Windsor Academy Trust

CONFLICTS OF INTEREST POLICY	
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V 2.0	August 25	Scheduled review**

POLICY ON CONFLICT OF INTEREST AND RELATED PARTIES

1. Rationale

1.1 Windsor Academy Trust (WAT)- will ensure transparency and accountability when dealing with conflicts of interests in accordance with company law, charity law, procurement law the WAT Articles of Association (97.98), WAT funding agreement, Academy Trust Handbook (ATH) and the Academies Accounts Direction which means that Members, Directors, local governance representatives and employees have a legal obligation to act in the best interests of WAT and to give sole consideration to promoting the Trust's success, a duty to avoid conflicts of interest and to ensure that the Trust is even-handed in its relationships with related parties. In managing the complexity and risk of conflicts of interests and related party relationship and transactions WAT will appropriately manage the complexity and risk of conflicts of interest and related parted transactions in accordance with The Seven Principles of Public Life (the Nolan Principles) and will comply with the principles for Managing Public Money, ensuring supply goods or services are properly procured through an open and fair process.

1.2 The duty to avoid conflict of interest is widely formulated and requires individuals to avoid situations in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Trust, unless the matter has been authorised in a way permitted by the legislation.

1.3 Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of WAT. Such conflicts may create problems; they can:

- inhibit free discussion or compromise the integrity of decision making.
- result in decisions or actions that are not in the interests of WAT;
- risk the impression that WAT has acted improperly, with bias or demonstrated preferential treatment.

1.4 A related party transaction may occur where there is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

1.5 WAT's policy on conflict of interest and related parties is intended to ensure that everyone knows what to do in order to ensure that WAT and individuals closely connected to it act appropriately.

1.6 This policy applies to Members, Directors, local governance representatives and employees.

2. Declaration of Business and Pecuniary Interests

2.1 As a first step and to ensure the promotion of transparency, Members, Directors, local governance representatives and relevant employees must identify business and pecuniary interests and duties they hold which give rise to a conflict of interest (or which may give rise to a conflict).

2.2 Members, Directors and relevant employees must complete a declaration form as provided and ensure that it is kept up to date. Members and Directors will review the register at each of their meetings and individuals will be asked to resubmit a declaration form as and when any changes occur and at least annually.

2.3 In accordance with the Academy Trust Handbook, the Trust must keep a register of any relevant business and financial interests, including governance roles in other educational institutions, for (as a minimum) Members, Directors, local governance representatives and senior employees, serving at any point over the past 12 months. Furthermore, the Trust must publish a register of business and financial interests for Members, Directors, local governance representatives and accounting officers - including a nil return where appropriate - on its website.

3. Declaration of Related Parties

3.1 A related party relationship is defined in statute as "*a person and entities with control or significant influence over the academy trust and members of the same group". For any related party transaction, charity law requires that:*

- *The conflict of interest is managed and recorded appropriately.*
- *The transaction is in WAT's best interest and legally permissible.*
- *Any benefit to a Director, or related party must be authorised.*

3.2 WAT, in the normal course of operations, has autonomy over transactions and adheres to statutory and regulatory obligations in line with company, charity and procurement law, the ATH and Academies Accounts Direction, Funding Agreements and Articles of Association.

3.3 No payment will be made to Directors unless permitted by the articles or by authority from the Charity Commission, and will comply with any relevant agreement with the Secretary of State for Education. WAT will consider these obligations where payments are made to other business entities who employ a Director, are owned by a Director or in which a Director holds a controlling interest.

3.4 In addition the ATH states that any goods or services provided by academy trustees must be provided "at cost".

3.5 WAT is aware of the Charity Commission's guidance CC11: Trustee expenses and payments.

3.6 Where a contract or other agreement exceeds £40k in the same financial year ending 31 August and in line with the ATH, WAT will ensure it obtains DfE's prior approval of all contracts and other agreements with related parties in advance of the contract or agreement commencing or being renewed using the DfE related party online form. WAT will also use these reporting lines where a transaction is novel, contentious or repercussive, regardless of value.

3.7 To ensure the advance identification, Members, Directors and senior employees also have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

3.8 Members, Directors and senior employees (Chief Executive Officer, Chief Finance Officer and members of the WAT Executive Team) must complete a declaration form as provided and ensure that it is kept up to date. A register of related parties will be utilised by finance staff to ensure the identification of any related party transactions.

3.9 Where there is doubt about what constitutes a related party relations advice will be sought from WAT's auditor or other appropriately qualified professional.

4. Gifts and Hospitality

4.1 Members, Directors and staff are also asked to declare any gifts or hospitality received in connection with their role at WAT. Further information is outlined in the WAT Financial Policy their Directorship (or their doing, or not doing, anything as Director), except where the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

5. Data Protection

5.1 In accordance with the UK General Data Protection Regulation (UK GDPR), the Trust is required to have a valid lawful basis in order to process personal data.

5.2 The lawful basis for collecting the requested information to collate and maintain the Trust's Business and Pecuniary Interests Register and Related Parties Register of Information is Public Task. Further information about lawfulness of processing can be found in the United Kingdom General Data Protection Regulation.

5.3 Those individuals identified in this policy are required to provide the requested information in order for them to fulfil their obligations to the Trust. This requirement overrides the requirement to obtain the consent of the individuals whose names and interests are being disclosed.

6. What to do if you face a conflict of interest

6.1 You should declare your interest at the earliest opportunity and - where it is decided by the Chair that it is appropriate to do so - withdraw from any subsequent discussion. If you fail to declare an interest that is known to the Company Secretary and/or the Chair of the Board, the Company Secretary or Chair will declare that interest. The interest and the action taken will be recorded by the Company Secretary.

7 Decisions taken by the Board where a Director has an interest

7.1 In the event of the Board having to decide upon a question in which a Director or employee has an interest, all decisions will be made by vote with a simple majority required. A quorum must be present for the discussion and decision. The Academy Trust Handbook states (97); *A Trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).*

7.2 Where it has been identified that a Director has any conflict of interest and decided that the Director must withdraw, that Director will not be entitled to vote and will not be counted in the quorum. The Directors withdrawal will be recorded in the minutes of the meeting. The record will include:

- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.

7.3 Where a Director benefits from the decision, this will be reported in the annual report and accounts in accordance with current requirements. All payments or benefits in kind to Directors will be reported in the Trust's accounts and annual report, with amounts for each Director listed for the year in question. This reporting requirement also includes disclosure of employment

costs for Directors and close relations and family members of Directors that are employed by the Trust.

7.4 Where an employee of WAT is connected to a party involved in the supply of a service or product to the Trust, this information will also be fully disclosed in the annual report and accounts.

7.5 Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

8. Managing contracts

If a Director or employee has a conflict of interest or is related to a party with which the Trust is transacting they must not be involved in managing or monitoring that contract or transaction. Monitoring arrangements for such contracts or transactions will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

9. Managing conflicts of interest

9.1 In the instance of conflicting interests, the Chair may - at their discretion depending on the nature of the interest - take any of the following actions:

- Exclude the Director from the relevant information and/or debate and decision;
- Exclude the Director from the board (suspension);
- Require the Director to resign.