

# HALCYON

## LONDON INTERNATIONAL SCHOOL

An exceptional education that draws out the unique potential of each student

Innovation | Collaboration | Community

## Conflict of Interest Policy

*This policy should be considered alongside and in conjunction with: [CC29 - 'Conflicts of Interest for a guide for Charity Trustees'](#) - Charity Commission publications, [Charity Governance Code](#) and [Halcyon London International School Articles of Association](#), [Companies Act 2006](#)*

### 1 INTRODUCTION

- 1.1 This policy provides guidance on identifying conflicts of interests and sets out the policy of the School on managing conflicts throughout the organisation.
- 1.2 Please also refer to the individual declaration of interests form (Annex 1), and central register of interests (Annex 2) annexed to this policy and the [Trustees' Role and Responsibilities](#) and [Code of Conduct](#) documents
- 1.3 The Trustees and the School's senior leadership (the Director and the Finance and Operations Director, hereinafter referred to as Leadership) are required to act only in the best interests of the School and in accordance with the School's Articles of Association, charity and company law and to avoid situations where there may be an actual or potential conflict of interests.
- 1.4 The Trustees and Leadership also owe a duty of confidentiality to the School and the Board to keep confidential matters discussed and decided by the Trustees (save where required to be disclosed by law or in the best interests of the School, e.g. where required by the Charity Commission or Ofsted)
- 1.5 The Trustees and Leadership also have a duty to disclose to the School and the Board any information of which they are aware which is relevant to the School's interests or a matter under discussion. The duty of loyalty owed by the Trustees and Leadership to the School also requires that each Trustee and member of Leadership be aware of the potential for conflicts of interests, duties or loyalty and act openly in dealing with such situations.
- 1.6 Conflicts of interests may arise where an individual's personal, family or business interests and/or loyalties conflict (or may conflict) with those of the School. Such conflicts can create problems by inhibiting free discussion; resulting in decisions or actions which are not in the best interests of the School and risking the impression that the School has acted improperly. The aim of this policy is therefore to protect both the School and the individuals involved with the School from any appearance of impropriety.

## **2 SCOPE OF THIS POLICY**

Although the policy will be of primary interest to Trustees, who have a legal obligation to act in the best interests of the School and to avoid situations where there may be an actual or potential conflict of interests, the Director and Director of Finance and Operations may also find themselves subject to conflicts of interests. Staff have obligations of loyalty and mutual trust and confidence to the School and since conflicts may arise throughout the School this policy is relevant to all individuals involved with the organisation. All references to Trustees are to include Leadership to the extent that the reference is applicable.

## **3 IDENTIFYING A CONFLICT**

3.1 Examples of common types of conflict include:

- 3.1.1 conflicts between a Trustee's personal financial interests and those of the School;
- 3.1.2 conflicts between the financial interests of someone connected to a Trustee and those of the School, for example, payments to a Trustee's relative;
- 3.1.3 conflicts to which 'parent Trustees' are subject in relation to decisions by the Governing Body to review the School's fees; and
- 3.1.4 non-financial conflicts, for example, the interests of two organisations with which a Trustee or staff member is involved conflicting with each other (i.e. a conflict of loyalties)
- 3.1.5 conflicts where a Trustee works for or owns a company that provides or has the potential to provide services to the School.
- 3.1.6 a conflict where a Trustee is in a relationship with a member of staff.
- 3.1.7 a Trustee sits on the governing board of another school.

3.2 For the Trustees, a useful test is to regard an "interest" as a very broad term, which includes anything or any connection that could potentially divert a Trustee's mind from giving sole consideration to fulfilling the objects of the School.

3.3 An individual Trustee should not benefit, whether financially or otherwise, from their position beyond what is permitted by law and what is in the best interests of the School.

3.4 If a Trustee has any doubt as to whether a particular circumstance represents a potential or actual conflict of interests, they should speak to the Chair in the first instance, who will confirm whether a declaration should be made in accordance with paragraph 4.1 below.

3.5 Any other individual involved with the School who is uncertain as to whether they should notify the School about a particular circumstance should discuss the matter with the Director who will then decide whether the matter should be entered in the School's register of interests in accordance with paragraph 6.

## **4 DECLARING AN INTEREST**

4.1 All Trustees and relevant members of the senior staff shall, on appointment, complete a declaration of interest's form (in the form attached at Annex 1 to this policy) in respect of themselves, their spouses, partners, close relatives and business associates, as appropriate. Trustees and members of the senior staff must thereafter take responsibility for ensuring the declaration is up to date, including reviewing the declaration on an annual basis.

# HALCYON

## LONDON INTERNATIONAL SCHOOL

An exceptional education that draws out the unique potential of each student

Innovation | Collaboration | Community

- 4.2 If a Trustee, member of the senior staff or other staff member or volunteer has a conflict of interest in relation to a particular contract, the conflicted individual must declare their interest (in accordance with this policy) and not be involved in managing or monitoring the relevant contract.
- 4.3 Whenever a Trustee or a person with whom the Trustee is closely connected has a personal or financial interest directly or indirectly, or any interest which could be perceived to lead to a conflict of interest in a matter to be discussed at a Governing Body meeting, the Trustee concerned shall:
- 4.3.1 declare that interest before discussion begins on that item;
  - 4.3.2 withdraw from the meeting for any discussion of that item unless expressly invited to remain in order to give information;
  - 4.3.3 not be counted in the quorum for the part of the meeting devoted to that item; and
  - 4.3.4 withdraw during the vote and have no vote on that item.
- 4.4 A declaration of interests is the responsibility of each individual Trustee. However, the Clerk to the Board, or the Chair shall draw to a Trustee's attention any potential conflict of interest which may be apparent from the Trustee's entry in the register of interests and the agenda or any associated papers for the relevant meeting.
- 4.5 If a Trustee is aware that another Trustee has an actual or potential conflict of interests which has not been declared, they must notify the Chair.

## **5 MANAGING A CONFLICT OF INTERESTS**

- 5.1 Where a conflict of interests is declared in relation to any particular matter, the unconflicted Trustees shall determine any further requirements they consider necessary to manage the conflict in the best interests of the School.

## **6 REGISTER OF INTERESTS**

- 6.1 The School shall maintain a central register of interests (in the form attached at Annex 2 to this policy) which shall be reviewed by the Board annually.
- 6.2 The register of interests shall include the Trustees' interests as per their individual declarations of interests.
- 6.3 The register shall also contain any material conflicts as notified by members of the senior staff or other staff members and volunteers throughout the School which the Director considers should be included.
- 6.4 The Chair of the Board will ensure that conflict of interest forms are completed every year. and that declarations of interest are made before each meeting.

- 6.5 The Board Clerk shall be responsible for maintaining the register of interests.
- 6.6 Any information provided will, so far as relevant, be processed in accordance with data protection principles as set out in the UK General Data Protection Regulation (January 2021) and the Data Protection Act 2018 and/or the data protection law applicable from time to time. The information provided will be processed only for the purposes of this policy and will not be used for any other purpose.

## **7 TRUSTEE BENEFIT**

- 7.1 The Trustees, as charity trustees, should be aware that the potential for a Trustees to benefit from the School will create a conflict of interest which the Trustees need to address effectively.
- 7.2 This policy addresses conflicts of interests. It does not address the proper authorisation of any direct or indirect benefit for a Trustee.
- 7.3 A Trustee cannot receive a benefit from the School, whether directly or indirectly, unless they have an adequate legal authority to do so. In addition to compliance with this policy, it will be necessary for any Trustees benefit to be authorised in accordance with the School's constitution and the law before any such benefit is received by the Trustees (or the person or organisation connected with them). Any failure to do so may result in a breach of duty and a requirement to account to the School for any benefit received.
- 7.4 Where a Trustee receives a payment or benefit directly or indirectly from the School, it must be reported to those preparing the School's accounts so that, where required, it can be reported in accordance with the Charities SORP.

## **8 PERSISTENT MATERIAL CONFLICTS**

If there is a persistent material conflict of interest which affects the ability of a particular Trustee to carry out their duties then the Trustee concerned should consider whether it is in the best interests of the School that they continue as a Trustee of the School. In the event of a conflict considered by the unconflicted Trustees to be so fundamental or pervasive that it would be inappropriate for the individual to remain a Trustee, procedures may be put in motion which may result in the individual being asked to retire from the Governing Body in accordance with any procedures set out in the School's constitution. In such a case the Trustee will have an opportunity to be heard. However, if a Trustee is asked to retire, they should respect the majority decision and retire at the earliest opportunity in accordance with the School's constitution.

## **9 DATA PROTECTION**

The information provided under this policy will be provided by the School in accordance with the UK General Data Protection Regulations protection principles set out in the Data Protection Act 2018. Data will only be used for the purposes of [determining compliance with] this policy and not for any other purpose.

*Reviewed and approved by the Board of Trustees, June 2021*  
*Reviewed and approved by the Board of Trustees, 26 September 2023*

# HALCYON

## LONDON INTERNATIONAL SCHOOL

An exceptional education that draws out the unique potential of each student

Innovation | Collaboration | Community

### APPENDIX 1

#### HALCYON LONDON INTERNATIONAL SCHOOL

#### DECLARATION OF INTERESTS

I [ ] set out below my interests in accordance with the School's Conflict of Interests Policy.

Position within the School:		
Date last updated:		
Category	Details of Interest – <i>[Please insert brief details of the interest and whether it applies to you, or where appropriate, a member of your immediate family, a connected person or some other close personal or business connection, collectively hereinafter referred to as “connected person”.]</i>	Date interest first arose
Employment	<i>[Details of all relevant employers in the last 24 months, including self-employed consultancy or commission-based work.]</i>	
Business	<i>[Details of all relevant businesses in which you are a partner or sole proprietor or have a position of general control or management.]</i>	
Company Directorships/ Charity Trusteeships	<i>[Details of all relevant companies or charities of which you are a director/trustee.]</i>	

Any other relevant appointments (voluntary, honorary or otherwise)	<i>[Details of relevant appointments e.g. directorships, local authority membership, tribunals etc. If the position is pecuniary please indicate the level of benefit accruing.]</i>	
Memberships	<i>[Details of any relevant professional bodies, special interest groups or mutual support organisations.]</i>	
Investments	<i>[Details of relevant investments in unlisted companies, partnerships and other forms of business, major shareholdings (more than 5% of issued capital) and beneficial interests.]</i>	
Gifts or hospitality	<i>Details of any gifts or hospitality offered to you by external bodies in direct/indirect connection with the School and whether they were declined or accepted in the last twelve months.]</i>	
The School	<i>[Details of any contractual relationship with the School.]</i>	
Have any of the positions you (or a connected person) currently hold (as above) caused any actual conflicts of interest with the School in the past?		
Any other conflicts that are not covered by the above		

# HALCYON

## LONDON INTERNATIONAL SCHOOL

An exceptional education that draws out the unique potential of each student

Innovation | Collaboration | Community

### Declaration:

I confirm that I have disclosed all my relevant financial and non-financial interests. I understand that it is my responsibility to disclose to the Chair any additional relevant interests as they arise.

Signed: .....

Date: .....

## APPENDIX 2

### HALCYON LONDON INTERNATIONAL SCHOOL

#### REGISTER OF INTERESTS

NOTE: This register contains sensitive information and should be protected and regarded as confidential. The register is maintained by the Board Clerk and may be inspected on request by any Trustee but no one else. It may be that the register may contain information which is personal data of some other person and may be subject to subject data access requests. Any requests for information from any other person must be referred immediately to the Chair. No copy of the register may be taken unless authorised by the Chair.

Date register last updated: *[insert]*

<b>Name and position</b>	<b>Description of interest</b>	<b>Does the interest relate to the Trustee, or a person closely connected to the Trustee (if so, describe the relationship)?</b>	<b>Date interest disclosed</b>	<b>Is the interest current?</b>	<b>Any action to be taken (i.e. follow conflict procedures when related matters discussed at a Trustees' meeting)</b>