

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



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 & R U S R U D W L 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

Appendix 1

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)





DECLARATION OF INTERESTS FORM

PERSONALIA

Name:	
Email:	
Role/position:	
College:	

This form serves to set out interests of said person in accordance with Activate Learning's 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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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:

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.

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 - 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
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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

The Corporation LVrequired 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 R~~X~~ [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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Name:	
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Role/position:	
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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.



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

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.