

**INDEPENDENT SCHOOLS INSPECTORATE  
CONFLICT OF INTERESTS POLICY (BOARD)**

<b>DATE OF POLICY:</b>	<b>February 2026</b>
<b>REVIEW DATE:</b>	<b>February 2028</b>
<b>POLICY OWNER:</b>	<b>Chair of the Board</b>
<b>APPROVED BY:</b>	<b>Board</b>

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### **Purpose**

1. This policy provides guidance to members of the Board of the Independent Schools Inspectorate (ISI) on recognising and disclosing activities that might give rise to actual conflicts of interest or the perception of conflicts of interest and ensures that any such conflicts are properly managed or avoided.

### **Scope**

2. This policy applies to all Board members. Board members are individually and collectively expected to operate to high ethical standards, and in the best interests of ISI.
3. If properly managed, a Board member's activities can proceed as normal whilst at the same time upholding the person's obligations to ISI and protecting the integrity and reputation of the organisation. However, if conflicts are not reported or managed effectively it may jeopardise confidence in ISI and damage the credibility of the organisation and of the individual(s) concerned.

### **Responsibilities**

4. It is the responsibility of all Board members to recognise situations in which he or she has a conflict of interest or might reasonably be perceived by others to have a conflict. Board members are therefore required to disclose any activities and relationships that might give risk to such conflicts of interest or the perception of conflicts.
5. When deciding whether a potential conflict of interest should be disclosed, the Board member must consider the situation from an external perspective and if in doubt, err on the side of transparency and disclosure. A perceived conflict can present as much risk as an actual conflict.

### **Definition of Conflict of Interest**

6. A conflict of interest arises when a Board member has, or is perceived to have, a personal, family or business interest or is involved in other community or professional activities that might benefit from a decision in which he/she is involved in making, or is able to influence those making it

and/or is involved with a competing or sister organisation that may result in a divided/ limited loyalty in the context of making a decision.

7. Voting for or against, or arguing for or against, a particular outcome may influence a decision. Limiting the options being considered may also influence the scope of the conflict of interest.
8. Examples of conflicts of interest may include (but are not limited to):
  - A Board member has an interest in a school or group of schools which is inspected by ISI and attempts to or influences the outcome of an inspection or of a complaint.
  - A Board member has an interest in a school or group of schools which is inspected by ISI and influences a decision regarding whether inspection fees should be increased.
  - A Board member has a friend or relative applying for a role within ISI or to be an Inspector.
  - A Board member has received a gift or monetary/non-monetary benefit from someone who could benefit from a particular decision.
  - A Board member has a friend or relative<sup>1</sup> who owns or works for a business or company that is bidding to provide goods or services to ISI, or as a landlord or tenant.
  - A Board member 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.
  - A Board member is directly related to a staff member employed by the company.
  - The Board member has a competing professional duty (such as a journalist's duty to protect the source of information).
  - A Board member uses confidential information acquired as a result of their position within the company to promote their private interests.

### Duty of disclosure

9. Board members must disclose conflicts or perceived conflicts of interest as follows:
  - a. **On appointment:** if the conflict is anticipated, it should be declared prior to a candidate's appointment to the Board or Committee.
  - b. **Annually:** Board members are required to declare any and every potential, perceived and real conflict annually. The Company Secretary manages this annual declaration of interest process and maintains the register of interests. The register is accessible by the Board, the Chair and other appropriate people in the company.
  - c. **At each meeting:** Board members must declare any relevant potential, perceived and real conflict relating to the matters on the agenda at the start of each Board and Committee meeting. Board members have a duty to exempt themselves from participating in any discussion or voting on any matter related to the conflict.
10. The information will be processed in accordance with data protection principles as per General Data Protection Regulations. Data will be processed only to ensure that Board members act in the best interests of ISI. The information provided will not be used for any other purpose other than protecting the best interests of ISI.

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<sup>1</sup> 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 company. Family members would normally include a person's spouse, parent, child (adult or minor), sibling and the spouse of any of these (please note that this list is not exhaustive).

11. If a Board member does not disclose a known conflict in a Board or Committee meeting, they should be reminded of the requirement to do so in order that this can be rectified during the meeting.
12. If a Board member is concerned about another Board member's interest(s) and considers that this should have been disclosed at a meeting, they must put this concern in writing to the Company Secretary so that it can be considered. The Company Secretary can consult as necessary with the Chair of the Board and Chief Executive Officer-Chief Inspector and will raise it at the next meeting if considered to be material so that the conflict can be recorded and or any further action taken.

**Procedure to manage a conflict-of-interest issue arising**

13. If a Board member has an actual or potential conflict of interest, the Chair of the Board (or the Vice Chair if it is the Chair who has the conflict) or Committee Chair will consider the following approaches and ensure that the reason for the chosen action is documented in minutes and/or records:
  - a. requiring the Board member not to attend the meeting and potentially excluding the member from receiving meeting papers relating to their interest;
  - b. excluding the Board member from all or part of the relevant discussion and decision; or
  - c. noting the nature and extent of the potential conflict of interest but judging it is appropriate to allow the Board member to remain and participate.

**Failure to declare a conflict of interest**

14. Failure to declare a conflict of interest and/or a failure to comply with the responsibilities under this policy will be viewed as a serious issue and may result in the Board asking for the individual's resignation, or the dismissal of the director in accordance with the Articles of Association.

**Review**

15. This policy will be reviewed by the Board every two years, or when deemed appropriate.

**Table of changes**

Date of change	Paragraph	Amendments
February 2026	All	Policy rewritten