



# The Fernwood School

*High Achievement with Care & Discipline for All"*

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## Conflict of Interest Policy

This policy will be monitored regularly and evaluated so that it remains responsive to current issues. This will be co-ordinated by the Chief Financial Officer.

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## 1. Introduction and aims

At The Fernwood Academy Trust, we want to ensure that the decisions taken by employees and by the Board of Trustees are free from personal bias and don't unfairly benefit any individual or company connected to the trust.

Trustees must act in the best interests of the trust, and in accordance with the trust's articles of association, to avoid situations where there may be a conflict of interest.

This policy aims to ensure that everyone to whom the policy applies (see section 3):

- ✿ Understands what a conflict of interest is
- ✿ Understands their responsibility to identify and declare any conflicts of interest
- ✿ Understands what actions will be taken if a conflict of interest is identified

At The Fernwood Academy Trust we will ensure that:

- ✿ Every 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 they arise

This policy does not form part of any employees' contract of employment. It may be amended at any time.

## 2. Legislation and guidance

This policy is based on:

- ✿ [Companies Act 2006](#)
- ✿ Guidance from the Charity Commission that explains statutory requirements and good practice regarding [conflicts of interest for charity trustees](#)
- ✿ [The Academy Trust Handbook](#)
- ✿ The [academy trust governance guide](#)
- ✿ [Model articles of association](#) for academy trusts

This policy complies with our funding agreement and articles of association.

## 3. Scope

This policy applies to:

- ✿ All employees of the trust
- ✿ Volunteers working in the school
- ✿ The Fernwood Academy Trust Members
- ✿ All the Board of Trustees
- ✿ Senior trust employees

For the purposes of this policy, we refer to all the above as "staff", except where we refer to some specific roles.



## 4. Definitions

### 4.1 Conflict of interest

Fernwood Academy Trust employees are expected to conduct themselves in a professional, sensitive, and confidential manner.

A conflict of interest is any situation in which a member of staff has a business or personal interest or loyalty that could, or could be perceived to, prevent them from making a decision only in the best interests of the trust.

Conflicts of interest can be actual, potential, and perceived. They may be financial, professional, personal, or indirect.

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

- ✿ A member of staff is related to a child within the school
- ✿ A member of staff has a connection or friendship with families within the school
- ✿ A member of staff currently has or has had a sexual or intimate personal relationship with another member of staff
- ✿ A member of staff undertakes paid or voluntary work outside of their position at the trust that involves pupils from the school
- ✿ A member of staff is involved in invigilating examinations or assessing/submitting coursework for a pupil who is known to them outside of school
- ✿ The class teacher of a parent trustee's child is subject to a disciplinary hearing
- ✿ A trustee works for a company that provides or has the potential to provide, services to the school/trust
- ✿ A trustee owns their own business and sometimes does work for the school/trust
- ✿ A trustee is in a relationship with a member of staff
- ✿ A trustee also sits on the governing board of another school or trust

The Fernwood Academy Trust Articles of Association state that any trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a trustee shall disclose that fact to the trustees as soon as they become aware of it. 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 Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

### 4.2 Trustee benefit

A trustee benefit is any instance where money, or other property, goods or services that 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. The Fernwood Academy Trust agrees that a trustee may at the discretion of the trustees be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by them when acting on behalf of the Academy Trust but excluding expenses in connection with foreign travel.



Trustees can only benefit from The Fernwood Academy 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, *if applicable*
- ✿ 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 of 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 Fernwood Academy Trust's 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 Courts

The Fernwood Academy Trust Articles of Association state that **unless** the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes **or** the payment is permitted in the Articles of Association as noted below and the trustees follow the procedure and observe the conditions set out, **NO trustee may:**

- ✿ Buy any goods or services from The Fernwood Academy Trust
- ✿ Sell goods, services, or any interest in land to the Academy Trust
- ✿ Receive any other financial benefit from the Academy Trust
- ✿ Be employed by, or receive any remuneration from the Academy Trust, other than the Headteacher or an employee of the Academy Trust who is subsequently elected or appointed as a trustee, the Articles allow such a trustee to receive remuneration or benefit from the Academy Trust in their capacity as an employee of the Academy Trust provided that:
  - ✿ The remuneration or other sums paid to the trustee does not exceed an amount that is reasonable in all the circumstances
  - ✿ The trustee is absent from the part of any meeting at which there is discussion of their employment, remuneration, or any matter concerning the contract, payment, or benefit, performance in the employment, or their performance of the contract, any proposal to enter into any other contract or arrangement with them or to



confer any permitted benefit upon them and any other matter relating to a payment, or the conferring of any permitted benefit.

4.3 All the conditions in **4.3.1 to 4.3.8** below must apply for a trustee to:

- ✿ Receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust
- ✿ Enter into a contract for the supply of goods or services with the Academy Trust, other than for acting as a trustee
- ✿ Receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher
- ✿ Receive rent for premises let by the trustee to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper

4.3.1 The remuneration or other sums paid to the trustee does not exceed an amount that is reasonable in all the circumstances.

4.3.2 The trustee is absent from the part of any meeting at which there is discussion of their employment, remuneration, or any matter concerning the contract, payment, or benefit; or their performance in the employment, or their performance of the contract; or any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted or any other matter relating to a payment, or the conferring of any benefit permitted.

4.3.3 The trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.

4.3.4 Save in relation to employing or contracting with the Headteacher/CEO (to the extent they are a trustee), the other trustees are satisfied that it is in the interests of the Academy Trust to employ or to contract with that trustee rather than with someone who is not a trustee. In reaching that decision the trustees must balance the advantage of employing a trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the trustee's conflict of interest).

4.3.5 The reason for their decision is recorded by the trustees in the minutes.

4.3.6 A majority of the trustees then in office have received no such payments or benefit.



## 5. Roles and responsibilities

### 5.1 Chair of the Finance, Audit and Risk Committee

The chair will:

- ✿ Ensure that the register of interests is completed each year
- ✿ Make sure declarations of interest are made before each trustee meeting
- ✿ Arbitrate decisions about how to deal with conflicts of interest, where appropriate
- ✿ Monitor this policy and seek advice on any necessary changes

### 5.2 Clerk to the Board of Trustees

The clerk will:

- ✿ Maintain the register of interests and update it when trustees and members of staff inform them of changes to their circumstances
- ✿ Advise the board on how to deal with conflicts of interest

### 5.3 Trustees

All trustees 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

### 5.4 Line managers

All line managers will:

- ✿ Communicate the Conflict of Interest policy to all relevant individuals within their areas of responsibility
- ✿ Review procedures annually to ensure that they anticipate and manage potential and actual conflicts of interest
- ✿ Ensure that all new staff receive conflict of interest information at induction

### 5.5 Members of staff

All members of staff will:

- ✿ Ensure they are familiar with the Conflict of Interest policy
- ✿ Read and understand the Conflict of Interest policy annually
- ✿ Disclose any activity or relationship that may give rise to a potential conflict of interest

## 6. What must be declared

What trustees must declare



Trustees must declare:

- ✿ Any current business interest in a company that could stand to gain from their position on the trustee board. Directorships, partnerships, and employment with businesses
- ✿ Trusteeships and governorships at other educational institutions or charities
- ✿ Material interests arising from relationships with other members or trustees (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 trust will have dealings with that person

If an individual isn't sure whether something constitutes a conflict of interest, or needs to be declared, they should err on the side of caution and declare it.

The Headteacher and any trustees 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.

Apart from the Headteacher, any trustees who are staff members must also declare an interest in relation to matters of the pay and appraisal of any other staff member and must not participate in discussions or decisions about these.

Senior trust employees, and trustees 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.

#### What school staff should declare

School staff should declare:

- ✿ Any friendship or family relationship where there is a potential conflict of interest, for example a relationship between staff members, involvement in recruitment involving friends or family members etc
- ✿ Any current business interest in a company that could stand to gain from their position as a member of the school staff
- ✿ Any relevant pecuniary interest in any contract the school holds or proposes to hold
- ✿ Business interests of their spouses, partners, and close relatives, where there is a possibility that the school will have dealings with that person
- ✿ Governance roles in other educational institutions
- ✿ Any friendship or family relationship where there is potential for a conflict of interest. Staff must be aware of potential conflicts of interest when recruiting



## 7. Conflicts of interest related to examinations.

The trust will manage any conflicts of interest related to examinations by informing the relevant awarding bodies about any members of staff who are teaching and preparing members of their family (which includes stepfamily, foster family, and similar close relationships) or close friends and their immediate family (e.g. son/daughter) for qualifications that include internally assessed elements.

The trust will maintain clear records of all instances where staff have members of their family (which includes stepfamily, foster family, and similar close relationships) or close friends and their immediate family (e.g. son/daughter) entered for examinations and assessments at the school.

Staff members who will need to declare potential conflicts of interest include:

- ✿ Teachers involved in the preparation of exam papers – i.e. teachers who see question papers before an exam is taken
- ✿ Teachers who mark public exams
- ✿ Staff involved in checking examination material prior to the exam (e.g. exams officers, lab technicians for practical's, etc.)
- ✿ Teachers involved in the marking and moderation of internally assessed coursework

The trust will:

- ✿ Contact all members of staff to ascertain any conflict of interest
- ✿ Record any confirmed or suspected conflicts and any steps taken to mitigate will also be recorded
- ✿ Share with the relevant staff member any steps taken to mitigate conflicts of interest, so they are aware of actions in place and any additional requirements they need to adhere to
- ✿ Inform any awarding bodies of any relevant conflicts of interest

Any member of staff who needs to declare a conflict of interest relating to exams should do so in writing to the Headteacher.

### Whistle-blowing

Anyone concerned about the integrity of any aspect of the public exams process should raise their concerns with the relevant exam board. Concerns about the conduct of exams at the school should be raised with the exams officer where this is not appropriate it should be raised with the headteacher.

If a concern relates to the headteacher, the chair of trustees should be contacted. Concerns should be addressed in a reasonable and timely fashion; if they are not, the concern should be escalated in accordance with the trust's whistle-blowing policy.



## 8. Procedures

### Register of interests

The Fernwood Academy Trust requires each member of staff, trustee, and member to complete a declaration of interest form at the beginning of each academic year.

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

Every member of staff, including the headteacher/CEO, in addition to members of Trustee Board must identify and declare potential conflicts of interest. Declarations should be made as soon as possible once they are identified.

The trust will explore potential conflicts of interest when:

- ❖ Reviewing applications for any position in the trust including staff member and trustee appointments
- ❖ Reviewing the register of interests for trustees. This will take place on an annual basis. Everyone who is required to complete an annual declaration must do so each year, even if there are no conflicts of interest to register
- ❖ Reviewing the agenda of Board of Trustees meetings. Trustees will be asked to declare any interest they have in any agenda item before it is discussed at the meeting
- ❖ Establishing relationships with external contractors. All relationships of a business or private nature with external contractors, or potential contractors should be made known to the CEO/Headteacher. In the case of the CEO/Headteacher, any financial interests or relationships of a business or private nature must be declared to the Board of Trustees
- ❖ A member of staff changes role or responsibility

The trust will publish information about the interests of members, trustees, and the accounting officer (where the accounting officer isn't already included due to being a trustee).

The register of interests needs to include the interests of senior trust employees, but trusts aren't required to publish these (apart from the accounting officer).

If an individual's circumstances change after the register of interests is completed, they must immediately alert their line manager or the chair and clerk that they need to make amendments or further declarations.



### Declaring conflicts of interest and taking action (Trustees)

Agendas of meetings will be circulated in advance. Trustees must review any agenda sent to them and alert the chair and the clerk 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 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 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 may also decide that having declared the interest, the trustee is free to participate in the discussion or decision as normal.

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

- ✿ Always make their decision in the best interests of the trust and be able to demonstrate this
- ✿ Act to protect the trust's reputation.
- ✿ Consider the impression that their actions and decisions may have on those outside of the 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 trust
- ✿ Be aware that the presence of a conflicted trustee (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 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 or employee
- ✿ Securing a resignation from a conflicted trustee

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 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 benefits

Details of any conflicts declared, and relevant actions taken, will be recorded in the minutes.



## Declaring conflicts of interest and taking action (Members of Staff)

### Recruitment of family and friends:

- ✿ Staff will not be involved in recruitment and safer recruitment processes involving family and friends
- ✿ If a family member or friend is appointed to a role, it may be appropriate to put in place alternative line management structures to eliminate a conflict of interest

### Confidential information obtained during work:

- ✿ Staff should not disclose confidential information to anyone, including family and friends
- ✿ If an employee is in doubt about what information can or can't be disclosed, they should speak with their line manager

### Staff whose children attend the school:

- ✿ Whilst at school, the staff member's relationship with their child should follow the normal expectations that would apply with any other pupil. This may need to be explained to their child to ensure appropriate boundaries are maintained
- ✿ The staff member will not be involved in any behaviour management matters relating to their child. If the staff member becomes aware of an issue, this should be discussed with their line manager
- ✿ Communication regarding a staff member's child should be carried out in the usual way. A staff member should not make use of the school's internal systems to gain additional information about their child

### Undertaking paid or voluntary work with pupils outside school hours:

- ✿ Where paid work is undertaken, it should be disclosed to the trust
- ✿ Staff should ensure that confidentiality and appropriate demarcation are established

### Contractors and suppliers:

- ✿ Staff should declare a relationship to any existing or potential contractor or supplier

### Misuse of position:

- ✿ Staff should not use their position to gain an advantage or disadvantage with any person or organisation
- ✿ Staff must declare any personal interest that may affect their impartiality

Details of any conflicts declared, and relevant actions taken, will be recorded in the trustee minutes.



## 9. Failure to declare a conflict of interest

### Trustees:

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

If the board becomes aware that a trustee 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 may also:

- ✿ Vote to suspend the trustee
- ✿ Vote to remove the trustee from office
- ✿ Follow any relevant disciplinary procedures

If a trustee is aware of another trustee's undeclared interest, they should alert the chair and the clerk immediately. If relevant any procurement process should then be started again.

### Members of staff:

Failure to declare a conflict of interest will be dealt with in line with the staff code of conduct.

## 10. Links with other policies

This policy links to the following policies and procedures:

- ✿ Staff code of conduct
- ✿ Finance
- ✿ Register of business and pecuniary interests
- ✿ Whistle-blowing.
- ✿ Gifts & Hospitality
- ✿ Complaints Policy
- ✿ Data Protection

## 11. Review and Policy circulation

This policy will be circulated to every trustee, senior leader and member of staff who shall annually sign a statement which affirms they have:

- ✿ Received a copy of the policy
- ✿ Read and understood the policy
- ✿ Agreed to comply with the policy
- ✿ Completed and returned a Declaration of Business Interests form (if applicable)

This policy will be included in the Declaration of Interests Section on the Academies' websites and made available to the public.

Any information declared will only be used for the purposes intended within this policy.