CONFLICTS OF INTEREST POLICY

Purpose - It is the policy of the RNN Group Board that all Governors and senior staff attending Board and/or Committee meetings must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Board and the personal, professional and business interests of the Governor and senior staff member concerned, and of persons connected with them[1]. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest or duty. A conflict of duty may arise where a Governor or senior member of staff has a duty towards another person or organisation that could prevent them from making a decision only in the best interests of the Board.

The purposes of this policy are:

- to ensure that Governors comply with their legal duties, including in particular those under the Board's Instrument and Articles of Government, and their duty in charity law to act only in the best interests of the Board;
- to protect the integrity of the Board's decision-making process;
- to enable all outside parties dealing with the Board to have confidence in the Board's integrity; and
- to protect the integrity and reputations of the Governors and senior staff.

Disclosure of interests

Upon being appointed, all Governors and senior staff will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, other trusteeships, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests' form is provided and must be used for this purpose. Any question about whether a Governor or senior staff member has an interest which should be disclosed should be referred in the first instance to the Director of Governance for a determination.

Written disclosures will be kept on a register maintained by the Director of Governance and all Governors and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be

[1] See Charities act 2022 for details of a connected person

reviewed on an annual basis at the beginning of each fiscal year. The register will be accessible by any person wishing to inspect it, in accordance with clause 10 (*6*) of the Board's Instrument of Government.

Organisation of meetings where a Governor or senior staff member has disclosed an interest

Where a Governor or senior staff member has previously disclosed an interest and the Director of Governance is satisfied that the interest is relevant to an item on the agenda for a meeting of the Board or a Committee, the Governor may not be sent the papers in respect of that item.

Decisions made other than at meetings

A similar approach will be adopted for written resolutions. Any Governor who has disclosed an interest considered by the Director of Governance to be relevant to the matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

Management of conflicts of interests in meetings

This section of the policy should be read in conjunction with clause (10) of the Board's Instrument of Government.

In the course of meetings of the Board or Committee all Governors and senior staff will be required to disclose the nature and extent of any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain.

If there is a failure to declare an interest that is known to the Chair and/or the Chair of the Committee or Director of Governance, the Chair or Director of Governance will declare that interest.

After disclosure of any such interest, in the case of a meeting the Governor or senior staff member concerned, may be asked to leave the room unless expressly invited to remain, possibly in order to provide information on the matter in hand. The Governor will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the Governor or senior staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

All decisions of the Board or Committee 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 or senior staff member benefits from any such decision, this will (if the Board's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

Failure to disclose a relevant interest

The decision of the Chair as to whether a member has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a Governor being in breach of the Board's Code of Conduct as well as of this policy. It may, in extreme circumstances, also result in the Governor being subject to legal action and personal liability for breach of trust. Such breaches may lead to the Board considering the possibility of terminating the Governor's membership of the Board or Committee.

Such breaches by a senior member of staff may lead to disciplinary action being taken under the Group's staff disciplinary procedures.

Failure by a Governor to disclose a conflicting interest may also be reported to the Secretary of State for Education (via the Department for Education) as principal regulator of further education corporations. In the case of a serious breach of charity law duties by a trustee, the Secretary of State for Education 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.

Benefits for Governors

It is a basic principle of charity law that charity trustees, such as Board members, should not profit from their position, although trustees are entitled to be reimbursed for expenses actually and reasonably incurred in undertaking the business of the charity. The Board has approved a policy on reimbursing Governors' expenses and Governors must comply with this. In addition, clause 10(4) of the Board's Instrument of Government allows the Board to insure them against liabilities arising from their office.

The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for services provided by them to the charity under a contract for services. This procedure must be followed by the Board if a Governor wishes to receive such a payment.

Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission.[2] This is only granted in exceptional circumstances. Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the CEO and Principal and any staff governors), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

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 to ensure that Governors act in the best interests of the Board. The information provided will not be used for any other purpose.

Date	Version	Summary of changes	Changes made by
21/09/2026	2.0	No changes	Search, Governance and Remuneration Committee
11/09/2024	1.0	Policy drafted	Search and Governance Committee

[2] See the Charity Commission's guidance Trustees expenses and payments CC11 Legal advice should be obtained before submitting an application to the Commission.