

Conflict of Interest Policy

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1. Policy Introduction

English Speaking Board (International) Ltd. (ESB International) is recognised as an awarding organisation in the UK and Internationally. 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 a regulated awarding organisation 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 all individuals involved with any aspects of the creation, marketing, sales, distribution, marking, quality assurance, or any other activity connected with ESB International's qualifications, assessments and supporting resources and services. This includes:

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

1.2 ESB International's responsibilities in managing Conflicts of Interest

ESB International is a registered charity and as such needs to comply with the [Charity Commission's guidance on managing Conflicts of Interest](#). This requires us to identify, declare, consider removing, manage and keep a record of conflicts of interests identified.

As an awarding organisation, ESB International is regulated by the following regulators: [Ofqual](#) (England) and [CCEA](#) Regulation (Northern Ireland). ESB International is committed to complying with regulatory requirements in line with the following: [Ofqual and CCEA's General Conditions of Recognition](#).

Condition A4 – Conflict of Interest which covers:

- A4.1 & A4.2 – Identifying Conflicts of Interest
- A4.3 & A4.4 – Managing Conflicts of Interest
- A4.5 & A4.6 – Interests in Assessments
- A4.7 & A4.8 – The written Conflict of Interest policy

The Conditions do not impose a general prohibition on an awarding organisation operating when Conflicts of Interest exist. Rather, they require awarding organisations to identify, monitor and manage those Conflicts of Interest with a view to preventing any Adverse Effect that might arise from them, and to minimise any Adverse Effect should one nonetheless occur.

However, some of the Conditions do prohibit certain Conflicts of Interest in specific circumstances:

- Condition A8.3 prohibits anyone with a personal interest in the outcome of an investigation into potential malpractice or maladministration from carrying out investigations of suspected or alleged malpractice or maladministration

- Condition G4.6 prohibits anyone with a personal interest in the outcome of the investigation into potential breaches of confidentiality from carrying out investigations of suspected or alleged breaches of confidentiality
- Condition I1.2 prohibits anyone with a personal interest in the decision being appealed from taking decisions on that appeal.

In addition, Conditions A4.6 and A4.7 require awarding organisations to take all reasonable steps to avoid Learners being assessed by anyone with a personal interest in the outcome of the assessment, and – where it is unavoidable – to ensure any part of the assessment they do conduct is scrutinised by someone else who does not have such an interest.

1.3 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:

- result in decisions or actions that are not in the interests of ESB International; or
- risk the impression that ESB International has acted improperly; or
- risks the validity and integrity of the assessment.

The aim of this policy is to protect both, ESB International and the individuals associated with its qualifications, from the risk of non-compliance with the Charity Commission and/ or its regulators, and any appearance of impropriety.

Ofqual's Handbook states that a Conflict of Interest exists in relation to an awarding organisation where:

- (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 a way that complies with its Conditions of Recognition,
- (b) a person who is connected to the development, delivery or award of qualifications by the awarding organisation has 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 a way that complies with the awarding organisation's Conditions of Recognition, or
- (c) an informed and reasonable observer would conclude that either of these situations was the case.

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

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, centre, contractor, or third party working on behalf of ESB International.

Examples of Conflicts of Interest

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:

It should be noted that the lists below are not exhaustive, and each situation should be considered on its own merits.

Professional Conflict of Interest

- 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

- Where a child, sibling or other close family member or friend 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 an interest that conflicts 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.

1.4 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 all parties act in the best interests of ESB International. The information provided will not be used for any other purpose.

ESB International's Privacy Policy and Data Protection Policy are available on our [website](#).

2. Procedures for Trustees of ESB International and senior managers with fiduciary responsibilities

(e.g., the 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 on carolanne.leary@esbuk.org

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 the charity secretary and CEO.

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.

At the start of each board meeting, trustees are asked to confirm any declarations of interest and this is officially minuted by the charity secretary. Trustees are reminded that they must declare any change in job role and any consultancy/volunteering roles. The CEO provides advice following Trustee declarations of any conflicts and how they will be managed.

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 a senior manager with fiduciary responsibilities 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 charities statement of recommended practice ([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 with a contract, you must not be involved in managing or monitoring that contract. 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.

3. Procedures for employees, centres, contractors and third parties of ESB International

Effective management of conflicts of interest requires:

1. The full disclosure of individual interests that might conflict with the best interests of ESB International.
2. The interested officer, employee or other representative must refrain from participating in ESB International decision making with respect to any transaction or relationship in which he or she is interested
3. An independent determination must be made that the transaction or relationship meets the applicable standard and should be entered into or continued.

3.1 Identifying conflicts of interest

ESB International is committed to:

- identifying and monitoring all Conflicts of Interest which relate to it, and any scenario in which it is reasonably foreseeable that any such Conflict of Interest will arise in the future, in line with Ofqual condition A4.1
- establishing and maintaining an up to date record of all Conflicts of Interest which relate to it, in line with Ofqual condition A4.2

ESB International will check that our enforceable agreements with our centres and documentation followed by our centres, satellite centres, 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.

3.2 Managing conflicts of interest

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 A4.3
- 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 A4.4
- 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 A4.5
- Where, having taken all such reasonable steps, an assessment by such a person cannot be avoided, ESB International will make arrangements for the relevant part of the assessment to be subject to scrutiny by another person, 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 A4.6
- ESB International agree to establish, maintain and at all times comply with an up-to-date written Conflict of Interest policy, which include procedures on how ESB International intends to comply with the requirements, as per Ofqual condition A4.7

- When requested to do so by Ofqual in writing, ESB International agree to promptly submit to Ofqual its conflict of interest policy and will ensure that the policy complies with any requirements which Ofqual have communicated in writing, as per Ofqual condition A4.8
- ESB International 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 International will maintain records of all conflicts and retain relevant entries for as long as required to undertake effective monitoring.
- ESB International will investigate credible concerns which come to its attention in relation to conflicts of interest.

3.3 Individual responsibilities - The declaration of interests

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 International soon as an individual is aware.

Employees, contractors and third parties should contact HR Team on: HR@esbuk.org

Centres should contact the Quality Assurance Team on: QualityAssurance@esbuk.org

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 ESB International. 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 is used to record all gifts of a value over £50 and hospitality over £100 received by the trustees/staff. Gifts and hospitality are recorded on the register and is maintained by the CEO's PA. The register is accessible by the CEO/PA of the CEO/ HR Manager. The Register records this data in accordance with data protection principles under the Data Protection Act 2018. Data is processed to ensure those to whom the policy applies act in the best interests of ESB International. The information is not used for any other purpose. Any queries should be addressed initially to the HR Manager.

3.3.2 Contractors

Independent contractors are engaged by ESB International to provide assessment and marking services. It is a condition of engagement that a Declaration of Interest is made. No contractor may provide services for ESB International at any centre where they have taught, been employed or have been a Governor during the past three years. This information is entered on the database and is used to prevent a contractor from providing services where there is a Conflict of Interest. All educational employment should be declared, whether or not the contractor knows it to be an ESB International 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 International qualifications e.g. a Senior School where a contractor works has a differently located Junior School. Individual eligibility to assess at these centres is to be considered on a case-by-case basis. 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.

3.3.3. Centres

The Centre is required to collect all Conflict of Interest information from their officers, selected employees and other representatives involved in ESB International assessments and disclose this information on the **Centre's Conflict of Interest Declaration Form** including any business or financial relationship they or members of their immediate families have or propose to have with ESB International, either directly or through another entity in which they have a significant interest. The declaration form is to be completed by the person who has the overall accountability for the management and quality assurance of the qualifications within the Centre. An amended form must be completed promptly in the event of a material change in circumstances and an advanced disclosure of any proposed business or financial relationship covered by this policy has to be submitted.

The following guidelines are provided to help officers, employees, and other representatives determine whether a relationship should be disclosed:

- A business or financial relationship includes the sale or acquisition of goods, property, or services; the commitment of resources to a common venture; or, in the case of a member of one's immediate family, an employment relationship. It does not include attending ESB International assessment preparation courses as a learner.
- A member of one's immediate family means (1) a spouse; (2) a child, grandchild, parent, grandparent, sibling, uncle, aunt, nephew, or niece, or the spouse of any such person; (3) a person having a step relationship described in (2) above; (4) a parent in-law or a brother or sister in-law; or (5) any other person who resides in the same household as the officer, or employee.
- A significant interest in another entity includes service as a director, partner, or management level employee; the actual or beneficial ownership of more than 5% of the entity; or a compensation arrangement that is dependent upon a business or financial relationship with ESB International.

The foregoing guidelines are not intended to be exclusive; other relationships or interests that might conflict with the best interests of ESB International should also be disclosed. If an officer, employee, or other representative is uncertain whether to disclose a particular business or financial relationship, ESB International should be consulted.

The Centre should remove officers, employees, and other representatives who have disclosed a potential Conflict of Interest from participating in ESB International's consideration of any proposed learner, business or financial relationship in which he or she is interested, except to respond to questions or to provide further information.

4. Review of Policy

ESB International will review this policy in accordance with its published timescales, to ensure its procedures and practices continue to meet legislative and regulatory compliance. It reserves the right to make on- going changes in line with customer and stakeholder feedback, changes in its practices, actions from the regulatory authorities or external agencies or changes in legislation.

Revision No	Change to previous release	Reason for change
3	Employees and consultants/external contractors form, box 1 updated: 'with ESB International' added together with additional categories: Marker, Consultant	Full Review of policy and improve clarity of form to reduce errors
4	1.2 Qualification Wales Standard Conditions of Recognition link replaced 1.4 Information about ESB International's data protection policies added 2.2 information about Col declarations being collected during Trustee board meetings added	To improve clarity
5	1.2 Reference to Qualification Wales removed 3.3.2 Contractors wording updated Appendices added	Regulatory updates

Appendices

ESB-FRM-C45 Centres' Declaration of Interest Form

1. Scope

This declaration applies to all Centres and their staff involved in the delivery of ESB International qualifications and is aligned with ESB International's Conflict of Interest Policy

- Officers (for purposes of this policy, the directors) and senior level administrative/managerial employees agree to refrain from participating in ESB International decision making procedure involving any learners they might have a Conflict of Interest with, members of their immediate family or organisations, except to respond to questions or to provide further information.
- Testing staff (Assessors, Invigilators) who have a Conflict of Interest with a learner taking an ESB International assessment must immediately disclose any possible Conflict of Interest to be reviewed.
- Any proposed business or financial relationship between ESB International and an employee or other representative, or a member of his or her immediate family, or any entity with which the employee or other representative or a member of his or her immediate family is affiliated, is subject to the prior review and approval of the Senior Manager of the ESB International. The relationship must be thoroughly reviewed and considered and clear procedures to limit any potential Conflict of Interests.
- Any officer, employee, or other representative who has a personal participation in outside organisations shall disclose such participation for Conflict of Interest (including conflict of duty and loyalty) assessment

2. Procedure

Effective management of conflicts of interest requires:

1. The full disclosure of individual interests by the Centre that might conflict with the best interests of ESB International.
2. The interested officer, employee or other representative must refrain from participating in ESB International decision making with respect to any transaction or relationship in which he or she is interested.
3. An independent determination by ESB International representative must be made that the transaction or relationship meets the applicable standard and should be entered into or continued.

ESB International'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 International, and thus the learners. The information provided will not be used for any other purpose.

Please complete and sign the form overleaf:-

Centres' Declaration of Interest Form
(please request another form if required)

Name of the person identified as having the Conflict of Interest	Conflict of Interest Identified

☐ If, upon Centre's internal review, no Conflicts of Interests have been identified please tick this box and sign the declaration below.

DECLARATION FROM THE HEAD OF THE CENTRE

- I declare that I have read the "Conflict of Interest Declaration", and that I understand all implications and agree to it in its entirety.
- 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.

Name: _____

Signature: _____

Date: _____

ESB-FRM-C46 Charity trustee/Senior Manager Declaration of Interests Form

I _____ as trustee/Senior Manager 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.	

Name: _____

Signature: _____

Date: _____

ESB-FRM-C47 Declaration of Interest Form for employees, contractors and third parties

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 International 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 International centre or other organisations closely associated with ESB International.

Contractors: Please note that you may not assess for ESB International 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 International 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 International'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 International, 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.

Please complete and sign the form overleaf:-

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 with ESB International: Employee Assessor Marker Consultant		More than one category may apply: i.e., Employee role + Assessing
2 Any other current ESB International work		For example, membership of a Committee or panel (including Moderator role)
3 Teaching/working at any Centre, including ESB International Centres		This includes P/T or supply. Indicate whether CURRENT or within past 3 years (give dates). Specify if a current ESB International Centre.
4 Any other interest in a Centre, (may or may not be an ESB International 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 organisation		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 International interests. This includes consultancy.

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.

Name: _____

Signature: _____

Date: _____