



DISCLOSURE AND CONFLICTS OF INTEREST POLICY

WOODARD ACADEMIES TRUST

CONFLICTS OF INTERESTS AND DISCLOSURE POLICY

1 Introduction and aims

As a Multi Academy Trust in receipt of public and other funds, the Woodard Academy Trust (“the trust”) subscribes to the highest standards of corporate governance. We want to ensure that the decisions taken by the board of trustees and academy councils are free from personal bias, and don’t unfairly benefit any individual or company connected to the academy or trust.

Trustees and academy council members are legally required to act in the best interests of the Trust and in accordance with its governing articles, in order to avoid situations where there may be a potential conflict of interest.

This policy aims to ensure that:

- Everyone to whom the policy applies understands what a conflict of interest is.
- Everyone to whom the policy applies understands their responsibility to identify and declare any conflicts of interest.
- Every relevant potential 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 these arise.

2 Scope

In order to meet its obligations under the Bribery Act 2010 and related legislation, the following groups and categories of staff should complete an annual declaration of interest:

- The board of trustees
- Trust members
- Academy council members
- Independent subcommittee members
- Trust executive staff
- Academy principals
- Academy directors of resources and business managers

The information submitted in the declarations of interest will be entered into the Register of Interests. All trustees and council members must also declare any ad hoc conflicts of interest as a standing item on the agenda of board, council and committee meetings.

Prospective trustees or future senior employees of the trust must also disclose interests at the point of application.

Whilst other employees, contractors, and service providers are not required to complete an entry in the Register of Interests, this does not remove the responsibility and duty of staff to disclose interests where there is an actual, potential or perceived conflict of interest, using the format and route prescribed by the trust.

If in doubt over whether a disclosure should be made or updated, it is best to err on the side of caution. The trust Governance Administrator or Company Secretary can provide confidential guidance.

2.1 Contractors and external bodies

Individuals or bodies bidding (through competitive tender or otherwise) to enter into a contractual relationship with the trust, whether consultants, service providers or suppliers, are considered to be in a position of trust. Therefore, they have a duty to disclose interests that potentially impact on their independence (for example, the trust's internal and external auditors are obliged to avoid personal and professional conflicts of interest. This includes ensuring that any non-core audit work undertaken does not compromise the integrity and independence of the core audit function, investigation and findings).

Disclosure should be made through the trust staff member responsible for negotiating and the contract, who will ensure that the interest is recorded.

3 Definitions

3.1 Conflict of Interest

A conflict of interest is any situation in which a trustee, academy council member or connected person has a business or personal interest or loyalty which could, or could be perceived to, prevent them from making a decision only in the best interests of the academy and/or the trust.

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

- Trustees, council members, or connected persons work for companies that provide, or have the potential to provide, services to the academy/trust.
- A trustee, council member, or connected person owns their own business, and sometimes does work for the academy/trust.
- A trustee or council member is in a relationship with a member of staff.
- A trustee or council member also sits on the governing board of another academy or trust.
- The class teacher of a parent trustee or council member's child is subject to a disciplinary hearing.

3.2 Trustee benefit

A trustee benefit is any instance where money, or other property, goods or services which have monetary value, are received by a trustee from the academy 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:

- The WAT 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.

4 Roles and Responsibilities

All members of the trust community have a duty to avoid conflicts of interest. This includes a responsibility to report known, potential or perceived conflicts. Specific roles within the trust community have the following responsibilities:

4.1 Chair of academy councils / chair of the board of trustees

The chair of the academy council / board of trustees 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.
- Monitor this policy, and seek advice on any necessary changes.

4.2 Trustees / Academy council members

All trustees or council members will:

- Declare their conflicts of interest before or during meetings, and complete the register of interests faithfully.
- Make sure they inform the chair and clerk 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.

4.3 Governance administrator / clerk to the academy council

The Trust governance administrator will:

- Maintain the trust-wide register of interests, and update it when those roles who are required to make entries into the trust register of interests inform them of changes to their circumstances.
- Advise the board on how to deal with conflicts of interest.

The academy council clerks will:

- Maintain the register of interests for their own academy council and update it when the council members inform them of changes to their circumstances.
- Provide the governance administrator with a current copy of their register of interests at the start of each academic year.

- Keep the governance administrator informed of any subsequent updates to the council's register of interest during the academic year.
- Advise the academy councils on how to manage conflicts of interest.

5 What must be declared?

The following must be declared:

- Directorships, partnerships and employments with businesses
- Trusteeships and governorships at other educational institutions or charities
- Material interests arising from relationships with other members, trustees 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 academy or trust will have dealings with that person
- Contracts held that involve a council member's school

Senior trust employees, and council members 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.

6 Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that trustees and all staff act in the best interests of the trust. The information provided will not be used for any other purpose.

7 Procedures

7.1 Register of interest

The trust requires those individuals identified within the scope of this policy to complete a declaration of interests form at the beginning of each academic year, for entry into the register of interests.

New trustees and academy council members will also be asked to complete a declaration of interests form if they join after the start of the academic year.

The trust will publish information about the interests of members, trustees, academy council members, and the accounting officer.

Senior trust employees, and academy council members 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 chair and the clerk/governance administrator that they need to make amendments or further declarations.

The register of interests will be updated at least annually, and when any material changes occur.

Whilst such registers can be redacted to remove personal or sensitive information, we cannot exclude the possibility of releasing specified information which is subject to a

Freedom of Information (Fol) request. Data would be made available in confidence for internal audit or other investigative purposes.

8 Dealing with conflicts of interest and taking action

Agendas of meetings will be circulated in advance. Trustees/council members must review any agenda sent to them and alert the chair and the clerk/governance administrator 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 trustees/council members 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 or academy council will decide whether the individual needs to:

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

The board or academy council may also decide that, having declared the interest, the trustee/council member is free to participate in the discussion or decision as normal.

When deciding which course of action to take, the board or academy council must:

- Always make their decision in the best interests of the academy/trust and be able to demonstrate this
- Act to protect the academy/trust's reputation
- Consider the impression that their actions and decisions may have on those outside of the academy/trust
- Consider the level of risk related to the decision in question, and the risk that the conflict will affect the individual's ability to be impartial, or to act only in the best interests of the academy/trust
- Be aware that the presence of a conflicted trustee/council member (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 or academy council 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 trustee/council member or employee
- Securing a resignation from a conflicted trustee/council member
- 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 academy/trust 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.

9 Failure to declare a conflict of interest

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

If the board or academy council becomes aware that a trustee/council member 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 or academy council may also:

- Vote to suspend the trustee/council member
- Vote to remove the trustee/council member from office
- Follow any relevant disciplinary procedures
- If a trustee/council member is aware of another trustee/council member undeclared interest, they should alert the chair and the clerk immediately

10 Guidance and relevant legislation

Companies Act 2006

Guidance from the Charity Commission which explains statutory requirements and good practice regarding conflicts of interest for charity trustees

WAT Gifts and Hospitality policy

WAT Financial Regulation handbook

The Academies Financial handbook

DfE Governance handbook

The Bribery Act 2010

Nolan Principles of Public Life

This policy complies with the trust's funding agreement and articles of association.

Adopted by WAT Board	8 July 2020
Adopted by WAT Audit Committee	8 July 2020
Review Date	2 years

Appendix: WAT Declaration of Interests form

Our trust is committed to acting with integrity and impartiality. To this end, we must keep a register of the relevant business and pecuniary interests of members, trustees, council members, independent subcommittee members, and senior employees.

We're also required to publish these interests with respect to members, trustees, council members and the accounting officer.

Please complete the form below and return it to the academy council clerk or WAT Governance Administrator.

If you're not sure whether something counts as a conflict of interest, err on the side of caution and declare it. The Academies Financial Handbook provides more guidance, if required:

<https://www.gov.uk/guidance/academies-financial-handbook>

You must notify us whenever your circumstances change, so we can ensure our register of interests is up to date and accurate.

Name: _____

Directorships, partnerships or employment

NAME OF BUSINESS/ORGANISATION	NATURE OF INTEREST	DATE WHEN THE INTEREST BEGAN

Local governor or trustee roles at other educational institutions or charities

NAME OF SCHOOL/ESTABLISHMENT/CHARITY	NATURE OF LINK	DATE WHEN THE INTEREST BEGAN

Personal relationships (including spouse/partner and close relatives¹)

NAME OF TRUSTEE, LOCAL GOVERNOR, MEMBER OR TRUST EMPLOYEE	NATURE OF THE RELATIONSHIP	NATURE OF THE INTEREST ARISING FROM THIS RELATIONSHIP

¹ As defined in the Academies Financial Handbook

Relevant business or personal interests of spouse/partner and close relatives²

NAME	RELATIONSHIP TO YOU	RELEVANT INTEREST

Signature: _____

Date: _____

² As defined in the Academies Financial Handbook