

Conflict of Interest Policy

1.0 Policy Introduction

English Speaking Board (International) Ltd. (ESB International) is recognised as an awarding organisation in England, Scotland, Wales and Northern Ireland. This policy outlines the principles and procedures for managing conflicts of interests in order to maintain our integrity as a charity and a business, and to protect the validity of our qualifications, assessments and services. ESB International is committed to protecting the reputation and integrity of all employees, trustees, contractors and third parties working on behalf of ESB International. ESB International wishes to operate in a fair and transparent way whilst ensuring that, as an accredited awarding body and business with charitable status, we continue to fully comply with regulatory requirements and operate in line with guidance from The Charity Commission for England and Wales.

1.1 To whom does this policy apply?

This policy applies to International business, and to individuals involved with any aspects of the creation, marketing, sales, distribution, marking or any other activity connected with ESB International's qualifications, assessments, examinations and supporting resources and services. This includes:

- Trustees/Directors
- Employees
- Centres
- Contractors
- Third parties

1.2 Definition of a conflict of interest

The meaning of a conflict of interest is a situation in which an individual, or organisation, has competing interests or loyalties. In the case of an individual, the conflict of interest could compromise or appear to compromise their decisions if it is not properly managed. Such conflicts may create problems that:

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

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

ESB International and those acting on its behalf must take all reasonable steps to identify potential conflicts of interests.

Examples of conflicts of interest

ESB International is responsible for managing potential and actual conflicts of interest, it is the responsibility of each individual whether that by an employee, trustee, contractor, or third party working on behalf of ESB International.

It is not possible to provide a definitive list of examples of conflicts of interest, but the following are examples of situations that could lead to actual or perceived conflicts of interest, that we would expect to be declared:

Professional conflicts of interest

For ease of reference, conflicts or potential conflicts that must be declared are listed in this document, it should be noted, however, that this list is not exhaustive and each situation should be considered on its own merits.

- Contractors who work with a business outside of ESB International which performs similar functions to ESB International.
- Trustees who work with a business outside of ESB International which performs similar functions to ESB International.
- Trustees who could benefit financially or otherwise from ESB International either directly or indirectly.
- Employees who may work for a second employer (paid or unpaid) outside of ESB International which performs similar functions to ESB International.
- Participation in the appointment, promotion, supervision or evaluation of a person who works for a business which performs similar functions to ESB International.
- Assessment of a learner (including by way of moderation) being undertaken by any person who has a personal interest in the result of the assessment.

Personal conflicts of interest

For ease of reference, conflicts or potential conflicts that must be declared are listed in this document, it should be noted, however, that this list is not exhaustive and each situation should be considered on its own merits.

- Where a child, sibling or other close family member is due to take an assessment in relation to which the person has confidential assessment information.
- Where a partner or other close family member is teaching or assessing, the relevant qualification.
- When an individual has interest that conflict with his or her professional position.
- Where someone works for or carries out work on our behalf, but may have personal interests –paid or unpaid- in another business which either uses our products and services, or produces similar products.

We have split the procedures into 2 sections: one related to the actions of the trustees/directors and senior managers in respect of the obligations placed upon us by the [Charity Commission](#) and the second section in relation to fulfilling our Conditions of Recognition for [Ofqual](#) as an awarding body.

2. Procedures for Trustees/Directors of ESB International and senior managers with fiduciary responsibility (CEO and Finance and Premises Manager)

Trustees have a legal obligation to act in the best interests of ESB International, and in accordance with the articles and memorandum and to avoid situations where there may be a potential conflict of interest. (Staff present at trustees' meetings have similar obligations).

2.1 The declaration of interests

Accordingly, we are asking trustees and senior staff to declare their interests, and any gifts or hospitality offered and received in connection with their role in ESB International. A declaration of interests form is provided for this purpose, listing the types of interest you should declare. 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 charity secretary for guidance.

This register of interests shall be used to record all gifts of a value over £50 and hospitality over £100 received by the trustees and staff. Interests and gifts will be recorded on the charity's register of interests, which will be maintained by the charity secretary. The register will be accessible by charity secretary and CEO.

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 trustees and senior staff act in the best interests of ESB International. The information provided will not be used for any other purpose.

2.2 What to do if you face a conflict of interest

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

- declare the interest at the earliest opportunity
- withdraw from discussions and decisions relating to the conflict.

The charity secretary should take special care to ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted for the person facing the conflict. 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 are a user of ESB International's services, or the carer of someone who uses those services, you should not be involved in decisions that directly affect the service that you, or the person you care for, receive(s). 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 charity secretary and/or the chair of the board, the charity secretary or chair will declare that interest.

2.3 Decisions taken where a trustee or member of staff has an interest

In the event of the board having to decide upon a question in which a trustee or member of staff has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be attained for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested board members may not vote on matters affecting their own interests

All decisions under a conflict of interest will be recorded by the charity 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 trustee benefits from the 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 trustees will be reported in the charity's accounts and annual report, with amounts for each trustee listed for the year in question. Where a member of ESB International's staff 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.

2.4 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.

Charity trustee declaration of interests form

I _____ as trustee of English Speaking Board (International) Ltd have set out below my interests in accordance with the organisation’s conflicts of interest policy.

Category	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether these were declined or accepted in the last 12 months.	
Do you use, or care for a user of the organisation’s services?	
Any contractual relationship with the charity	
Any other conflicts that are not covered by the above.	

Dated:

Signed:

3. Procedures for employees, Centres, Contractors and Third parties of ESB International as an Awarding Organisation

For the purposes of identifying conflicts of interest within an Awarding Organisation these definitions can be found under the following Ofqual conditions:

A4.1 (a) its interests in any activity undertaken by it, on its behalf, or by a member of its Group have the potential to lead it to act contrary to its interests in the development, delivery and award of qualifications in accordance with its Conditions of Recognition

A4.1(b) a person who is connected to the development, delivery or award of qualifications by the awarding organisation has any interests in any other activity which have the potential to lead that person to act contrary to his or her interests in that development, delivery or award in accordance with the awarding organisation's Conditions of Recognition, or

A4.1 (c) an informed and reasonable observer would conclude that either of these situations was the case.

3.1 Identifying conflicts of interest

3.1.1 ESB International's responsibilities and commitments

- ESB International are committed to identifying, establishing and documenting potential and confirmed conflicts of interest, in line with Ofqual conditions:
 - A4.2 (a, b)
 - A4.3
- ESB International are committed to reviewing our processes every year to make sure that all conflicts of interest or potential conflicts of interest are managed and resolved, as per Ofqual's General Conditions of Recognition
- ESB International will check that our enforceable agreements with our centres and documentation followed by our centres, satellite centres and staff and contractors carrying out these activities are clear and set out the obligations on them to manage conflicts of interest arising from other activities that they undertake

3.1.2 How ESB will manage conflicts of interest in accordance with regulatory requirements

ESB International will take all reasonable steps in managing conflicts of interest to ensure the following:

- That no conflict of interest gives rise to an Adverse Effect, as per Ofqual condition A4.4
- Where a conflict of interest has had an Adverse Effect, ESB International will take all reasonable steps to mitigate the Adverse Effect as far as possible and correct it, as per Ofqual condition A4.5
- ESB International will take all reasonable steps to avoid any part of the assessment of a Learner (including by way of Moderation) being undertaken by any person who has a personal interest in the result of the assessment, as per Ofqual condition A4.6
- ESB International agree to take all such reasonable steps whereby if an assessment by such a person cannot be avoided, for the relevant part of the assessment to be subject to scrutiny by another person, as per Ofqual condition A4.7

3.2 Managing conflicts of interest

- ESB will ensure that its contractual arrangements with staff and third parties who have access to confidential assessment information clearly set out any obligations on those staff and third parties to manage conflicts of interest arising from other activities that they undertake;
- ESB will maintain records of all conflicts and retain relevant entries for as long as required to undertake effective monitoring;

ESB will investigate credible concerns which come to its attention in relation to conflicts of interest.

3.3 Individual responsibilities

It is an important requirement of all employees, centres, contractors and third parties to disclose any activity that might create a potential conflict of interest. If there is any doubt about whether or not an activity represents a conflict of interest, this should be communicated to ESB's HR Manager as soon as an individual is aware.

The declaration of interests

3.3.1 Employees and Consultants: we are asking staff to declare their interests, and any gifts or hospitality offered and received in connection with their role in English Speaking Board (International) Ltd. All employees and consultants of ESB International must declare any relevant interests on appointment, annually or upon any change in circumstance. A declaration of interests form is provided for this purpose, listing the types of interest you should declare. 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 HR Manager for guidance.

The register of interests shall be used to record all gifts of a value over £50 and hospitality over £100 received by the trustees and staff. Gifts and hospitality will be recorded on the register of interests, which will be maintained by the PA to the CEO. The register will be accessible by the PA to the CEO, HR Manager and CEO.

The Register, maintained by the PA to the CEO, will record the data provided in accordance with data protection principles set out in the Data Protection Act 2018. Data will be processed only to ensure that all those to whom the policy applies act in the best interests of ESB. The information provided will not be used for any other purpose. Any queries about the Register should be addressed initially to the HR Manager (fiona.rushton@esbuk.org).

3.3.2 Contractors:

A panel of Contractors to provide assessment and marking services is appointed by ESB for each academic year, on a self-employed basis. It is a condition of any such appointment that a Declaration of Interest is made. No contractor may assess for ESB at any centre where they have taught, been employed or have been a Governor during the past three years. Similar restrictions apply to moderators who are drawn and appointed from the most senior ranks of assessors. Moderators are further restricted in those they may not moderate/appraise by virtue of particular personal knowledge. All such collated information is entered on the database and is used as part of the selection of an available contractor to ensure that no invitation to assess is offered where a contractor is known to have an interest, nor a moderator appointed to observe. All educational employment should be declared, whether or not the contractor knows it to be an ESB registered centre.

Because of the nature of some larger centres, it is possible that different locations or departments of an educational establishment may be offering ESB qualifications e.g. a Senior School where an assessor works at has a differently located Junior School; different prisons where education services are overseen by a single college or organisation. Individual eligibility to assess at these centres is to be considered on a case-by-case basis by the Customer Experience Manager in consultation with the Chief Examiner. A decision may be referred to the Chief Executive if required. The over-riding principle is always to protect both the organisation and any individuals involved from any charge or appearance of acting with impropriety, from the viewpoint of an informed and reasonable observer.

DECLARATION OF INTEREST

This Declaration of Interest is intended to protect both the organisation and the individual from any charge or appearance of acting with impropriety, from the viewpoint of an informed and reasonable observer.

Please complete the Declaration of Interests Form overleaf, and sign the declaration below.

It is your responsibility to inform ESB immediately if an obvious new area of vested interest arises during the year: for example, an assessor takes on some teaching at an additional centre during the session after the Declaration of Interests Form has been completed for that year.

If in doubt about a possible conflict of interest, err on the side of caution and declare it: e.g. close involvement of a family member in an ESB centre or other organisation closely associated with ESB.

Contractors: Please note that you may not assess for ESB at any centre where you have taught, been employed or have been a Governor in the past three years. Please be aware that a centre may use, or begin using, ESB qualifications in a department other than those to which you belong, such that you may not be aware that the organisation is an ESB registered centre, and therefore all educational employment should be declared. For these more remote connections, ESB will assess any possibility or perception of conflict of interest and have the final say on your eligibility to assess there.

ESB's Register of Interests will record the data provided in accordance with data protection principles set out in the Data Protection Act 2018. Data will be processed only to ensure that all those to whom the policy applies act in the best interests of ESB, and thus the learners. The information provided will not be used for any other purpose.

Any queries about the Register should be addressed to the HR Manager.

SIGNATURE AND DECLARATION

- I undertake to update as necessary the information provided and to review the accuracy of the information on an annual basis.
- To the best of my knowledge, the information provided is complete and correct.
- I give my consent for the information I have given to be used for the purposes described in the Declaration of Interest Policy and for no other purposes.

Please complete and sign the form overleaf:-

ESB DECLARATION OF INTEREST FORM

EMPLOYEES & CONSULTANTS/EXTERNAL CONTRACTORS

Please enter N/A where no Detail of Interest applies

Category	Detail of Interest	Guidance Notes
1 Contracted / title of role: Employee Consultant Assessor		More than one category may apply: i.e. Employee role + Assessing
2 Any other current ESB work		For example, membership of a Committee or panel (including Moderator role)
3 Teaching/working at any Centre, including ESB Centres		This includes P/T or supply. Indicate whether CURRENT or within past 3 years (give dates). Specify if a current ESB Centre.
4 Any other interest in a Centre, (may or may not be an ESB Centre)		For example, a Governor at the Centre, your child(ren) attending/working at a school.
5 Assessor for or contracted by any other awarding body		Current or within past 3 years
6 Difficulties / complaints with individuals at any Centre, which may be perceived as affecting conduct of assessment		Give centre, individual and date (within past 3 years). May or may not have been notified officially
7 Any other areas of interest not covered by categories 1-5		For example, business, professional or personal interests with existing or potential links to ESB interests. This includes consultancy.

Name:

Signature:

Date: