



Independent Schools Inspectorate

Conflict of Interest Policy

October 2019

DATE OF POLICY: March 2019

APPROVED: Board

DATE TO BE REVIEWED: March 2020

Independent Schools Inspectorate and ISI Consultancy Ltd

Conflict of Interest Policy

Introduction

All Directors of the Independent Schools Inspectorate (ISI) and ISI Consultancy Ltd (ISIC) 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.

ISI (and ISIC) recognise that in any organisation conflicts occur and need to be effectively managed through open declaration and then appropriate measures being put into place to ensure they do not adversely impact ISI or ISIC. Usually, this would mean that the person who is conflicted would not take any part in a decision relating to that conflict or would ensure that others who were not conflicted re-confirmed any decisions. Each case would be addressed on its own merits based on the circumstances and the nature of the conflict of interest.

ISI and ISIC's policy is that all conflicts should be declared and actively managed. There is an obligation on all those working for or with ISI and ISIC to declare conflicts of interest. A record of conflicts of interest for the Board will be held and updated by the Governance & Business Support Manager. Conflicts of interest for any inspector will be recorded and held by the Chief Inspector. Conflicts of interest for staff will be held by the Chief Executive or, if concerning the Chief Executive, the Chair.

Purposes of Policy

The purposes of this policy is to protect the integrity of the organisation's decision-making process, to enable stakeholders to have confidence in the organisation's integrity, and to protect the integrity and reputation of Directors.

Examples of conflicts of interest include:

- A Director who has an interest in a school which is inspected by ISI may be faced with a decision regarding whether fees for inspection should be increased.
- A Director who is related to a member of staff and there is decision to be taken on staff pay and/or conditions.
- A Director who has a **friend or relative applying for a role within ISI or to be an Inspector.
- A Director who has a **friend or relative who owns or works for a company bidding to provide services to ISI/ISIC.
- A Director who has shares in a business that may be awarded a contract to do work or provide services for the organisation or is a director, partner or employee or related to someone who is.

The process

Directors

Upon appointment each Director will make a full, written disclosure of interests, such as

relationships, business or personal, that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually or as appropriate.

Before any meeting of the Board, and at other times as appropriate, Directors will disclose any interests in a transaction or decision where there may be a conflict, perceived or otherwise, between the organisation's best interests and the Director's best interests or a conflict between the best interests of two organisations that the Director is involved with. If in doubt the potential conflict must be declared anyway and clarification sought. The conflict must be disclosed to the Chair.

In the case of a conflict of interests arising for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles of association, the un-conflicted directors may authorise such a conflict of interests where the following conditions apply:

1. the Director who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
2. the Director who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
3. the other Directors who have no conflict of interest in this matter consider it is in the interests of the organisation to authorise the conflict of interest in the circumstances applying.
4. Any such disclosure and the subsequent actions taken will be noted in the minutes.

Staff / Employees of ISI or ISIC

All staff are obliged to declare any interested or potential conflicts of interest to the Chief Executive in writing and ensure that they actively avoid situations or being involved with decisions that might create a perception of a conflict of interest. If the individual is the Chief Executive the conflict needs to be reported to and recorded by the Chair. Depending on the nature of the conflict the Chief Executive (or if appropriate the Chair) will determine how the conflict can best be managed.

Contractors / Consultants including inspectors

All consultants and contractors need to record conflicts of interest with the Chief Executive or the Chief Financial Official except those which are Inspectors or involved directly with inspection matters (e.g. editing of reports) who need to report the conflict with the Chief Inspector. In these cases, depending on the nature of the conflict, the Chief Executive, Chief Financial Official or Chief Inspector depending on who it is reported to will determine the appropriate course of action to manage the conflict of interest.

This policy is meant to support good judgment, and Directors, Staff and Contractors/consultants should respect its spirit as well as its wording.

** A relative or friend is defined as those family members, friends, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the entity. Family members would normally include a person's spouse, parent child (adult or minor), brother, sister and the spouse of any of these (please note that this list is not exhaustive).

Review Date: this policy shall be reviewed annually by the Board of ISI

INDEPENDENT SCHOOLS INSPECTORATE / ISI CONSULTANCY LTD

DECLARATION OF INTERESTS

Year commencing:

I wish to declare that I, or my close family/ friend, have an interest or influence within the following organisations, and that I or they have had business dealings with the above entity during the year ended, or I believe there is a potential conflict which it would be appropriate to record to protect the integrity and reputation of ISI or ISIC

Name	Organisation	Nature of relationship	Transactions

In addition to the above disclosures, I also confirm, for the purposes of my annual declaration, that I am a fit and proper person to act as a Director of the organisation(s). In this respect I confirm that:

- I have no history of fraud, misrepresentation or identity theft;
- Have not been involved in any attack or abuse of any tax repayment systems;
- Have no information or evidence of a heightened risk of involvement in other fiscal or financial impropriety;
- Have not been disqualified from acting as a Company Director.

¹ Close family/ friend is defined as those family members, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the entity. This would normally include a person's spouse, parent child (adult or minor), brother, sister and the spouse of any of these (please note that this list is not exhaustive).

² Those in the last 6 years are considered most pertinent, but Directors should exercise discretion to declare other connections also by reference to whether they could be perceived as threatening impartiality or objectivity.

Name:

Signed:

Date: