

TITLE	REF	VERSION
Conflicts of Interest for Governors Procedure	GOVPRO004	3.0

DEPARTMENT	Governance		
DATE	10 January 2024	REVIEW DATE	10 January 2026

CONFLICTS OF INTEREST FOR GOVERNORS PROCEDURE

Purpose of the Procedure

Activate Learning is committed to operating with integrity and transparency and in accordance with regulatory requirements. Activate Learning is an exempt charity, and all members of the Corporation (also known as governors) are trustees of the charity, and therefore subject to charity law, requirements and restrictions.

We must therefore minimise conflicts between the interests of the Corporation and the personal, professional and business interests of themselves and persons connected with them.¹ This includes avoiding the perception of a conflict of interest, as well as potential and actual conflicts of interest. This procedure outlines the circumstances under which a governor, committee member or senior staff must declare an interest, and the procedure for doing so.

Scope

This procedure applies to governors, co-opted committee members and senior staff who attend meetings of the Corporation and/or its Committees. Staff to whom this does not apply should refer to the Conflicts of Interest for Staff Procedure.

Definitions

For the purposes of this procedure, terms are defined as follows:

Conflict of interest: *A conflict of interest occurs when an individual's personal interests or loyalties may prevent them from deciding in the best interests of Activate Learning. Relevant interests may include personal relationships, possible financial gain or loss, and/or external connections or jobs.*

Disclosure of Interests

You are required to make a full written disclosure of any business or personal relationships and/or financial or property interests you hold that could potentially result in a conflict of interests. For governors, this includes relationships with members of staff of Activate Learning which are developed within your role as governor. This disclosure will take place on appointment and on an annual basis thereafter, and you are expected to notify us of any changes or updates to this disclosure without delay.

The Declaration of Interests form can be found in [Appendix 2](#). If you are unsure as to whether an interest should be declared, please seek the advice from the Head of Governance. The Head of Governance maintains a register of disclosed interests, which is accessible to any person wishing to inspect it. The Head of Governance will review the register of interests against the Group's list of subcontractors on an annual basis to identify any conflicts.

Relational and Influential Conflicts for Governors

Governors should set clear boundaries when supporting or developing relationships with members of Activate Learning staff; in such cases you should declare the relationship as a potential interest and declare an interest when discussing matters relating to that staff member's employment, remuneration, or areas of operation. When agreeing to provide support, your duty as a governor should always be your first priority.

Concerns relating to members of staff should be raised with the CEO and/or Chair as appropriate. Should a governor ever feel the need to raise a concern relating to a member of staff, they must be cognisant of the delegated authority to manage staffing matters, and not demand particular courses of action.

¹ For the definition of "connected person" see [Appendix 1](#).

Where arrangements are expected to continue for more than 3 months and/or are considered to be high risk, a support role description will be developed and Corporation approval may be sought at the discretion of the Head of Governance.

Interests Relevant to Corporation Business

Where the Chair or Head of Governance consider that a disclosed interest is relevant to an item on the agenda for a meeting of the Corporation or its Committees, they shall jointly decide upon the appropriate action. This may include asking the affected individual to withdraw from the meeting or relevant agenda item, and/or withholding relevant papers from the individual.

In the case of decisions taken other than by meetings (e.g. by written resolution,) where the Chair or Director of Governance consider that a disclosed interest is relevant, the proposed resolution will not be sent to the affected individual and they will not be allowed to vote on it.

Management of Conflicts of Interests in Meetings etc.

To be read in conjunction with clause 6 of the Corporation's [Instrument and Articles of Government](#).

There is an opportunity for governors to declare any short-term or specifically relevant interests at the beginning of each meeting of the Corporation or its Committees. You are expected to review the agenda and papers thoroughly ahead of any meeting you are due to attend, and to raise any relevant interests during the appointed slot. If the Chair, meeting organiser, and/or the Head of Governance are aware of an interest that has not been disclosed, they shall declare that interest.

Any declared interests shall be considered by the members present, to decide whether the interest is immaterial or should be managed, usually by asking the conflicted governor to withdraw from the meeting or relevant item(s). The conflicted individual may be asked to withdraw whilst the Corporation considers the interest. The individual will not be counted in the quorum for that any of the meeting during which they are withdrawn and will not be permitted to vote on the relevant items.

All decisions of the Corporation or its Committees made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:

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

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

Failure to Disclose a Relevant Interest

In cases where an individual is deemed to have failed to disclose a relevant interest, the decision of the Chair shall be final. Failure to disclose an interest may constitute a breach of the Corporation's Code of Conduct. In such cases, the Corporation may consider suspending or terminating the individual's membership, in accordance with the Corporation's [Standing Orders](#).

A governor or committee member's failure to disclose an interest may also result in legal action and personal liability for breach of trust. Such a breach may also be reported to the Secretary of State as principal charity law regulator. In the case of a serious breach, the Secretary of State may refer the matter to the Charity Commission. The Charity Commission has the power to remove a trustee and/or disqualify a person from acting as a trustee, as detailed in the [Charities Act 2011](#).

Failure to disclose a relevant interest by a member of staff may lead to disciplinary action being taken under the Corporation's Disciplinary Procedures.

Benefits for Corporation Members and Committee Members

It is a basic principle of charity law that governors, as charity trustees, should not profit from their position. Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission, which is only granted in exceptional circumstances.²

Remunerated governor or Chair roles are subject to approval by the Corporation, which will require external analysis of the business case and establishment of robust procedures for the management and review of the role and any PR implications.

However, governors and committee members are entitled to be reimbursed for expenses actually and reasonably incurred in undertaking the business of the Corporation, in accordance with the Corporation's Governor Expenses Procedure.

Payment for Services

In exceptional cases, governors or persons connected to them may be allowed to receive payment for goods or services provided by them to the Corporation under a contract for services. Payments to governors for services are generally to be avoided, except in circumstances where there are clear and significant advantages to Activate Learning arising from the arrangements. Such arrangements require explicit Corporation approval, which will only be granted where the following conditions are met:

1. The Corporation considers that:
 - a. The services are necessary and beneficial to the Corporation;
 - b. The governor (or connected person) is suitably qualified/equipped to deliver the services;
 - c. The payment is reasonable and appropriate; and
 - d. The arrangements are in the best interest of the Corporation.
2. Appropriate procurement procedures are followed, including:
 - a. Robust tendering as required by the Financial Regulations; and
 - b. A robust written agreement outlining the arrangements.
3. Any conflicts of interests arising from the arrangements are appropriately managed. This may include:
 - a. The affected governor withdrawing from any discussions about the arrangements;
 - b. The affected governor withdrawing from any discussions where the arrangements may give rise to conflicts of interest; and/or
 - c. In severe cases, asking the affected governor to retire from their role as governor.
4. The discussion, agreement and arrangements are fully documented.

Governors wishing to enter into such arrangements must submit their request to the Head of Governance for the Corporation's consideration at an early stage (i.e. before any arrangements have been made), using the template attached in [Appendix 3](#). The Corporation may make recommendations as to the procurement process and/or contractual arrangements. Affected governors will be asked to leave the meeting during consideration of the proposal.

Gifts to Governors

All governors are required to declare any gifts or hospitality received, as outlined in the Gifts and Hospitality Procedure.

² Legal advice should be obtained before submitting an application to the Commission. See the Charity Commission's Guidance: <http://webarchive.nationalarchives.gov.uk/+http://www.charitycommission.gov.uk/detailed-guidance/specialist-guidance/schools,-colleges-and-universities/payment-and-expenses-for-college-governors>.

The Corporation is required to formally approve leaving gifts, which will not exceed £300 in value, for governors who have made a significant contribution to the organisation, to be purchased at the discretion of the Chair. Other gifts to governors should be made only with the explicit approval of the Corporation, with the affected governor to withdraw from any such discussions.

Data Protection


The information provided in disclosures will be processed in accordance with the data protection principles set out in the [Data Protection Act 2018](#). Data will be processed only for the purposes set out in this procedure and in our [Privacy Notice](#), and will not be used for any other purpose.

References

This Policy complies with the following legislation:

- [Charities Act 2011](#)
- [Data Protection Act 2018](#)

This Procedure should be read in conjunction with the following Activate Learning Policies and Procedures:

- Corporate Ethics Policy
 - Governor Expenses Procedure
 - Gifts and Hospitality Procedure
 - Staff Disciplinary Procedure
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Appendix 1

Definition of a 'Connected Person'

For the purposes of this procedure, the definition of a connected person, is as outlined in the Charities Act 2011, s.188:

- a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- b) the spouse or civil partner of the trustee or of any person falling within paragraph (a);
- c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b);
- d) an institution which is controlled;
 - i) by the trustee or by any person falling within paragraph (a), (b) or (c); or
 - ii) by two or more persons falling within sub-paragraph (i), when taken together.
- e) a body corporate in which:
 - iii) the trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest; or
 - iv) two or more persons falling within sub-paragraph (i), when taken together, have a substantial interest.



DECLARATION OF INTERESTS FORM

PERSONALIA

Name:	
Email:	
Role/position:	
College:	

This form serves to set out interests of said person in accordance with Activate Learnings Corporate Ethics Policy and the Conflicts of Interest Procedures.

INTERESTS

Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person as defined by the Charities Act 2011 such as a member of your immediate family, employer or some other close personal connection.

Current employment and any previous employment in which you continue to have a financial interest.
Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority memberships, magistracy, tribunals etc.
Membership of any professional bodies, special interest groups or mutual support organisations.
Membership of other organisations.
Membership of other Governing Bodies.
Companies in which you hold more than 1% of the share capital.
Gifts or hospitality in excess of £20 accepted in the last 12 months.

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Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority memberships, magistracy, tribunals etc.
Membership of any professional bodies, special interest groups or mutual support organisations.
Membership of other organisations.
Membership of other Governing Bodies.
Companies in which you hold more than 1% of the share capital.
Gifts or hospitality in excess of £20 accepted in the last 12 months.

Any contractual relationship with the Corporation [or any company or other organisation connected with the Corporation].
Any other interests which you consider are appropriate to disclose and are not covered by the above.
Any other matter (e.g. an unspent criminal conviction or an act of bankruptcy) which would make you ineligible for membership/continued membership of the Corporation.
Declaration of Interest in respect of a) Spouse/Partner; b) Children; and/or c) Close Relatives.
Additional Comments:

To the best of my knowledge, the above information is complete and correct. I undertake to update the information provided as necessary and to review the accuracy of the information on an annual basis. I give my consent for this information to be used for the purposes described in the Corporate Ethics policy and Conflicts of Interest procedures and for no other purpose.

Signature

Role/position:.....

Date:.....

You will be requested to update this information annually. However, you are asked to keep the Clerk informed whenever your circumstances change and interests are acquired or lost.



ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

PROPOSAL FOR PAYMENT FOR SERVICES

Governor(s) concerned: _____

Proposal submitted by: _____

Date: _____

In accordance with the principles of good governance, governors of Activate Learning (or persons connected to them) may be contracted to provide remunerated services to the Corporation, subject to the satisfaction of certain conditions and the approval of the Corporation. Prior to making any such arrangements, this form should be completed and submitted to the Corporation Board via the Clerk to the Corporation.

Nature of services

Please describe the services to be provided, including:

- *The nature of services*
- *The business area affected*
- *The nature of delivery*
- *The proposed timescales*
- *The proposed payment*

Rationale

Please outline the rationale for the services, including evidence that:

- *The services are necessary*
- *The governor (or connected person) has the necessary skills and capacity to deliver the services*
- *The proposed payment is reasonable and appropriate*
- *The arrangements represent clear and significant benefit to Activate Learning*

Due diligence

Please outline the procurement process to be followed and how it will be ascertained that the proposed arrangements represent best possible value for money. Tenders should be completed in accordance with the Financial Regulations, but, as a minimum, three quotes should be obtained for all proposals.

Conflicts of interest

Please outline any conflicts of interest likely to arise from the arrangements, and outline proposals for managing such conflicts. Advice may be sought from the Clerk to the Corporation as necessary.

Review

Please outline any measures to be implemented to monitor the quality of the services offered, such as service level agreements or targets. For long-term arrangements, an appropriate schedule of Corporation-level review should be proposed.