



Our Lady and All Saints
Catholic Multi Academy Company
Strong in Faith

**Our Lady and All Saints Catholic Multi Academy Company
Conflict of Interest Policy**

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1. Introduction

1.1 This policy sets out the Framework for ensuring that the decisions and decision-making processes at Our Lady and Saints Catholic Multi Academy Company (OLAAS) are, and are seen to be, free from personal bias and do not unfairly favour any individual or company connected to the Company.

1.2 Directors, Governors, Senior Employees and Budget Holders of OLAAS have an obligation to act, with integrity, in the best interests of OLAAS and in accordance with our Articles of Association in order to avoid situations where there may be a conflict of interest.

1.3 Situations may arise where family interests or loyalties conflict with those of OLAAS. They may create problems as they can inhibit free discussions, result in decisions or actions that are not in the interests of OLAAS and risk the impression that OLAAS has acted improperly.

1.4. The aim of this policy is to ensure that:

- a) Every Director, Governor, Senior Employee and Budget Holder understands what constitutes a conflict of interest and that they have a responsibility to identify and declare any conflicts that might arise.
- b) Every potential conflict of interest is identified, prevented and recorded, ensuring that the conflict does not affect the decision-making of OLAAS.

2. DEFINITIONS / TERMINOLOGY

2.1 For the purpose of this document:

- a) The Our Lady and All Saints MAC referred to as the Our Lady and All Saints MAC or **OLAAS**.
- b) Pupils/Student refers to all children being educated or on site at any one of the schools within the Our Lady and All Saints MAC.
- c) Resources Committee at OLAAS includes the Risk and Audit remit.
- d) Directors, Governors, Senior Leaders and Budget Holders are collectively referred to as **Decision Makers**.
- e) Directors / Governors are unpaid volunteers who provide guidance and service the MAC or school either at MAC board level or Local Governing Body.

3. LEGAL FRAMEWORK

3.1. This policy takes its legal framework from the following legislation and statutory guidance:

- a) Companies Act 2006
- b) [Conflicts of Interest: A Guide for Charity Trustees](#)
- c) [The ESFA Academy Trust Handbook 2022](#)
- d) The Articles of Association of the Our Lady and All Saints MAC.

4. WHAT IS A CONFLICT OF INTEREST

4.1 OLAAS adopts the definition of the Charity Commission which states that:

“A Conflict of Interest is any situation where a Director, Governor, Senior Employee and Budget Holder’s personal interests or loyalties could, or could be seen, to prevent the Directors, Governors, Senior Employees and Budget Holders from making a decision in the best interests of Our Lady and All Saints MAC”

4.2 Conflicts of interest usually arise in the following situations:

- a) Benefits to Decision Makers - there is a potential financial or measurable benefit directly to a Decision Maker or indirectly through a connected person. Examples of benefits are where Decision Makers decide to:
 - sell, loan or lease company assets to a Decision Maker,
 - acquire, borrow or lease assets from a Decision Maker,
 - pay Directors / Governors for carrying out their duties,
 - pay Directors / Governors for carrying out a separate paid post within OLAAS, even if that Director / Governor has recently resigned as a Director / Governor,
 - pay Directors / Governors or a person or company closely connected to a Decision Maker, for providing a service to OLAAS. This covers anything that would be regarded as a service and includes legal, accountancy or consultancy services through to painting or decorating OLAAS premises, or any other maintenance work,
 - employ a Decision Makers’ spouse or another close relative at OLAAS,
 - make a grant to a Director / Governor, or a person who is a close relative of a Director / Governor,
 - allow a Decision Maker to influence service provision to their exclusive advantage
- b) Conflict of Loyalty: A Decision Maker’s duty to OLAAS may compete with a duty or loyalty they owe to another organisation or person. A conflict of loyalty could also arise where the religious, political or personal views could interfere with the ability of a Decision Maker to decide the issue only in the best interests of OLAAS.

For example, a Decision Maker’s loyalty to OLAAS could conflict with his or her loyalty to:

- another organisation, such as their employer
- another charity or trust of which they are a Director, Governor
- a member of their family
- another connected person or organisation

The test of a conflict of interest is: If a Decision Maker’s other interest(s) could, or could be seen to, interfere with the outcomes for OLAAS and their ability to decide that the issue is in the best interest of OLAAS.

5. IDENTIFYING THE CONFLICT OF INTEREST

5.1 Decision Makers are expected to identify any conflicts of interest at an early stage.

5.2. A standard agenda item must be included at the beginning of each Board or Committee meeting to enable the declaration of any actual or potential conflicts of interest.

- a) If a Director / Governor is uncertain whether he or she is conflicted, he or she should declare the issue and discuss it with the other Directors / Governors.
- b) If a Director / Governor is aware of an undeclared conflict of interest affecting another

Director/Governor, they should notify the other Director/Governor or the Chair.

5.3. If a conflict of interest is identified outside of a meeting, a Decision Maker must complete a Conflict of Interest Form and submit it to the relevant Clerk of the Board of Directors, Governors or Resources Committee.

5.4. On an annual basis, or when a Decision Maker joins OLAAS, a Conflict of Interest Form must be completed to enable the Register of Interest to be kept up to date.

6. DEALING WITH THE CONFLICT OF INTEREST

6.1. Decision Makers must consider the conflict of interest so that any potential effect on decision-making is eliminated.

6.2. Where available, legal or governing document requirements on how a conflict of interest must be handled is to be used, however, in serious cases, it can be decided that removing the conflict of interest itself is the most effective way of preventing it from affecting the decision-making.

6.3. Examples of Important legal or governing document requirements are:

- Academies Trust Handbook 2022, Section 5.49-5.59 At Cost Requirements, which deals with goods or services provided by individuals or organisations connected to the MAC which must only be provided at cost.
- The OLAAS Articles of Association, Articles 97-98A and Articles 6.2A - 6.7 which cover Conflict of Interest.

6.4. Serious conflicts of interest include, but are not limited to, those which:

- a) Are so acute and extensive that Decision Makers are unable to make their decisions in the best interest of OLAAS, or could be seen to be unable to do so.
- b) Are present in significant or high-risk decisions of Decision Makers.
- c) Mean that effective decision-making is regularly undermined or cannot be managed in accordance with the required or best practice approach.
- d) Are associated with inappropriate Decision Makers benefit.

6.5. Benefits to Decision Makers - where there is a proposed financial transaction between a Decision Maker and OLAAS, or any transaction of arrangement:

- a) The benefit must be authorised in advance by the Resources Committee. If there is no Committee meeting planned within the time frame of authorisation being required, then the Chair of the Resources Committee and one other Director can be contacted to authorise the benefit. If the person affected is the Chair of the Resources Committee then the Chair of the Board plus one other Director, must authorise the benefit.
- b) The OLAAS Board of Directors expects the affected Director / Governor to be absent from any part of any meeting where the issue is discussed or decided.
- c) The affected individual should not vote or be counted in deciding whether a meeting is quorate.

6.6. Conflicts of Loyalty - Where there is a conflict of loyalty and the affected Director / 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 Director / Governor should declare the interest.

The remainder of Directors / Governors must then decide what level of participation, if any, is acceptable on the part of the conflicted Directors / Governors. The options might include, but are not limited to, deciding whether the conflicted Decision Maker:

Having registered and fully declared the interest, the decision maker can attend the meetings where the decision is discussed and made, but not participate. They should withdraw from the decision-making process.

If a conflict of interest is raised outside of a meeting and there is no meeting planned within the time frame of the conflict needing to be reviewed, the Chair of the Board plus one other Director or Chair of Resources Committee, plus one Director, can be contacted to consider the conflict of interest and determine the resolution. If the person affected is the Chair of Resources Committee, then the Chair of the Board plus one other Director must consider the conflict of interest and determine the resolution.

Where the Chair of the Board is affected then a Member and one other Director must consider the conflict of interest and determine the resolution. The resolutions must be recorded on the Conflict of Interest Log.

6.7. In deciding which course of action to take regarding a Conflict of Interest, Decision Makers:

- a) Must always make their decisions only in the best interest of OLAAS
- b) Should always protect OLAAS reputation and be aware of the impression that their actions and decisions may have on those outside the MAC.
- c) Should always be able to demonstrate that they have made decisions in the best interest of OLAAS and independently of any competing interest.
- d) Should require the withdrawal of the affected Decision Maker from any decisions where their other interest is relevant to a high risk or controversial Decision Maker decision or could, or be seen to, significantly affect the decision-making at the company.
- e) Can allow Decision Maker to participate where the existence of the other interest poses a low risk to the decision-making in the interest of the MAC, or is likely to only have an insignificant bearing on their approach to an issue.
- f) Should be aware that the presence of a conflicted Decision Maker can affect trust, could inhibit free discussion, and might influence decision-making in some way.

7. RECORDING THE CONFLICT OF INTEREST

7.1 OLAAS must keep a Register of Interests for the Decision Makers, which must be published on the relevant schools' or the MAC website. This Register of Interests must be kept up to date through regular review.

7.2 The Academies Trust Handbook 2022, Section 5.45-5.48 covers what must be captured in the Register of Interest and what must be published on the website and is extracted below:

- The company's register of interests must capture relevant business and pecuniary interests of Directors and Governors of academies within a multi-academy company/Trust and senior employees, including:
- Directorships, Partnerships and Employments with businesses.

7.3 A Declaration of Interest Log must be kept by the Board of Directors, this will be available on GovHUB, which details the potential conflicts, the discussions and the resolutions. The Logs will be

monitored by the Resources Committee to ensure that actions forming part of the resolution are appropriate, are following legal requirements and have been implemented correctly.

8. CONFIDENTIALITY

8.1 Decision Makers cannot use information obtained from OLAAS for their own benefit or that of another organisation if it has been obtained in confidence or has special value such as commercial sensitivity.

9. MONITORING AND ENFORCEMENT

9.1. OLAAS Resources Committee will undertake continuous monitoring of its activities to ensure that any conflicts of interest are identified and mitigated as soon as possible.

9.2. Decision Makers who fail to declare an interest and are found to be in conflict with the best interests of the MAC will be expected to explain to the Resources Committee and the reasons for their omission.

9.3 It will be treated as a serious disciplinary matter if a Senior Employee or Budget Holder is found to have knowingly and deliberately failed to declare an interest and brought OLAAS into disrepute.

END