ITALIA CONTI

Conflict of Interest Policy

Version	2526-2.0
Prepared by:	Head of Quality Assurance
Reviewed by:	Principal Director of Finance
Approved by:	Policy Steering Group Board of Directors
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The Director of HR owns this policy for staff matters. The Company Secretary owns the Board-level declaration, recording and escalation process.

The Chief Executive Officer is accountable for effective operation, except where independent Board oversight is required. The Board oversees Board-level and material conflicts. The Audit & Risk Committee oversees conflicts linked to fraud, public funding, procurement, control weakness, governance risk or regulatory assurance.

The Board approves this policy. It is reviewed annually and updated earlier where required by legal, regulatory, OfS, funding, operational or governance changes, audit findings, material conflicts, control weaknesses or lessons learned. Material changes require Board approval.

Contents

1) Scope and Aim

This policy is designed to provide information on conflicts of interest, why conflicts of interest need to be managed and how they will be managed, in compliance with the Companies Act 2006.

The purpose of this policy is to protect the integrity of activities of Italia Conti, and that of employees, contracted workers, and those in a voluntary role at Italia Conti.

This policy applies to:

- permanent employees;
- fixed term employees;
- temporary employees (including agency staff);
- contractors and freelancers;
- volunteers;
- Directors of the Board and Board committee members (references to “Directors” in this policy shall include Board committee members (whether Directors or not) and references to “Board” shall include Board committees);
- advisors and consultants

This policy aims to ensure that:

- everyone to whom the policy applies understands what a conflict of interest is;
- everyone to whom the policy applies understands their responsibility to identify and declare any conflicts of interest;
- every potentially relevant conflict of interest, or perceived conflict of interest, is identified, recorded and prevented (this includes conflict of loyalties);
- decision-making is not affected by conflicts of interest;
- there are clear procedures for managing conflicts of interest where these arise, including how to declare these and ensure that conflicts of interest are logged and reviewed regularly.

2) Definitions

Conflict of interest: a situation in which an individual, or organisation, has competing interests or loyalties. In the case of an individual, their personal, family, financial, professional or connected-person interests and/or loyalties could have the potential to compromise, or appear to compromise, their decisions if not properly managed. There is no legal definition of “conflict of interest”. A useful test is to regard an “interest” as a very broad term that includes a connection or thing which could potentially divert your mind from giving sole consideration to promoting the success of Italia Conti.

Most of these interests will not compete with the duties and responsibilities that individuals have to Italia Conti. Where these obligations to Italia Conti are, or may appear, compromised, a conflict of interests occurs

A *conflict of interest* may arise where an individual might be seen to be influencing Italia Conti matters for actual, potential, or perceived personal benefit.

For the purpose of this policy, conflicts of interest include the following types of conflict:

a) **conflict of interests:** a conflict of interest occurs where there is an actual or potential risk or a perceived conflict in duties between acting in the best interests of

Italia Conti and formal and/or informal commitments, obligations or undertakings to another body/association/affiliation in relation to the same or related matters;

b) **conflict of loyalty:** where overlapping personal loyalties or interests could, or perceived to, prevent an individual from making a decision only in the best interests of Italia Conti;

c) **conflict of commitment:** where an individual's involvement in an outside professional activity, paid or unpaid, involves a commitment of time that may conflict with their role and obligations to Italia Conti.

Interest: something which is of value to an individual and from which they derive some kind of financial or non-financial asset.

a) **Financial interests** include renumeration, e.g., pay, commission, consultancy and assets, e.g. investments, stocks, bonds, property.

b) **Non-financial interests** can include career enhancement, education, reputation, and access to privileged information or facilities.

Connected persons: Employee; Director; Shareholder or immediate family member of any of the above; or customer or recipient of services provided by the company within a particular period other than as a participant in a publicly available programme of study or training delivered by the company in the ordinary course of its activities.

Immediate family member: a spouse, civil partner, cohabiting partner, parent, child, sibling or any other close family relationship which could reasonably be regarded as affecting independent judgement.

3) Principles

This policy is based on the principles that:

- Decision-making must be independent and in the public interest.
- Conflicts must be declared promptly, recorded, and managed through appropriate governance structures.
- No individual with an undeclared or unmanaged conflict may participate in decision-making.
- The Board of Directors and other governance bodies must maintain effective oversight of delegated responsibilities, including conflict-management processes.

4) Examples

Common examples of conflict-of-interest situations include:

a) where there is an actual, potential or perceived personal gain or gain to an immediate family/close contact/ associate;

b) where there is an actual, potential or perceived financial gain which may be seen to influence action or decision-making;

c) where an individual is in a position whether actual, potential, or perceived, directly or indirectly enhance their career or the career of others with whom they are personally associated;

d) where there's an actual, potential, or perceived reputational impact for either Italia Conti or the individual personally.

Whilst an individual may believe that they do not have a conflict of interest, they still need to consider whether the situation or activity could be perceived by others as being a conflict of interest.

A **perceived conflict of interest** is a situation where an outside observer could perceive that an awarding organisation or individual has a competing interest or loyalty. Perceived conflicts of interest must also be managed, reported, and logged.

5) Avoiding conflicts of interest

Members of the Italia Conti community, including contracted workers and those undertaking roles in a voluntary capacity, are expected to be loyal to the stated aims and objectives of Italia Conti.

No one should be involved in making decisions in relation to their commitments to Italia Conti from which they, or anyone with whom they have a close financial or personal relationship, stand to personally benefit.

In considering whether there is any conflict between decisions which an individual is making, and their own personal interests, the common law test for bias is whether an informed and reasonable observer would have any reason to suspect that an individual's impartiality might be compromised.

Such considerations apply to a wide range of activities in which conflicts may arise, including student admissions, auditions and selection, student assessment, academic standards and quality decisions, academic appeals, misconduct and disciplinary proceedings, student complaints, student protection decisions, access and participation activity, course approval, course closure or material change, awarding-body or partnership arrangements, staff recruitment, staff promotion and remuneration, procurement, regulatory reporting, data submissions, and proposed relationships between Italia Conti and outside parties.

The Companies Act 2006 imposes two duties on directors of UK companies in respect of conflicts of interest: a duty to avoid a situational conflict which might arise from some other position or interest the director holds outside UKMC (a **"situational conflict"**); and a duty to declare an interest a director may have in a transaction or arrangement to which UKMC is a party, such as a supplier or customer contract (a **"transactional conflict"** or **"third party benefit"**).

These duties are broadly phrased and have wide application. They may catch situations and transactions that pose no real conflict with Italia Conti's interests. Indeed, the legislation itself excludes interests which cannot reasonably be regarded as likely to give rise to a conflict of interest. There is, however, a risk that what may at the time appear immaterial and unlikely to create a conflict can, at a later date, with the benefit of hindsight and when circumstances have changed, appear material and raise questions as to why it was not disclosed earlier.

It is sensible, therefore, for a Director to disclose all interests that could conceivably give rise to a conflict with the interests of Italia Conti, whether that conflict arises at the time the interest was first known about or at a later date. **The best rule is always: if in doubt, disclose.**

Perception is also an important consideration. A perceived conflict can be as corrosive of a Director's integrity and of a company's good governance as an actual conflict. In addition to actual and potential conflicts of interest, the rules that follow apply equally to a perceived conflict - that is, where a set of circumstances appears to give rise to a conflict even though no conflict may in fact exist. A Director should not put themselves in a position where they are or may be perceived to have a conflict, whether that conflict exists or not.

6) Reporting a conflict of interest

Where an individual believes or suspects there is a conflict of interest, they should report this to the Director of HR (HR@italiaconti.co.uk).

Where an individual believes or suspects another person has a conflict of interest, they should report this to the Director of HR (HR@italiaconti.co.uk).

For Directors, conflicts should be reported as set out in the Declaration of Interests section below
Where a declared, suspected or unmanaged conflict of interest may involve bribery, corruption, fraud, financial irregularity, inappropriate use of public funds, inaccurate data, procurement irregularity, student funding, fee liability or an OfS reportable event, the matter must also be escalated under the Anti-Bribery and Corruption Policy, Anti-Fraud Policy and OfS Notifications and Reportable Events Procedure, as applicable.

7) Declaration of interests

In relation to external commitments that may create conflict, individuals covered by this policy should ensure that they do not enter commitments or engage in activities which, in the reasonable view of the CEO/Principal, might interfere with the efficient discharge of their duties or is in conflict with the interests of Italia Conti. For further guidance, individuals should seek advice from the Director of HR. Staff should also consult Italia Conti policies and guidance on External Paid Activities[1].

Italia Conti expects its directors, managers, teachers and other staff (including volunteers and any other individuals to whom this policy refers) to freely, openly and honestly declare all and any of their interests, in full and without reservation, in suppliers, customers and/or competitors, whether financial or not.

Staff and Committee members should refrain from participating in discussions or decisions where a conflict exists unless explicitly permitted under an approved management plan.

Italia Conti also expects its directors, managers, teachers and other staff (including volunteers and any other individuals to whom this policy refers) to freely, openly and honestly declare all and any gifts or hospitality received in connection with their role with the company, whether from suppliers, customers and/or competitors, whether financial or not.

[1] Staff Handbook

Furthermore, Italia Conti does not expect its directors, managers, teachers and other staff (including volunteers and any other individuals to whom this policy refers) to accept any gifts or hospitality from students and/or their parents/guardians unless of only nominal value.

All offers of gifts or hospitality from students and/or their parents/guardians must be reported in writing to the Director of HR (for employees) and the Company Secretary (for Directors)

Where a gift, hospitality, donation, discount, benefit or other advantage is offered, accepted, refused, returned or donated, it must also be recorded in the Gifts and Hospitality Register where required by the Anti-Bribery and Corruption Policy. Where that gift or hospitality creates an actual, potential or perceived conflict of interest, it must also be recorded and managed under this policy. Recording in one register does not remove the requirement to record or manage the matter under another applicable register or policy.

Declarations of interest should be detailed in writing and recorded by the Director of HR (for employees) and the Company Secretary (for Directors).

For Directors of the Board, declarations of interest must be made to the Company Secretary and the Chair of the Board. Where the declaration relates to the Chair, it must be made to the Company Secretary and an Independent Director. Where the declaration relates to the Company Secretary, it must be made to the Chair of the Board. The Company Secretary will record the declaration and any agreed management action. The Chair, or where conflicted an Independent Director, will determine how the conflict will be managed, including whether the Director should withdraw from discussion, decision-making or access to relevant papers.

Under the terms of this policy, any conflict of interest must be authorised by the Board. If a conflict is so authorised, then the Director may attend, count in the quorum, and vote at a meeting of the Board or relevant committee at which the matter in respect of which the authorised conflict is being considered, unless the conflict is considered to be serious. However, any Director having such a conflict of interest must not vote or count in the quorum in respect of any resolution of the Board authorising their conflict of interest.

If the conflict is considered to be serious the Board may resolve to take the actions listed in section 13 (Potential Outcomes) below.

Provided they have disclosed their conflict of interest in a matter or transaction to be considered at a meeting of the Board, a Director may attend, count in the quorum, and vote at such meeting and in relation to such matters or transactions in which they are interested, in accordance with Article 20 (Board of Directors' Actual or Potential Conflicts).

Declarations of interest for non-Directors should be updated at least annually and at the earliest opportunity when any changes occur.

For Directors: the first item on the agenda of each meeting of the Board and its committees will be a standing item with respect to the reporting of interests, with the following procedure applying:

- Directors attending the meeting are to declare any conflicts of interest relating to the matters to be discussed at the meeting;

- the Chair will inform the other Directors and the Company Secretary of any conflict of interest that has been declared by a Director prior to the meeting that relates to the business to be discussed at the meeting; and

- in advance of the next meeting of the Board, the Company Secretary will update the Board Declarations Register with details of Directors' and Board Committee members' interests.

If an individual is unsure whether something should be reported, employees should contact the Director of HR for confidential advice, and Directors should contact the Company Secretary or Chair of the Board.

8) Declarations of Interests Register (Record Keeping / Transparency)

Declarations of interest must be recorded in the central Declarations of Interest registers.

Staff and operational conflicts are recorded in the Staff and Operational Conflict of Interests Register maintained by HR.

Board, Board committee and Board-reserved matter conflicts are recorded in the Board Declarations of Interest Register maintained by the Company Secretary.

The register must record the interest, date declared, affected role or decision area, management action, review date and closure date where applicable.

The register must be reviewed at least termly by the relevant owner and reported to the Board, or a Board committee where delegated, where a conflict is material, repeated, unresolved or linked to reserved matters, procurement, public funds, senior appointments, academic governance, student interests or regulatory reporting.

Directors should make declarations on appointment and renew these annually via the Company Secretary, who shall update the Board Declarations of Interest register accordingly.

9) Failure to declare a Conflict of Interest

Should an individual fail to declare a conflict of interest, they may be subject to disciplinary action.

10) Exemptions

Where the benefits of an interest are universal, or where the benefit is insignificant, this does not have to be declared. Individuals should contact the Director of HR if they are unsure whether a benefit from an interest does not need to be declared. All decisions regarding what qualifies as a significant interest is that of the Director of HR and CEO. These decisions are final and not subject to an appeal.

11) Managing Contracts

No person may be involved in managing or monitoring a contract for which they have a direct interest.

Where a conflict relates to procurement, contract award, contract variation, contract management, payment approval, use of public funds, related-party transactions, or services provided by a connected person, the conflicted individual must not participate in scoping, evaluation, approval, award, monitoring, payment approval or performance review unless a written management plan has been approved by the appropriate non-conflicted authority. Related-party or connected-person matters that are material, novel, recurrent, or outside delegated authority must be escalated to the Board or relevant Board committee.

12) Managing Conflicts of Interest (formal meeting / non-Board meetings)

Meeting minutes must record both declared conflicts and how they were managed.

Where Conflict of Interests have either been declared by individuals, or identified by others, the Director of HR, CEO, COO, Principal or their nominated deputies will convene a formal meeting. This meeting will decide:

- the nature and extent of the conflict
- the actions taken to manage the conflict.

They will apply the common law test of impartiality when considering conflicts of interest.

Where necessary, the Director of HR, CEO or Principal, or the Board if related to the CEO, will make enquiries within or outside the organisation and may ask others for specialist advice.

Several factors need to be considered when assessing the seriousness of the conflict of interest and potential for bias. These include, but are not limited to:

a) the seriousness of the actual, potential or perceived conflict;
b) how closely the two interests are related to each other;
c) the magnitude of the actual, potential or perceived effect of one on the other;
d) the nature or significance of the particular decision or activity being carried out;
e) the extent to which the individual's other interest could affect or be perceived to affect Italia Conti's decision or activity;
f) the nature of the individual's current or intended involvement in Italia Conti's decision or activity.

13) Potential outcomes

Once the Conflict-of-Interest formal meeting has been held, the following outcomes are possible:

<u>a) No conflict of interest</u>
Where the formal meeting determines there is no conflict of interest, this should be formally recorded on the Conflict of Interests register which is kept by the Human Resources Department.

b) Conflict does exist

If the formal meeting deems a conflict of interest to exist, the formal meeting will determine the appropriate resolution. These may include:

i. **continue**: be permitted to continue, where the conflict is considered to be insignificant;

ii. **continue with exemption**: seek a formal exemption to allow participation (if such a legal power applies);

- **continue with restrictions or additional oversight**: for example, partial participation, where an individual may contribute information, but must not take part in decisions making;

- **withdrawal (recusal)**: for the individual to withdraw from any discussions in relation to the particular project or from making any decisions in relation to the particular project (or a temporary or permanent basis), which will also include restricting the persons access to confidential information, papers or correspondence relating to the matter in question via the use, for example, of information barriers or password protected documents;

- **reassign**: transfer or delegate authority for decisions, tasks or duties to other suitable persons) or committee or appointing an independent third party or non-conflicted person to oversee or take the lead on that matter in respect of which the conflict has arisen,

- **relinquish or remove**: for the individual to stand aside from any involvement in the particular project, or in exceptional circumstances and where no other mitigating action is sufficient to manage the conflict, recommending or requiring that the conflicted person (including a Director) to consider resigning from the Board or from the external position or role giving rise to the conflict, or

- **other**: taking such other steps as the chair and non-conflicted persons (or Chair and the non-conflicted Directors in the case of a Board meeting) consider necessary or desirable to protect the interests of Italia Conti and ensure the integrity of Italia Conti's decision making,

The outcome is formally recorded on the Conflict of Interests Register.
Relevant meeting minutes must record both declared conflicts and how they were managed.
These decisions are final and not subject to an appeal.

Where a conflict, failure to declare, or failure to manage a conflict may affect the accuracy of information supplied to the OfS or designated data body, the use of public funds, compliance with a condition of registration, the interests of students, or the integrity of Board or academic governance, the matter must be escalated to the Accountable Officer and Board for consideration of any required OfS notification or regulatory reporting.

14) Data Protection

Information provided under this policy will be processed in accordance with applicable data protection legislation, including the UK GDPR and Data Protection Act 2018. Information may be used for the purposes of identifying, managing, recording and assuring conflicts of interest; supporting governance, audit, risk, compliance and regulatory reporting; and responding to lawful requests from regulators or statutory bodies. Access will be limited to those with a legitimate governance, management, assurance or regulatory need.

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15) Monitoring and enforcement of this policy

This policy is reviewed annually. It is monitored by the Policy Steering Group and enforced by the Senior Leadership Team and Board of Directors of Italia Conti.

The Director of HR and Company Secretary must provide periodic assurance reporting on the operation of this policy to SLT and to the Board or relevant Board committee. Reporting should include completion of declarations, material conflicts, recusals, breaches, related-party or procurement conflicts, unresolved actions, and any themes relevant to risk, internal control, public funds, student interests, academic governance or regulatory reporting.

All Directors, senior leaders, staff with delegated decision-making authority, committee members, admissions and assessment staff, procurement staff and staff involved in regulatory or data submissions must receive induction and periodic refresher guidance on identifying, declaring and managing conflicts of interest. Completion records must be retained and made available for governance assurance and regulatory evidence purposes.

16) Link to other policies and related documents

- Articles of Association
- Code of Governance, Principles and Conduct
- Primary Statement of Responsibility
- Board of Directors Terms of Reference
- Scheme of Delegation (Board)
- Scheme of Delegation (CEO)
- Terms of Reference & Meetings Manual
- Board of Directors Handbook
- Staff Handbook
- Risk Management Policy
- Fit and Proper Persons Policy
- Anti-Fraud Policy
- Anti Bribery and Corruption Policy
- Procurement Policy
- Financial Delegation and Approval Framework
- Whistleblowing Policy
- OfS Notifications and Reportable Events Procedure

- Data and regulatory returns procedures relevant to partner, SLC, Department for Education and OfS submissions
- Business Plan and associated governance documents (as required under E7)

Update log

v2526-1.0	Review 4th March 2026	Reviewed to ensure compliance with OfS regulatory requirements and best practice guidance for Condition E7.
	4th March 2026	Section 1: Scope and Aim added non-executive directors and member of the boards, advisors and consultants. Standard definition of temporary staff used for section 1
	4th March 2026	New section 3 added, to clarify Principles
	4th March 2026	13.b.v - rephrased to meet E7 requirement for clear and appropriate delegation
	4th March 2026	Approved by Policy Steering Group
v2526-2.0	3rd June 2026	Conflicts of Register wording updated to: "Staff and operational conflicts are recorded in the Conflict of Interests Register maintained by HR. Board, Board committee and Board-reserved matter conflicts are recorded in the Board Declarations Register maintained by the Company Secretary." Approved by Policy Steering Group.
	3rd June 2026	Alternative reporting routes added where the Chair of the Board or Company Secretary has a conflict. Declarations of Interest Register ownership, recording and review arrangements clarified. Connected-person and conflict wording aligned to confirm that conflicts extend beyond immediate family. Gifts and hospitality reporting route clarified for Directors. Contract, procurement, related-party and public-funds conflict controls strengthened. Board assurance reporting and escalation routes added for material conflicts. Regulatory escalation route added for conflicts affecting OfS compliance, public funds, student interests or regulatory reporting. Training and implementation evidence requirements added for relevant staff, Directors and decision-makers. Examples of conflicts expanded to include academic governance, student interests, access and participation, student protection and regulatory reporting. Data protection and review-cycle wording updated.