Greenhead College Corporation

Conflicts of Interest Policy

May 2026

Policy Holder :	*Clerk to the Corporation*
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To be reviewed by:	*Clerk to the Corporation*

1. Conflicts of Interest

A conflict of interest is any situation in which a member's personal interests or loyalties could, or could be seen to interfere with their duty to act solely in the best interests of the Corporation regardless of personal, professional or external loyalties.

Conflicts of interest usually arise where:

- there is a potential financial or measurable benefit directly to a member or indirectly through a connected person.
- a member's duty to the Corporation may compete with a duty or loyalty they owe to another organisation or person
- an external party could reasonably believe a conflict exists
- no wrongdoing or personal benefit is intended (e.g. family connections, linked organisations, well-meaning offers)

All perceived conflicts must be treated as actual conflicts and managed accordingly.

The purposes of this policy are:

- To ensure that individual(s) comply with their legal duties, including in particular those under the Corporation's instrument and articles of government (Appendix 1), and their duty to act only in the best interests of the Corporation and the College;
- To protect the integrity of the Corporation's (and the College's) decision-making process;
- To enable all our stakeholders to have confidence in the Corporation's (and college's) integrity; and;
- To protect the integrity and reputation of the Corporation, members of its committees, the college and its staff

2. Scope and Purposes of the Policy

This policy applies to:

- All members of the Corporation
- College Leadership Team members (CLT)
- Members of Corporation Committees who are not members of the Corporation (including co-opted members)
- College Budget Holder with budgets over £10,000

Throughout this policy document the term “member” will be taken to include all of the above categories.

For staff conflicts, final decisions rest with the Board or designated governance authority, not the individual.

The policy applies to all aspects of the work of the Corporation including full Corporation meetings, Committee meetings, meetings of working groups and other activities such as training events.

The primary purpose of the policy is to protect the integrity of the Corporation’s decision-making process, ensuring that all decisions of the Corporation are taken in the best interests of the Corporation, not affected by any conflicts of interest which may arise.

In fulfilling this purpose, the policy will also:

• Ensure that members comply with their legal duties, in particular those set out in the Corporation’s Instrument and Articles of Government (Appendix 1), the Charities Act 2011, and Charity Commission guidance;

• Ensure that members fulfil their duty to act only in the best interests of the Corporation;

• Enable outside parties to have confidence in the Corporation’s integrity;

• Protect the reputations of the Corporation’s members, committee members and senior staff.

The policy sets out the Corporation’s processes for preventing, identifying and managing conflicts of interest.

These processes are set within a context where members have a legal duty to act only in the best interests of the Corporation and where each has an individual personal responsibility to declare any conflicts of interest that affect them.

The existence of a conflict of interest does not reflect on the integrity of the affected member. Members’ personal and professional connections may well bring benefits to the work of the Corporation and may contribute to the reasons for their appointment. Conflicts of interest should, however, be kept to a minimum and, where they do exist, properly addressed.

Not all conflicts of interest are equally serious. In determining how a conflict is to be addressed the Corporation will evaluate the individual case, taking into account, for example, the gravity of the conflict, its frequency and its potential impact on the Corporation’s decision-making.

3. Appointment

Prospective members will be asked about potential conflicts of interest as part of the application and appointment process. Any such interests should be declared to the selection panel and to the Corporation before an appointment is made.

If it is judged likely that there will be serious and/or frequent conflicts of interest, the Corporation may decide not to make the appointment.

4. Register of Interests

At the time of their appointment all members will be required to make a full written disclosure of any interests that could potentially result in a conflict (Appendix 2). They will be directed to relevant regulations and guidance documents and advised to consult the Clerk if in doubt.

The written disclosures will be collated on a Register of Interests maintained by the Clerk which is available for inspection. The disclosures will be reviewed and confirmed on an annual basis at the beginning of each academic year. Additionally, members are required to update their disclosures promptly whenever their circumstances change.

5. Early Identification

Members have a duty to actively consider conflicts before decisions begin.
Members must:

1. Actively consider whether a conflict (actual, potential, or perceived) exists at the earliest possible stage.
2. Declare the interest fully and promptly
3. Withdraw or limit involvement
4. Ensure decisions are recorded

6. Types of Conflict

Conflicts may be classified as:

Level	Examples	Possible Actions
Low	Minor, indirect interest	Noted, participation may continue
Medium	Clear connection	Participate in discussion but not decision.
High	Direct financial/benefit conflict	Withdraw fully Resignation

As a minimum, for a financial conflict, the trustee affected by the conflict should:

- declare the conflict of interest
- leave the relevant discussion
- not take part in the decision giving rise to the conflict
- not be counted in the quorum

When managing a loyalty conflict, there are different options depending on how serious the conflict is.

- requiring the trustee to leave the discussion and decision for all high risk or controversial decisions
- allowing the trustee to provide any relevant information before the discussion, but then requiring them to leave the meeting
- for low risk loyalty conflicts, allowing the trustee to remain in the meeting on condition that they do not take part in the decision or voting

Serious conflicts

A conflict may be considered serious where it:

- Is frequent or unavoidable
- Affects quorum
- Risks undermining governance

In such cases, the Board may:

- Seek independent professional advice
- Reassign responsibilities
- Require resignation

7. Pre-Meeting Actions

When planning a meeting agenda the Clerk and the Chair and/or other senior governors participating will consider whether any of the proposed agenda items are likely to give rise to a conflict of interest. If a potential conflict is identified its seriousness will be assessed and a course of action agreed. In all cases, as a minimum, the Clerk will contact the member(s) concerned and alert them to the need to declare an interest in the item.

If the conflict is considered to be of low risk to the integrity of the decision-making process, nothing further may be required. If the risk is greater, appropriate steps include:

- Allowing the member to have access to the relevant papers and to participate in discussion but excluding the member from the decision-making;
- Allowing the member to have access to the relevant papers but requiring them to withdraw prior to discussion and decision-making

- Not allowing access to relevant papers and requiring the member to withdraw from the meeting prior to discussion and decision-making.

If the conflict is of fundamental importance to the work of the Corporation and/or is judged likely to occur frequently, a further possibility is:

- Seeking the resignation of the conflicted member

A similar approach will be adopted if the Corporation is making a decision other than through a meeting, e.g. by written resolution or electronic communication.

Once an appropriate course of action has been agreed, the Clerk will inform the conflicted member in advance of the meeting / decision-making.

8. Management of Conflicts of Interest in Meetings

The agenda for any Corporation meeting or other activity will include a standing item for Declaration of Interests in any item(s) on the agenda.

Governors are obliged to declare any personal interest in college business and each meeting of the governing body will commence with a request for governors to declare any interests in the agenda items. It is the duty of members to declare any actual or potential conflict of interest at this point of the meeting and to do so again when the relevant agenda item is reached. Failure to declare an interest will be treated as a serious issue (See Appendix 3).

If a member is aware of an undeclared conflict of interest affecting another member, they should notify the other members, the Clerk or the Chair before discussion of the relevant item commences.

Once an interest has been declared, if a course of action has been determined in advance of the meeting (see Section 5 above), the Chair or Clerk will inform the meeting accordingly. If no course of action has been determined, the conflicted member will normally be asked to leave the meeting while the other members decide what action to take.

Guided by the Chair and the Clerk, members will consider the case on its merits and reach a decision as to the correct course of action. The Clerk will inform the member concerned who may then, if appropriate, re-join the meeting.

If a member withdraws from or is excluded from one or more parts of a meeting, they will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the issue in question.

If quorum is not met due to conflicts, the decision must be deferred.

9. Recording and Reporting

In order to demonstrate that decisions potentially affected by conflicts of interest have been taken in the best interests of the Corporation, the recording and reporting of such decisions in the meeting minutes will include:

- how and when the relevant interest(s) were declared
- the identity of the conflicted member(s)
- the nature and extent of the conflict;
- the actions taken to manage the conflict (eg. withdrawal, exclusion from quorum/vote);
- an outline of the discussion;
- the decision reached and the reasons for it. The Chair and Clerk will decide whether the conflicted member should receive full minutes of those parts of the meeting from which they withdrew or were excluded.
- clear explanation of why the decision was in the Corporation's best interest

Where a member or committee member or senior staff member benefits financially from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

10. Failure to Comply (Appendix 3)

Failure to declare or manage conflicts may result in:

- Invalid decisions
- Disciplinary action
- Removal from office
- Legal action and personal liability

11. Training and Awareness

The Corporation will:

- Provide periodic reminders and guidance
- Ensure members understand how to recognise conflicts
- Promote a culture of openness and transparency

13. Related Party Transactions

The board must disclose details in its financial statements of any transactions with organisations or individuals where there is a close connection to the Corporation or its Governors (known as related party transactions).

Related party transactions must be demonstrably in the Corporation's best interests.

14. Data Protection

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. Data will be processed only to ensure that members act in the best interests of the Corporation. This information will not be used for any other purpose.

15. Review of this policy

The Conflicts of Interest Policy will be reviewed on an annual basis or more frequently should guidance or circumstances change. It will be reviewed by the Search and Governance Committee prior to consideration and approval by the Corporation.

See Financial Management Policy (Section 2.2)

"This policy has been impact assessed to ensure it complies with all aspects of Diversity and Inclusion. Members are reassured that this policy is compliant with current equality legislation".

Appendix 1 : Extract from Instruments & Articles of Government

Members not to hold interests in matters relating to the institution

11.—(1) Except with the written approval of the Secretary of State, no member shall acquire or hold any interest in any property that is held or used for the purposes of the institution.

(2) A member to whom paragraph (3) applies shall -

(a) disclose to the Corporation the nature and extent of the interest; and

(b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

(c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(3) This paragraph applies to a member who— (a) has

any financial interest in—

(i) the supply of work to the institution, or the supply of goods for the purposes of the institution;

(ii) any contract or proposed contract concerning the institution; or

(iii) any other matter relating to the institution; or

(b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(4) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

(5) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

(a) need not disclose a financial interest; and

(b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but

(c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

(6) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Appendix 2 - Common types of conflict of interest

Examples of items to declare on the business interests form: Note: This list is not exhaustive, and individuals need to use their judgement.

Connected person

- Members's spouse or civil partner
- Member's immediate family
- Member's business partner
- Businesses where a member has an interest through ownership or influence

For conflicts of loyalty this may also include:

- A member's employer
- Another charity for which they are a trustee (even if the other charity has the same or similar purpose)
- The organisation that appointed them as a trustee
- A member's wider relatives
- A member's friends

FINANCIAL INTERESTS

- Remunerated employment, office, profession or other activity.
- Directorship of a company.
- Shareholdings of a company.
- Partnership in a business or professional partnership.
- Consultancies (whether or not remunerated).
- Trusteeship of a trust where a governor or his/her partner or spouse or a member of his/her family may be a beneficiary
- Self or spouse pecuniary interest if related to decisions affecting the college
- A charity where you are a trustee, or your employer has a business relationship with your corporation
- Gifts or hospitality offered by outside bodies and arising from the person's position as governor or staff member.
- One of your relatives or business partners owns a company that enters into a contract with your corporation
- Exam invigilation for the college
- Involvement of a governor or member of staff's family in any of the above when it involves the College.

PERSONAL INTERESTS

- Membership of another public body including:
  - local authority
  - health authority
  - NHS trust
  - school or college governing body
  - training and enterprise council
- Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or trust.
- Membership of closed organisations
- Parents and staff should declare their relationship with the college
- Governance of any other school / college
- Relationships between governors and members of the college staff including spouses, partners and relatives

Appendix 3: Failure to disclose a relevant interest

Failure to disclose a conflicting interest may lead to a member or committee member being in breach of the Corporation's Code of Conduct as well as of this policy. Responsibility for deciding whether a member has failed to disclose a relevant interest lies with the Chair of the Corporation, who will take advice from the Clerk; their decision will be final. If the Chair has failed to disclose a relevant interest, responsibility will lie with a Vice Chair.

Failure to disclose may lead to the Corporation considering the possibility of suspending or terminating the member's or committee member's membership of the Corporation or committee respectively. Such failure by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures. It may also result in the member or committee member being subject to legal action and personal liability for breach of trust. In determining what action to take, the Chair, the Clerk and the Corporation will take into account the seriousness of the undisclosed interest and its potential for conflict.

Failure by a member to disclose a conflicting interest may also be reported to the Secretary of State as principal charity law regulator. In the case of a serious breach of charitable duties by a trustee the Secretary of State may refer the matter to the Charity Commission, which has the power under the Charities Act 2011 to remove a charity trustee and/or disqualify a person from acting as a charity trustee.

Policy title:	Conflicts of Interest Policy
Policy owner:	Clerk to the Corporation
Date of latest review if applicable:	May 2026

EIA Date:

Main aims and purpose of the policy:
To set out the expectations of governors, college leadership team and budget holders over £10,000 around conflicts of interest, how these should be notified, how they are managed in meetings and how they are recorded and reported.

Type of policy connect to EIA: (select which applies)

• **Proposed new policy**	**X**
• **Undertaking a review of an existing policy**	
• **Other (please state):**	

Please identify any potential impacts that the policy or development of this policy could have, on any of the equality grounds identified below.

Equality Ground	Identified Impact
Age	The policy is consistent in its approach regardless of age.
Disability	The policy is consistent in its approach regardless of disability.
Gender (including gender identity)	The policy is consistent in its approach regardless of gender.
Marriage and civil partnership	The policy is consistent in its approach regardless of marital or civil partnership status
Pregnancy and maternity	The policy is consistent in its approach regardless of pregnancy or maternity.
Race	The policy is consistent in its approach regardless of race.
Religion or belief	The policy is consistent in its approach regardless of religion or belief.
Sex	The policy is consistent in its approach regardless of sex.

Sexual Orientation	The policy is consistent in its approach regardless of sexual orientation.
Social / Health Inequalities	The policy is consistent in its approach regardless of social status/health inequalities.

Select one of the four outcomes below to indicate how the development/implementation of the policy will be progressed and state the rationale for the decision.
(select which applies)

Outcome 1:	**No change required – the assessment is that the policy is/will be robust and/or promotes Diversity and Inclusion.**	**X**
Outcome 2:	**Adjust the policy – this involves taking steps to address any adverse impacts before the policy has been developed.**	

Outline these steps:

Outcome 3:	**Continue the policy while mitigating against any potential adverse impacts.**	

Outline how these adverse impacts can be mitigated against:

Outcome 4:	**Immediate referral to CLT/Governors, as there are adverse effects which cannot be prevented or mitigated against.**	

Details of further steps (if required)	