

- Notes:
1. The form must be completed by the member/director/governor. If there are no interests, record "NONE and ensure that all entries are signed and dated
 2. Use one form per member/director/governor (or more if required).
 3. Make all entries in ink.

Members/directors/governors are reminded that completion of this form does not remove the requirement upon them to disclose orally any interest at any specific meeting and to leave the meeting for that agenda item.

Guidance notes

Members/directors/governors have a legal duty to act only in the best interests of their schools. Where a situation arises in which they cannot do this due to a personal interest they have, steps should be taken to identify, prevent and record the conflict. This ensures members/directors/governors are acting in the best interests of the school/s.

In the declaration above, you must provide details relating to:

- Your ownership or partnership of a company or organisation which may be used by the school to provide goods or services;
- Goods or services you offer which may be used by the school/s;
- Any close relation you have to someone who satisfies either of the above;
- Any close relationship you have to someone who is employed by the school/s.

Declaring your conflicts of interest is a legal requirement within the Articles of Association and Academies Financial Handbook. However, making an annual declaration does not remove your requirement to make an oral disclosure of the interest and temporarily leave the meeting, where the interest is relevant to something being discussed.

Pecuniary interests

Generally, members/directors/governors should not participate in any discussions in which they may directly or indirectly benefit from a pecuniary interest, except where the relevant authority has authorised this i.e. articles of association for academies. A direct benefit refers to any personal financial benefit and an indirect benefit refers to any financial benefit you may have by virtue of a relationship to someone who stands to gain from a decision of the MAT Board or governing body. Both direct and indirect interests must be declared.

Non-pecuniary interests (Conflicts of loyalty)

There may be a non-pecuniary interest whereby the member/director/governor does not stand to gain any benefit but a declaration should still be made. For example, this might be where a member/director/governor has a family member working in the school. While the member/director/governor might not benefit personally, their judgment could be impaired if something was brought up that would affect the family member.

FOR THE GUIDANCE OF MEMBERS/DIRECTORS/GOVERNORS, A SUMMARY OF THE RELEVANT PART OF THE REGULATIONS ABOUT WITHDRAWAL FROM MEETINGS AND DISCLOSURE OF INTEREST ARE SET OUT BELOW.

WITHDRAWAL FROM MEETINGS - HAVING AN INTEREST

The general principle is that no-one should be involved in a decision where his or her personal interests may conflict with those of the MAT Board or governing body or, where his or her interest is greater than any other member of the MAT Board or governing body

- The regulations apply to all members of the MAT Board/governing body and the principal/headteacher and any others in attendance at the meeting, though if a matter is to be voted upon, then only to the members of the MAT Board/governing body.
 - The clerk shall only be required to withdraw when the MAT Board/governing body is discussing the clerk's pay/contract or disciplinary action against the clerk.
 - Members/Directors/Governors have to withdraw when their own appointment, reappointment or removal as a member of the MAT Board/governing body or a committee is under consideration.
 - Any governor who is employed to work at the school (other than the principal/headteacher), must withdraw from a meeting where the pay or performance appraisal of any particular person employed to work at the school is under discussion.
 - The principal/headteacher must withdraw from any meeting where his/her own pay or performance appraisal is under discussion.
 - If a person has any pecuniary interest, direct or indirect in any contract, proposed contract or any other matter under discussion at a meeting s/he shall at the meeting disclose the fact and -
 - (a) withdraw from a meeting during the consideration or discussion of the meeting;
 - (b) not vote on any question with respect to that matter.
- A person has an indirect pecuniary interest if:
 - (a) s/he, or any nominee of hers/his, is a member of a company or other body with which a contract is under consideration or has been made;
 - (b) s/he is a partner in business or in the employment, of a person with whom the contract is made or under consideration.
 - A person has a direct or indirect pecuniary interest in a matter if a relative (including a spouse) living with her/him, has a direct or indirect pecuniary interest.
 - The principal/headteacher (whether a governor or not), a governor who is a teacher or member of the non-teaching staff, or any teacher who is in attendance in an advisory capacity should not have an interest that is greater than the interest of the generality of teachers at the school.
 - A person present at a meeting of a selection panel at which the subject for consideration is that person's appointment (or that of his/her relative or spouse) to a post as a teacher or otherwise at the school, a transfer or promotion or retirement or shall be a candidate for the resulting vacancy, s/he shall be deemed to have an interest.

The Seven Duties of Trust Directors

A Director also has seven duties set out in the statutory statement of the Companies Act (2006):

1. “Keep to the brief” - A duty to act within powers

A director must act in accordance with the Trust’s constitution and must only exercise her/his powers for their proper purpose

2. “Think beyond what’s best for the directors” - A duty to promote the success of the Trust for the benefit of the members as a whole

A director must act in a way that she or he considers, in good faith, would be most likely to promote the success of the Trust for the benefit of the members as a whole. The list of factors the director should have regard to include, but are not limited to, the following:

- the likely consequences of any decision in the long term;
- the interests of the Trust’s employees;
- the need to foster the Trust’s business relationships with suppliers, customers
- and others;
- the impact of the Trust’s operations on the community and the environment;
- the desirability of the Trust maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Trust.

3. “Be independent” - A duty to exercise independent judgment

Directors must exercise their powers without being influenced by others and must not restrict the exercise of their discretion. This duty is not infringed by a director acting in accordance with an agreement entered into by the Trust that restricts the future exercise of the directors’ discretion or in a way authorised by the Trust’s constitution. It does not confer on a director a power to delegate or prevent a director from exercising a power to delegate conferred by the Trust’s constitution, provided it is exercised in accordance with the powers set out in the Trust’s memorandum and articles of association.

4. “Do your job well” - A duty to exercise reasonable skill, care and diligence

The test has two elements:

- an objective element in that a director must exercise the care, skill and diligence which would be exercised by a reasonably diligent person with both the general knowledge, skill and experience that may be reasonably expected of a person carrying out the functions carried out by the director in relation to the Trust; and
- a subjective element, being the general knowledge, skill and experience that the director actually has.

5. “Accept no bribes or inducements” - A duty not to accept benefits from third parties

A director must not accept any benefit from a third party which is conferred because of her/his being a director or her/his doing (or not doing) anything as a director. This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

6. "Avoid conflicts of interest" - A duty to avoid conflicts of interest

A director must avoid situations in which she/he) has or can have a direct or indirect interest that conflicts with or may conflict with the Trust's interests. This applies in particular to the exploitation of property, information or commercial opportunity. This duty does not apply to a conflict of interest arising out of a proposed transaction or arrangement with the Trust.

7. "Be open about where directors have interests" - A duty to declare to the Trust's other directors any interest a director has in proposed transactions or arrangements with the Trust

A director must declare to the other directors the nature and extent of any interest direct or indirect in a proposed transaction or arrangement with the Trust.
Note: the director need not be a party to the transaction for this to apply.