



CONFLICTS OF INTEREST POLICY

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Review frequency	Annual
Date last reviewed	January 2026
Review led by	Chair of iLearn Bedford
Version number	1.0
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Date of creation	January 2026

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Introduction

Trustees have a personal responsibility to declare conflicts of interest if they are to fulfil their duty to act only in the best interests of iLearn Bedford.

In particular, clause 7 of iLearn Bedford’s fCIO constitution, which is its governing document, provides that a charity trustee must:

“(7.1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(7.2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.”

Defining conflicts of interest

- a situation in which the concerns or aims of two different parties are incompatible.
- a situation in which a person can derive personal benefit from actions or decisions made in their official capacity.

A conflict of interest exists even where there is the possibility that a Trustee's personal or wider interests could influence the Trustee's decision making. Even the perception that there is a conflict of interest can damage iLearn Bedford. Where the perception is not accurate because there is no conflict of interest, iLearn Bedford Trustees should always be able to respond appropriately to the situation by managing the risks to iLearn Bedford and being prepared to explain how they have made their decisions only in the best interests of iLearn Bedford. Conflicts of interest relate to a Trustee's personal interests and the interests of those connected to them. This means that there is a conflict of interest where there is a proposed transaction between iLearn Bedford and a connected person/organisation. Similarly, there is a conflict of interest where there is a benefit or a potential benefit to a connected person.

Conflicts of interest usually arise where either:

- there is a potential financial or measurable benefit directly to iLearn Bedford Trustee or indirectly through a connected person
- a Trustee's duty to iLearn Bedford may compete with a duty or loyalty they owe to another organisation or person

Defining conflicts of loyalty

These conflicts of interest arise because, although the affected iLearn Bedford Trustee does not stand to gain any benefit, the member's decision making at the charity could be influenced by his or her other interests. For example, a member's loyalty to iLearn Bedford could conflict with his or her loyalty to

- another organisation, such as their employer
- another charity of which they are a Trustee
- a member of their family
- another connected person or organisation

The test is always that there is a conflict of interest if the Trustee's other interest could, or could be seen to, interfere with their ability to decide the issue only in the best interests of iLearn Bedford, and to determine whether the trustee's other interest could, or could reasonably be seen to, affect their judgement.

Some conflicts of loyalty arise because iLearn Bedford Trustee has a competing legal obligation or duty to another organisation or person. Others result from conflicting loyalties which iLearn Bedford Trustees owe or may feel towards family, friends or other people or organisations who are part of their network. A conflict of loyalty could also arise where the religious, political or personal views of iLearn Bedford Trustee could interfere with their ability to decide the issue only in the best interests of iLearn Bedford. Disclosure of personal interests Where you have a personal interest in any business of iLearn Bedford and you attend a meeting at which the business is considered, you must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent. This includes business and personal interests and those of their spouse, partner, family and close relatives. You must not seek improperly to influence a decision about that business. The declaration of interests does not in itself resolve the conflict. Additional measures to resolve or manage the conflict positively must be considered.

Managing conflicts of interest

The conflicted Trustee could:

- not participate in decision-making on the affected matters
- abstain from voting on decisions
- withdraw from discussion on affected proposals and plans
- a combination of all of the above

Details of relevant discussions, decisions and any actions taken to manage conflicts of interest will be recorded in meeting minutes.

Where a proposed arrangement would result in a trustee or connected person receiving a benefit, iLearn Bedford will ensure that the arrangement is permitted by its constitution and charity law. Where required, appropriate legal authority (including Charity Commission consent) will be obtained before the transaction proceeds.

Policy review

This policy will be reviewed annually to ensure compliance with Charity Commission standards and to provide all members and associates of iLearn Bedford with clear guidance on identifying and managing any conflicts of interest that may arise.