Responsible Directors' Board	**Finance and Operations Committee**
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Academy to implement without Amendment, using appendix when required	

Summary of Changes from Previous Version

Version	Date	Author	Summary of Updates
V5	July 2024	C Cooper	Policy put onto new template/branding
V6	July 2025	H Young	Content of policy updated based on latest Browne Jacobson templated guidance
V7	July 2026	H Young	Updated job title for Director of Governance and Corporate Affairs

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Contents

1. Introduction

This policy sets out your responsibilities for identifying and managing actual and potential conflicts of interest when acting on behalf of Exceed Learning Partnership “the Trust”.

You can also ask Helen Young, the Trust Director of Governance and Corporate Affairs h.young@elp.org.uk for further guidance.

A conflict of interest is any situation in which your personal interests or loyalties could, or could reasonably be perceived to, influence your ability to make decisions solely in the best interests of the Trust. Conflicts of interest will usually fall into one of the following categories:

- Financial interests.
- Non-financial interest.
- Loyalties or duties.

See section 4 below for further guidance on identifying conflicts.

2. Who this policy applies to

This policy applies to:

- All Trustees/Directors (“the Trustees/Directors”).
- All members of the Trust.
- All governors on the Trust’s local governing bodies
- Senior employees of the Trust.
- All external members of the Trustees/Directors’ committees.

In this policy, where it refers to a “Decision Maker” it is referring to the holder of each of the above posts.

3. Fundamental principles

It is important that confidence in the good governance and probity of the Trust is maintained. In order to achieve this, you must ensure all decisions you make on behalf of the Trust are free from any undue influence. You are expected to act with integrity, honesty, selflessness and objectivity when making decisions on behalf of the Trust (or when advising the Trust), and to act in a way that promotes the best interests of the Trust.

In order to maintain high standards of conduct, probity and ethics, it is also important that you are accountable and open about the decisions or action taken, including in relation to the management of conflicts of interest. The Trust has adopted an open culture to managing conflicts to:

- Allow you to feel comfortable with declaring your interests and any conflicts that arise, safe in the knowledge that they will be dealt with in accordance with this policy.
- Enable you to say if one of your fellow Decision Makers appears to have a conflict of interest; by doing so, you are not calling their integrity into question.

The basic rule is that Trustees/Directors have an overriding statutory obligation not to put themselves in a position where their duties as a Trustee/Director conflict with any personal interest they may have; however, it is recognised and understandable that conflicts will arise from time to time, because having outside interests and expertise may bring significant benefits to your role as a Trustee and the work of the Trust.

Where conflicts are unavoidable, they must be effectively managed in the best interests of the Trust. This means it is your responsibility to identify and manage conflicts of interest by:

- **Disclosing** outside interests that could give rise to potential conflicts, so that relevant people are aware of these in advance.
- **Determining** whether you have an actual or perceived conflict before being involved in any decision on behalf of the Trust.
- **Managing** any conflicts, as they arise, in a manner that protects the integrity of the Trust's decision making, while allowing you to give the right level of input to enable the best decisions. Whilst the Board will ultimately decide how to manage a conflict, you also need to make your own personal judgement about it.

4. Identifying conflicts of interest

The obligations set out in this policy derive from the general fiduciary duties owed by Trustees/Directors under charity law and the Charities Act 2011 and, as Trustees/Directors are also directors, under the Companies Act 2006, which sets out specific requirements in relation to conflicts of interest. The Trust also has obligations in respect of the effective management of conflicts of interest under the terms of its Funding Agreement(s) with the Secretary of State for Education and the Academy Trust Handbook.

Conflicts of interest can inhibit open discussions and may result in irrelevant considerations being taken into account, or decisions being made that are not in the Trust's best interests. They can also damage the reputation of the Trust if it appears that Decision Makers are influenced by personal interests or loyalties, or have acted improperly. All Decision Makers must, therefore, be alert to the possibility that they or others could be affected by a conflict of interest.

The Trust's articles (see articles [97 to 98]) sets out certain procedures in relation to conflicts of interest. This policy should be read in conjunction with the articles and, in the case of conflict, the articles take precedence over this policy.

When considering if you have a conflict of interest, you must be aware of the following principles:

- A conflict of interest exists if there is a possibility that your personal interests could influence your decision making, even if your decision making is not in fact adversely affected by the conflict. A reasonable perception that a conflict of interest exists can be enough for you to be in breach of your duties.
- The interest that gives rise to a conflict may be direct or indirect and, in particular, a conflict may relate to the interests of someone who is connected to you (e.g., a partner or child) (a "Connected Person") as well as to your own personal interests.

It is not practicable to set out every situation which may result in a conflict of interest, but common situations include:

Direct financial gain or benefit

- Selling, loaning or leasing Trust assets to a Decision Maker.
- The Trust acquiring, borrowing or leasing assets from a Decision Maker.

- Paying a Decision Maker (or a company at which the Decision Maker is a director) to provide goods or services to the Trust, or a company or organisation in which the Trust has an interest or with which it is connected.
- Paying a Trustee for carrying out:
  - Their role as Trustee.
  - A separate paid post at the Trust.
  - A post at a trading subsidiary, or any other company or organisation that the Trust is interested in or with which it is connected.

Indirect financial gain or benefit
Where the financial gain or benefit accrues to a family member, business or employer of a Decision Maker.

Non-financial gain or benefit
Where a Decision Maker can exploit any information or opportunities as a result of the Decision Maker's role.

Conflict of loyalty or duty
Where a Decision Maker owes a duty to any other body (regardless of what capacity that duty is owed) that may conflict with their duty to the Trust; for example, their employer, another organisation of which they are a trustee or director, or a member of their family. This can arise even where the Decision Maker does not have a monetary interest or does not stand to personally benefit.

5. Declaration of interests

You have a personal responsibility to declare any interest that might reasonably be regarded as potentially giving rise to a conflict.

On appointment or on the adoption of this policy, whichever is later, you must complete a declaration of interests form:

- Listing any personal interests, business interests, or other direct or indirect interests that might potentially give rise to a conflict of interest.
- Listing any interests of Connected Persons to them that may give rise to a conflict of interest.
- Declaring any gifts or hospitality received or offered to you as part of your Decision Maker role, in line with the Gifts and Hospitality Policy.
- Confirming that you are not aware of any conflict, other than those already disclosed, that exists between your role as Trustee and your personal circumstances or other interests.
- Confirming the directorships, partnerships and employment with which you are involved or hold.
- Listing any other Trustees/Directorships or governorships at other educational institutions or charities.
- Confirming that you will update the form annually or sooner, if any changes occur.
- Confirming that you will declare any conflict that arises in the future.

The Director of Governance and Corporate Affairs will be responsible for maintaining a register of interests that will be accessible to all Decision Makers and the Trust's auditors.

The register of interests must include the information prescribed by the current Academy Trust Handbook including:

- Capturing relevant business and financial interests of the Decision Makers. The name of the business or organisation, the nature of the interest, and the date the interest commenced must be recorded.
- Any relevant material interests arising from close family relationships between the Decision Makers. It must also identify relevant material interests arising from close family relationships between Decision Makers and employees of the Trust.
- Decision Makers are strictly prohibited from sitting on recruitment or performance management panels for any "Connected Person" (such as spouses, partners, children, or siblings) employed by the Trust.

The register of interests must be kept up to date, and relevant business and financial interests of the Decision Makers will be published on the Trust's website.

It is for you to decide which matters to declare, but if in doubt, you should make a declaration. If you would like to discuss the issue, then you can contact the chair or Director of Governance and Corporate Affairs for confidential guidance.

Whilst the declaration will need to be made annually, as set out at paragraph 5.2.7, it is your responsibility to keep your declaration up to date and to promptly notify the Director of Governance and Corporate Affairs of any changes between annual declarations.

The Trust shall take advice from its auditors in respect of the disclosure of interests and, in particular, related party transactions in the preparation of its annual report and accounts, to ensure full compliance with the Statement of Recommended Practice.

The information provided by you and other Decision Makers will be processed in accordance with data protection principles as set out in the Data Protection Act 2018 and UK GDPR. Personal data will be processed only for the purposes set out in this policy and as required by any statute or any regulatory body, and not for any other purpose.

While declarations are officially refreshed annually, Decision Makers have a duty to notify governance of any brand-new business or personal interests without undue delay after acquiring them.

6. Conflicts of interest

In accordance with article [97] of the articles, if you have or can have any direct or indirect duty or personal interest which conflicts or may conflict with your duties as a Trustee, you must disclose that to the Trustees/Directors as soon as you become aware of it.

The first item on the agenda of all formal governance meetings will be a standing item requiring all Trustees/Directors attending the meeting to declare any conflicts of interest relating to the matters to be discussed at the meeting.

If you consider you have an actual or potential conflict, you must inform the chair as soon as possible and always before any discussion of the relevant matter. The declaration must specify the nature and extent of any direct or indirect interest that gives rise to the conflict. You must absent yourself from any discussions of the Trustees/Directors, a committee or a local governing body in which it is possible that a conflict will arise between your duty to act solely in the interests of the Trust and any duty or personal interest.

If you are aware that another Decision Maker has an actual or potential conflict that has not been declared, you must notify the chair.

If the chair is declaring a conflict, they must inform the remaining non-conflicted Trustees/Directors.

If you are uncertain whether or not you are conflicted, you must err on the side of openness and declare the interest. In deciding what course of action to take, you and the other Decision Makers must always base decisions on what is in the best interests of the Trust.

The Director of Governance and Corporate Affairs must note all conflicts declared in the minutes of the meeting in which they were declared or, if not declared in a meeting, in the minutes of the next appropriate governance meeting.

Conflicts that are identified outside of a meeting must be declared by giving written notice to the Director of Governance and Corporate Affairs.

7. Assessing conflicts at meetings

The way in which conflicts are dealt with will depend on the nature and extent of the conflict. The non-conflicted Decision Makers must therefore:

- Assess the nature and extent of the conflict.
- Assess the risk or threat to decision making by the Trustees/Directors or local governors.
- Decide whether the conflict is serious (for example, the conflict is acute or extensive, will or may be seen to prevent the Trustees/Directors or local governors from making decisions in the best interests of the Trust, relates to a significant decision, or risks significantly damaging the Trust's reputation).
- Decide what steps to take to handle the conflict.

When considering the conflict, you must take all relevant factors into account, make decisions solely in the best interests of the Trust, and always protect the Trust's reputation.

The conflicted Decision Maker must not take part in any discussion or decision about the conflict and how to handle it, and will not be counted in the quorum for that part of the meeting.

If the meeting becomes inquorate, the matter will be deferred unless the Articles permit otherwise.

Where there is any doubt as to whether a conflict of interest exists, or how it should be managed, the remaining non-conflicted Trustees/Directors (or committee members, as appropriate) will determine the appropriate course of action. Their decision will be recorded in the minutes.

8. Management of conflicts of interest

If the conflict arises owing to a financial transaction between the Trust and a Decision Maker (or a Connected Person) or because a Decision Maker (or a Connected Person) will or may obtain a benefit from the Trust:

- Any potential or proposed benefit must be authorised in advance (see section 9 below).
- The conflicted Decision Maker must:
    a) Withdraw from all discussions and decisions in relation to the matter.
    b) Not be counted in the quorum for that part of the meeting.

For all other conflicts, the conflicted Decision Maker must withdraw from all discussions and decisions in relation to the matter.

Any Decision Maker who declares a conflict of interest during the course of a meeting should withdraw from the meeting for the duration of that agenda item.

All decisions relating to conflicts of interest will be recorded in the minutes, including:

- Whether any Decision Maker declared a conflict of interest.
- The nature of the declared conflict of interest.
- That the Decision Maker withdrew from the meeting.
- The actions taken to manage the conflict.

If a Decision Maker benefits from any decisions of the Trust, if the Trust's auditors advise it is necessary, it will be reported in the Trust's annual report and anywhere else that it is legally required.

9. Procedure for declaring interests in transactions and arrangements

If you have a direct or indirect interest in any proposed transaction or arrangement, you must declare the nature and extent of that interest before the transaction or arrangement is entered into.

If you have a direct or indirect interest in a transaction or arrangement that has already been entered into by the Trust, but you have not declared that interest, you must declare the nature and extent of that interest as soon as is reasonably practicable.

If a declaration made under paragraph 9.1 or paragraph 9.2 proves to be or becomes inaccurate or incomplete, you must make a further declaration giving correct information about the nature and extent of your interest.

A declaration made under paragraph 9.1, paragraph 9.2 or paragraph 9.3 must be made either at a meeting of the Trustees/Directors or by sending written notice to the other Trustees/Directors and/or Director of Governance and Corporate Affairs.

Any Related Party Transactions (RPTs) are subject to written approval in line with the Academy Trust Handbook.

10. Trustee benefits and related party transactions

Articles [6.2 to 6.9] of the Articles sets out the procedure and circumstances in which the Trust can authorise a transaction or arrangement that is with or that will benefit a Trustee.

If you receive a benefit without proper authority, this will be a breach of trust, and you may be liable to repay all or part of the benefit to the Trust.

Any goods or services supplied to the Trust by a related party must be provided at cost.

11 Failure to disclose an interest

The failure by you to declare a conflict of interest is serious and will be in breach of this policy. You may also be in breach of trust and breach of your statutory duties (for Trustees/Directors) and may be subject to legal action.

The Trust may also consider the possibility of removing you from office or being subject to disciplinary proceedings in these circumstances.

12 Monitoring, enforcing and reviewing this policy

To ensure that disclosures are kept up to date, Decision Makers will be asked to review and update their disclosures annually, as required by section 5.

If you become aware of a breach of this policy you must report it to the Chair as soon as possible.

The Trustees/Directors have implemented this policy in order to monitor and manage conflicts of interest. Any failure to comply with the terms of this policy will not, in itself, result in a decision of the Trustees/Directors being invalidated or in any liability to the Trust's beneficiaries.

The chair must:

- Report all breaches of the policy of which they are aware to the Trustees/Directors at the next Trustee meeting.
- Ensure that all breaches are noted in the minutes of the relevant Trustee meeting.

The Audit and Risk Committee will undertake a periodic sampling of governance decisions each year to monitor adherence with this policy. If there are any breaches of this policy found by this review or raised by anyone else, they will discuss these with the relevant individual in the first instance and, if it warrants escalation, then with the chair.

Reports on this policy, including information about any breaches or management of conflicts declared, will be provided at least annually to the Audit and Risk Committee and the Executive Leadership Team.

If you are concerned that a conflict exists which has not been dealt with in accordance with this policy, you should raise this with the chair or Director of Governance and Corporate Affairs or in accordance with the Trust's whistleblowing policy.

13 Review

This policy will be reviewed annually by the Board of Trustees, or sooner where required by changes in legislation, regulation or guidance.

14 Other relevant policies and further reading

Other relevant Trust policies include:

- Articles of Association
- Scheme of Delegation
- Governance Handbook
- Staff Code of Conduct

Policy Reviewed: July 2026

Signed CEO: B.A. Nixon

Signed: Chair of Directors: Pat Hogan

Policy to be reviewed in August 2027

Appendix 1 EXCEED LEARNING PARTNERSHIP /ACADEMIES: REGISTER OF BUSINESS OR PERSONAL INTERESTS

The live link to the Google Form detailed can be found here

DECLARATION OF PERSONAL OR BUSINESS INTERESTS FORM 2025/26

Exceed Learning Partnership is committed to maintaining the highest standards of transparency and good governance. This register of personal and business interests is a key tool in ensuring that any potential conflicts of interest are identified and managed appropriately.

Why is this important?

- **Transparency:** Openly declaring interests helps build trust with stakeholders and demonstrates our commitment to ethical decision-making.
- **Accountability:** The register helps ensure that decisions are made in the best interests of our students and the Trust, not for personal gain.
- **Conflict Prevention:** By identifying potential conflicts early, we can take steps to mitigate them and avoid any perception of impropriety.

Who needs to complete this form?

All Directors, Members, Governors, and senior staff members of the Trust are required to complete this form annually and update it whenever their circumstances change.

What needs to be declared?

You must declare any direct or indirect business interests that could potentially conflict with your role within the trust. This includes, but is not limited to:

Direct Business Interests

- **Ownership or Directorship:** If you own or are a director of a company that provides goods or services to the trust (e.g., a school uniform supplier, catering company, educational software provider).
- **Employment:** If you are employed by a company that has a business relationship with the Trust.
- **Financial Interest:** If you hold shares or have a significant financial stake in a company that does business with the trust.
- **Consultancy:** If you are a paid consultant for a company that interacts with the Trust.

Indirect Business Interests:

- **Family Connections:** If your spouse, partner, or close relative owns or works for a company that has a business relationship with the trust or if your spouse, partner or close relative works within the Trust.
- **Trusteeship/Governorship:** If you are a trustee or governor of another school or organisation that has dealings with the trust (even if it's not a financial relationship)

Pecuniary Interests (Financial):

- **Investments:** If you have investments in companies that supply goods or services to schools or educational institutions.
- **Land or Property:** If you own land or property that could be affected by decisions made by the trust.
- **Gifts and Hospitality:** Any significant gifts or hospitality received from individuals or companies that have a relationship with the Trust.

Other Relevant Interests:

- **Membership of Organisations:** If you are a member of an organisation that could influence your decision-making within the trust (e.g., a political party, trade union, or religious group).
- **Personal Relationships:** Close personal relationships with staff members or individuals who have a financial interest in the trust.
- ****A person is connected to you if they are your spouse, partner, child, stepchild, parent, sibling, grandparent, grandchild, member of the same household, or other close family member.***

Please be thorough and err on the side of caution. If you're unsure whether to declare something, please consult with the Trust's Head of Governance and Policy.

Confidentiality:

Information provided in this register will be treated confidentially and only shared with those who have a legitimate need to know.

Thank you for your cooperation in helping us maintain the highest standards of integrity and good governance.
Kind Regards

Trust Executive Team

* Indicates required question

1. Email *

2. Forename *

3. Surname *

Role within Exceed Learning Partnership

Please select your role (pending role) within Exceed Learning Partnership

4. Role * Dropdown

Mark only one oval.

- Member
- Director
- Executive Team
- Governor
- Executive Principal / Principal
- Senior Leadership Team

Board Membership/Academy

Please select which board/academy you are a member of or the board/academy you are applying to be a member of.

5. Board Membership/Academy Selection *

If you are a Governor on more than one board, you will need to complete this form for each board you are a member of.

Dropdown

Mark only one oval.

- Bentley High Street Primary School
- Carr Lodge Academy
- Edlington Victoria Academy
- Hall Cross Academy
- Hill Top Academy
- Rosedale Primary School
- Sandringham Primary School
- Sheep Dip Lane Academy
- The Mallard Academy
- Willow Primary School
- Exceed Learning Partnership Directors Board
- Exceed Learning Partnership Members Board
- Exceed Learning Partnership Executive Team

Appointment Status

6. Appointment Status

If you are an existing Member, Director or Governor please select 'Appointed'. For those who are applying to become a Member, Director, or Governor please select 'Pending Appointment'

If you are a staff member please select the N/A option.

Mark only one oval.

- Appointed *Skip to question 7*
- Pending Appointment *Skip to question 8*
- N/A *Skip to question 7*

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Appointment Date

Please provide the date you were appointed to the board/academy you selected in the previous question.

7. *

If you are a Member/Director or Governor and are unsure of your appointment date, this can be found by following the link below and entering the full name of the academy or the Trust if you are a Director or Member. GIAS (Get Information About Schools)

If you are a member of staff your start date can be found on the YourHR portal.

Example: 7 January 2019

Declaration of Personal or Business

Please disclose any personal or business interests that might potentially give rise to a conflict of interest. This will include:

- Any company directorships.
- Businesses involved in as a sole trader or a partner. •
Businesses involved in as a consultant.
- Your employer.
- Any public offices that you hold.
- Businesses in which (i) you hold more than 50% of shares or (ii) control more than 50% of the voting rights attached to the shares, or (iii) have the right to appoint one or more directors to the board.
- Any shareholding, unless the company is listed on a recognised stock exchange and you hold less than 1% of the issued capital.
- Any interests that you have at any other educational institutions or charities. This could include being employed by or any involvement in the governance of another charity or educational institution.
- Please disclose the interests of any person connected to you* that might potentially give rise to a conflict of interest.
- This could include a connected person being employed or having a business relationship with the Trust, or where a connected person could stand to benefit from a decision that you make within the capacity of your role at the Trust. It could also include a connected person having a personal or business interest that could give rise to a conflict.
- ***A person is connected to you if they are your spouse, partner, child, stepchild, parent, sibling, grandparent, grandchild, member of the same household, or other close family member.***
- Any other interests that are not covered above where there could be perceived conflicts of interest such as: investments, land/property or gifts and hospitality.

Please be thorough and err on the side of caution. If you're unsure whether to declare something, please consult with the Trust's Head of Governance and Policy.

8. Do you have any Personal or Business interests to declare? *

Mark only one oval.

- Yes *Skip to question 9*
- No *Skip to question 120*

Registration of Personal or Business Interests (Declaration 1)

9. Please select an option below to declare your interest * Dropdown

Mark only one oval.

- I would like to declare the interests of a person connected to me *Skip to question 10*
- I would like to declare interests in an organisation (business, education or charity) *Skip to question 16*
- I would like to declare a gift or hospitality offered to me as part of my role *Skip to question 22*

I would like to declare the interests of a person connected to me

10. Name of person connected to you *

11. Nature of their business *

12. Nature of their interest *

13. Date interest started *

14. Date interest ended

15. Add additional Personal or Business interests? *

Mark only one oval.

- Yes — *Skip to question 28*
- No — *Skip to question 120*

I would like to declare interests in an organisation (business, education or charity)

16. Name of organisation *

____

17. Nature of organisation *

____

18. Relationship or position within organisation *

____

19. Date interest started *

____

20. Date interest ended

____

21. Add additional Personal or Business interests? *

Mark only one oval.

- Yes — *Skip to question 28*
- No — *Skip to question 120*

I would like to declare a gift or hospitality offered to me as part of my role

22. Nature of gift or hospitality *

23. Value *

24. Provider of gift or hospitality *

25. Date interest started *

26. Date interest ended

27. Add additional Personal or Business interests? *

Mark only one oval.

- Yes *Skip to question 28*
- No *Skip to question 120*

Declaration Confirmation

28. I declare that: *

- I have read and understood the Trust's conflicts of interest policy.
- I have declared all interests (both direct and indirect) that might reasonably be regarded as potentially giving rise to a conflict of interest.
- I am not aware of any conflict, other than those already disclosed, between my role and my interests.
- I understand my duty to update this declaration as soon as I am aware of any declarable interests that arise. In any event, I agree to update this form at least annually.

Tick all that apply.

- [ ] By ticking this box I am confirming my declarations and the submitted information is true and accurate.

29. Please insert your initials *

30. Declaration Date *