CONFLICT OF INTEREST POLICY

AREA:	GOVERNANCE
AUDIENCE:	ALL STAKEHOLDERS
REVIEW FREQUENCY:	ANNUALLY
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OWNED & REVIEWED BY:	TRUST GOVERNANCE LEAD
APPROVED BY / SIGNED BY:	STANDARDS COMMITTEE / CHAIR OF BE BOARD OF TRUSTEES
LAST APPROVAL DATE:	21.10.2026

Brunel Education (BE) (the proprietor) is a charitable company limited by guarantee with registration number 11991915, registered with the Charities Commission of England Wales (Charity Number 1214820) and with registered offices at Unit B4C Orbital Retail Park, Thamesdown Drive, Swindon, SN25 4AN. Brunel Academies Trust (BAT) is a company limited by guarantee with registration number 10074054 and registered offices also at Unit B4C Orbital Retail Park, Thamesdown Drive, Swindon, SN25 4AN; BAT is the parent company and Sole Member of Brunel Education, the subsidiary company.

Tier 1 policies are centrally held policies relating to Education, Governance, People Services, Finance, ICT and Operations and are the direct responsibility of BE. Tier 1 policies are created by the BE Central Services Team but adopted and reviewed by the BE Board.

We are committed to a sustainable future and to improving the social, economic, and environmental well-being of the community. We are dedicated to environmental improvements that foster a sustainable future and lead to social and economical improvements in the communities we operate within.

Amendments to policy		
Date	**Section**	**Amendment**
04.08.2025	ALL	Minor language changes made throughout
18.09.2026	ALL	Minor language changes made throughout

1. Introduction

1.1 This Policy sets out the Framework for ensuring that the decisions and decision-making processes at BE are, and are seen to be, free from personal bias and do not unfairly favour any individual or company connected to Brunel Education (BE). All employees (including volunteers), Members, Trustees/Directors, Governors, of BE will strive to avoid any conflict of interest between the interests of the organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest. The purposes of this policy are to protect the integrity of BE's decision-making process, to enable stakeholders to have confidence in the organisation's integrity, and to protect the integrity and reputation of employees (including volunteers), Members, Trustees/Directors and Governors.

1.2 Members, Trustees/Directors, Governors and Senior Employees of BE have an obligation to act in the best interests of BE and in accordance with its 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 BE. They may create problems as they can inhibit free discussions, result in decisions or actions that are not in the interests of BE and risk the impression that BE has acted improperly.

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

a. Every Member, Trustee/Director, Governor and Senior Employee 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 BE.

2. Definition

2.1. For the purpose of this document:

a. Members, Trustees/Directors and Governors are referred to as Trustees;
b. Brunel Education is referred to as BE;
c. Children and Young People refers to all children and young people being educated or on site at any one of the Education Provisions (EPs) within BE.

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 DfE Academy Trust Handbook (followed as a model of best practice);
d. BE Articles of Association.

4. What is a Conflict of Interest?

4.1. BE adopts the definition of the Charity Commission which states that a Conflict of Interest is any situation where a Trustee or Senior Employee's personal interests or loyalties could, or could be seen, to prevent the Trustee or Senior Employee from making a decision in the best interests of BE.

4.2. Conflicts of interest usually arise in the following situations:

a. **Benefits to Trustees/Senior Employees -** There is a potential financial or measurable benefit directly to a trustee or senior employee, or indirectly through a connected person. Examples of benefits are where the trustees or senior employees decide to:

- sell, loan or lease BE assets to a trustee or senior employee
- acquire, borrow or lease assets from a trustee for BE
- pay a trustee for carrying out their trustee role
- pay a trustee for carrying out a separate paid post within BE, even if that trustee has recently resigned as a trustee
- pay a trustee, or a person or company closely connected to a trustee or senior employee, for providing a service to BE. This covers anything that would be regarded as a service and includes legal, accountancy or

consultancy services through to painting or decorating BE's premises, or any other maintenance work

- employ a trustee's or senior employee's spouse, immediate family member (child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as their partner') and/or interested other at BE
- make a grant to a trustee, or a person who is an immediate family member and/or interested other to a trustee or senior employee
- allow a trustee or senior employee to influence service provision to their exclusive advantage

b. **Conflict of Loyalty** - a trustee's or senior employee's duty to BE 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 the trustee or senior employee to decide the issue only in the best interests of BE. For example, a trustee's or senior employees' loyalty to BE could conflict with their loyalty to:

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

The test is always that there is a conflict of interest if the trustee's or senior employees' other interest could, or could be seen to, interfere with the trustee's or senior employees' ability to decide the issue only in the best interests of BE.

5. Identifying the Conflict of Interest

5.1. Trustees and Senior Employees 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 of Trustee and BE Committee Meetings to enable the declaration of any actual or potential conflicts of interest.

a. If a trustee is uncertain whether or not they are conflicted, they should err on the side of openness, declaring the issue and discussing it with the other trustees.

b. If a trustee is aware of an undeclared conflict of interest affecting another trustee, they should notify the other trustees or the Chair.

5.3. If a conflict of interest is identified outside of a meeting, the Trustee or Senior Employee must complete a Declaration of Interest (DOI) Form and submit it to the relevant Clerk of the Board of Trustees or Local Governing Committee.

5.4. On an annual basis, or when a Trustee or Senior Employee joins BE, a Declaration of Interest Form must be completed to enable the Register of Interest to be kept up to date and published on the website.

6. Dealing with the Conflict of Interest

6.1. Trustees 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:

a. Academy Trust Handbook
b. BE's Articles of Association
c. Charities Commission guidance

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

a. Are so acute and extensive that the Trustee is unable to make their decisions in the best interest of BE, or could be seen to be unable to do so.
b. Are present in significant or high-risk decisions of the Trustees.
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 Trustee benefit.

6.5. **Benefits to Trustees/Senior Employees** - Where there is a proposed financial transaction between a Trustee/Senior Employee and BE, or any transaction of arrangement:

a. The benefit must be authorised in advance by the Audit and Risk Committee or Local Governing Committee meeting. If there is no Committee meeting planned within the time frame of authorisation being required, then the Chair of the Audit and Risk Committee or the Local Governing Committee Chair and one other Audit and Risk Committee Trustee or Local Governing Committee Governor can be contacted to authorise the benefit. If the person affected is the Chair of the Audit and Risk Committee then the Chair of the BE Board of Trustees plus one other Audit and Risk Committee member must authorise the benefit. Where the Local Governing Committee Chair is affected then the Chair of the BE Board of Trustees and one other Audit and Risk Committee member must authorise the benefit.

b. The Trustees and governing committee expects the affected Trustee/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 Trustee 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 Trustee should declare the interest. The remainder of the Trustees must then decide what level of participation, if any, is acceptable on the part of the conflicted Trustee. The options might include, but are not limited to, deciding whether the conflicted Trustee:

a. Having registered and fully declared the interest, can otherwise participate in the decision.
b. Can stay in the meetings where the decision is discussed and made, but not participate.
c. Should withdraw from the decision-making process in the way described above.

d. 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 BE Board of Trustees plus one other Trustee or Chair of Governors, plus one Governor, can be contacted to consider the conflict of interest and determine the resolution. If the person affected is the Chair of Governors then the Chair of the BE Board of Trustees plus one other Trustee must consider the conflict of interest and determine the resolution. Where the Chair of BE is affected then a Member and one other Trustee must consider the conflict of interest and determine the resolution. The resolutions must be recorded on the Declaration of Interest Log.

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

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

7. Recording the Conflict of Interest

7.1. BE must keep a Register of Interests for the Board of Trustees, Senior Employees and for each Local Governing Committee, which must be published on their websites. This Register of Interest must be kept up to date through regular review.

7.2. BE follows the guidance set out in the Academy Trust Handbook as a model of best practice which covers what must be captured in the Register of Interest and what must be published on the website and is extracted below:

a. BE's register of interests captures relevant business and pecuniary interests of members, trustees, local governors of schools within BE and senior employees, including:

- directorships, partnerships and employments with businesses
- trusteeships and governorships at other educational institutions and charities
- for each interest: the name of the business; the nature of the business; the nature of the interest; and the date the interest began

b. The register **must** also identify any material interests arising from close family and/or interested other relationships between BE's members, trustees, or local governors and relationships between members or trustees and employees.
c. BE should consider carefully whether to include the interests of other individuals in the register of interests. This may include other employees of BE and immediate family and/or interested others of the individuals already on the register. If in doubt the presumption should be towards including an interest in the register.

d. BE publishes on their website relevant business and pecuniary interests of members, trustees, local governors and accounting officers. BE has discretion over the publication of interests of other individuals including child, parent, spouse, civil partner, immediate family member and/or interested other.

7.3. A Declaration of Interest Log must be kept by each Board of Trustees and Local Governing Committee, which details the potential conflicts, the discussions and the resolutions.

7.4. The Logs will be monitored by the Trustee Chairs to ensure that actions forming part of the resolution are appropriate, are following legal requirements and have been implemented correctly.

8. Confidentiality

8.1. Trustees or Senior Employees cannot use information obtained from BE 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. The Audit and Risk Committee will undertake continuous monitoring of its activities and the Trustees/Senior Employees to ensure that any conflicts of interest are identified and mitigated as soon as possible.

9.2. Trustees and Senior Employees who fail to declare an interest and are found to be in conflict with the best interests of BE will be expected to explain to the Trustee Chairs their reasons for their omission.

9.3. Members reserve the right to terminate the membership of the relevant Trustee if they are found to have knowingly and deliberately failed to declare an interest and has brought BE into disrepute.

9.4. It will be treated as a serious disciplinary matter if a Senior Employee is found to have knowingly and deliberately failed to declare an interest and brought BE into disrepute.

10. Policy Circulation

10.1. This Policy will be published on the Brunel website and included in BE's Policy Monitoring Schedule.

10.2. The Trustees are responsible for overseeing, reviewing and organising the revision of the Conflict of Interest Policy.

This policy has been approved by the BE Standards Committee and adopted by the BE Board of Trustees. The policy will be reviewed every 1 year or earlier if change to legislation.

Signed:  CEO

Signed:  Chair of BE Board of Trustees

Date: 21.10.2026