

Conflict of Interest Policy

About this policy

Members of the Oxford Diocesan Board of Education (ODBE) have a legal obligation to act in the best interests of the company, and in accordance with the Articles to avoid situations where there may be a potential conflict of interest. Similarly, committee members also have a responsibility to act in the best interests of the organization.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict (or may be perceived to conflict) with those of the ODBE. Such conflicts may create problems that:

- inhibit free discussion.
- result in decisions or actions that are not in the interests of ODBE; or
- risk the impression that ODBE has acted improperly.

The aim of this policy is to protect both the organization and the individuals involved from any appearance of impropriety.

What is a conflict of interest?

Members of ODBE should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity.

There is a conflict of interest when a reasonable person would consider that an individual's ability to apply judgement or act in the work of the ODBE is, or could be perceived to be, impaired or influenced by one of their interests

The most common types of conflict include:

- a) Financial interest – the award of a contract to a company, or transaction undertaken, in which the member or one of their close relatives, is a shareholder or partner of the company receiving the award, or these persons are otherwise financially benefiting from such an award or transaction.
- b) Non-financial or personal conflicts – occur where a committee member receives no financial benefit, but are influenced by external factors:
 - influencing decisions on service provision to their own advantage, perhaps because they use the charity's service themselves or care for someone who does.
 - to gain some other intangible benefit or reputational enhancement; or
 - awarding contracts to friends.
- c) conflicts of loyalties – members may have competing loyalties between the charity to which they owe a primary duty and some other person or entity.

It should be noted that the benefit derived by those members who are users of ODBE's services should not be over and above that received by any other user or beneficiary of the charity. The following categories describe the types of interests relevant to the work of ODBE. In each case, a benefit may be a gain or avoidance of a loss.

The declaration of interests

Accordingly, we are asking members to declare their interests, and any gifts or hospitality offered and received in connection with their role in the Diocese of Oxford. The initial declaration covers the preceding 12-month period. Consideration should also be given to any new interests that are not currently held but are known to be likely to arise during involvement with the Board.

Areas of consideration when making a declaration if interest:

- employment;
- any previous employment in which the trustee still has a financial, or other, interest;
- any other appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals;
- professional and organizational membership;
- membership of any special interest groups;
- investments in unlisted companies, partnerships and other forms of business;
- 25% or more shareholdings of issued capital and beneficial interests;
- gifts or hospitality offered to the trustee by external bodies and whether these were declined or accepted;
- family connections where relevant, such as the trustee's spouse/partner working for a similar organization or a funder;
- using, or caring for a user of, the organisation's services; and
- any contractual relationship between the trustee or a connected person and the charity or its subsidiary.

To be effective, the declaration of interests needs to be updated at least annually, and when any material changes occur.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Director of Education for confidential guidance.

Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that Board members act in the best interests of the ODBE. The information provided will not be used for any other purpose.

Interests at appointment

Assessment of an applicant's declared interests and curriculum vitae is performed by the Director of Education if in any doubt the Chair of the Board will take a final decision.

Appointing chairs

The chairs of committees are in a special position in relation to the work of their

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committee and have greater scope to influence the outcome of discussions. The chair helps the committee to work collaboratively, ensures a balanced contribution from all committee members and takes decisions about the potential conflicts of interest of their committee members. Chairs are appointed for their expertise and skill in chairing groups, and although they may have some knowledge of the topic, this is not their primary role in the group. Specialist knowledge is provided by other committee members.

As far as possible chairs should not have any direct interest (financial, non-financial professional or personal) that relate to the services, interventions, products, or delivery of care to be considered within the scope of the guideline. It may also be inappropriate for chairs to have relevant indirect interests, including when a close family member could potentially gain financially from the person's work with ODBE. If other direct or indirect interests cover a significant portfolio of the committee's work, non-appointment may be necessary because the chair may need to be repeatedly excluded from the committee's discussions.

What to do if you face a conflict of interest after appointment

If you believe you have a real or perceived conflict of interest you should:

- declare the interest at the earliest opportunity
- if you or the committee chair judge it to be a material conflict, you should withdraw from discussions and decisions relating to the conflict.

In the event of a very major conflict (for example, a discussion relating to the employment of that individual or their spouse) the committee secretary should ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted for the person facing the conflict if they contain any information of which the individual is by then not already aware. A balance needs to be made to ensure that the person still receives sufficient information about the activities of the charity generally without disclosing such sensitive information that could place the individual in an untenable position.

If you, or a connected person to you, is a recipient of ODBE services, or contract, you should not be involved in decisions that directly affect this matter. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion, unless expressly invited to remain in order to provide information. In this case you may not participate in, or influence, the decision or any vote on the matter. You will not be counted in the quorum for that part of the meeting and must withdraw from the meeting during any vote on the conflicted item.

There are situations where you may participate in discussions from which you could indirectly benefit, for example where the benefits are universal to all users, or where your benefit is minimal. This action will be agreed by the chair and minuted accordingly.

If you fail to declare an interest that is known to the committee secretary or chair the committee secretary or chair will declare that interest.

Decisions taken where a member of committee has an interest

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In the event of the committee having to decide upon a question in which a committee member has an interest; interested parties will not be counted when deciding whether the meeting is quorate. Interested committee members may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded by the committee secretary and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion; and
- the actions taken to manage the conflict.

Where a member benefits from a major decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP.

All payments or benefits in kind to members will be reported in the charity's accounts and annual report, with amounts for each member listed for the year in question.²

Where a member of staff involved in commissioning it is connected to a party involved in the supply of a service or product to the charity, this information will be fully disclosed in the annual report and accounts.

² The Charities SORP requires the full disclosure of all 'related party' transactions with any third party that may inhibit the charity being able to pursue its separate interests. The Charity Commission strongly recommends that all member payments should be disclosed in an appropriate manner.

Managing contracts

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Register of Interests

The completed declarations should be returned to the clerk to the Board, who will be responsible for keeping the register of interests up to date.

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