# Conflict of Interest Policy

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## 1. Policy principles

For this policy, a conflict of interest is defined as a situation in which an individual, or organisation, has, or may be perceived to have, competing interests or loyalties which could lead to a potentially subjective, biased, or corrupt decision being made by that individual or organisation.

NCFE recognises and encourages the promotion of building successful business and external relationships. In doing so, we are mindful that there may be situations when a perceived or potential conflict of interest may arise and that we have a duty to identify, manage and mitigate potential conflicts of interest.

As such, where a potential conflict may be identified, NCFE colleagues must follow the guidance outlined in this document.

## 2. Introduction

This document and its associated procedures support us in ensuring that working relationships with colleagues, stakeholders, partners, and customers do not conflict with our requirement to engage in business relationships in a legal, transparent, ethical, and responsible manner.

NCFE recognises that conflicts of interest may arise that could lead to individuals making decisions, or appearing to make decisions, that are based on personal interest and not the interest of the organisation or what is ethically correct. Such conflicts of interest may also constitute a form of corruption and risk the organisation becoming non-compliant with our regulator's General Conditions of Recognition, relevant Charity Commission guidance, the Charities Act 2022 and the Economic Crime and Corporate Transparency Act 2023.

### 2.1. Purpose

This document outlines NCFE's approach to identifying and managing conflicts relating to all NCFE colleagues, suppliers, partners, contractors, and flexible workers. The document clearly outlines responsibilities for reporting and mitigating potential or actual conflicts, provides guidance for different departments across the organisation, outlines how a conflict can be raised and recorded and ensures that such conflicts do not become conduits or cover for fraudulent or dishonest conduct.

### 2.2. Scope

This policy applies to all individuals working for or on behalf of NCFE, including all colleagues at all locations and at all levels including members of the Board, the Executive Team, external contractors, agency workers, flexible workers, partners, suppliers, centres, customers, any associates, any subsidiaries or their employees or any other person associated with us (collectively referred to in this document as 'individuals').

This policy extends to all of NCFE's dealings and transactions in all countries in which it or its consultants, partners, stakeholders, associates, and all future companies operate.

This policy covers conflicts of interest for the NCFE Group. This document supports specific Awarding and/or EPA (End Point Assessment) plus conflicts of interest procedures

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that relate to potential learner-centric conflicts, such as teaching and assessment delivery. Where a decision is taken by the Board of Directors and Executives to keep a subsidiary/entity outside of the scope of this policy, there will be a Corporate Policy implemented which captures the Conflict of Interest arrangements.

### 2.3. Responsibilities/duties

This policy sets out the responsibilities of all individuals, in line with their Statement of Terms and Conditions of Employment (or other contractual arrangement), in supporting us to meet the requirements set out by the Charity Commission and in our regulators' General Conditions of Recognition.

Key stakeholders of this policy are responsible for ensuring that, where they are responsible for recording or monitoring conflicts, this policy is kept under review and followed where a potential or actual conflict is identified with support from relevant departments.

### 2.4. Definitions

| Word/Acronym | Definition |
|---|---|
| ARA | Audit, Risk and Assurance |
| BAU | Business as usual |
| Conflict of Interest | A situation in which an individual, or organisation, has, or may be perceived to have competing interests or loyalties which could lead to a potentially subjective, biased, or corrupt decision being made by that individual or organisation. |
| CRO | Chief Regulatory Officer |
| EPA | End Point Assessment |
| Individuals | Anybody working for or on behalf of NCFE, including all colleagues at all locations and at all levels including members of the Board, the Executive Team, external contractors, agency workers, flexible workers, partners, suppliers, centres, customers, any associates, any subsidiaries or their employees or any other person associated with us. |
| SLT | Senior Leadership Team |

### 2.5. Location

This document will be available via NCFE.

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## 3. Conflicts of Interest guidelines

Assessing the risks to NCFE arising from potential conflicts of interest is an integral part of NCFE's overall risk management process. Identified conflicts of interest are mitigated as far as possible and are monitored as part of overall risk management and internal control processes.

Periodic reviews of our conflicts of interest policy and procedures are undertaken as part of our governance and accountability processes. All existing and reasonably foreseeable conflicts of interest will be identified and monitored by our organisation in line with this procedure and escalated to an Executive Member/Trustee where appropriate.

Documented conflicts of interest will be monitored closely, particularly during periods of change, to mitigate the possible impact of any potential Adverse Effect, as specified in our regulators' General Conditions of Recognition. Wider conflicts must also be considered where they relate to NCFE, its subsidiaries, or its providers to ensure that the likelihood of fraud or wrongdoing is mitigated.

Unmanaged or undisclosed conflicts of interest can create risks of fraud or misuse of position. All individuals must act with integrity and declare any actual or potential conflicts promptly.

Declared interests will be reviewed and managed to protect the integrity of our decisions and prevent fraud. Where necessary, controls such as recusal or independent oversight will be applied.

This policy supports our compliance with Ofqual's Fraud Action Plan and the Economic Crime and Corporate Transparency Act 2023.

## 4. Role specific requirements (roles and procedures)

### 4.1 Trustee (NCFE Parent)

In the case of a conflict of interest arising for a Statutory Director or Trustee, where a conflict is not authorised by virtue of the Memorandum or the Articles, the un-conflicted Directors/Trustees may authorise conflicts of interest where the following conditions apply:

- The Charity Commission's permission is sought before a benefit for a Trustee may be authorised that is not otherwise authorised in the Memorandum of Articles or already authorised in writing from the Commission.
- The Director who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person.
- The Director who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting.
- The Directors who have no conflict of interest in this matter consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- Any such disclosure and the subsequent actions taken are noted in the minutes and maintained in the register of conflicts by the Company Secretariate.

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### 4.2 Executives

The Executive team are responsible for ensuring this policy is complied with throughout and across the organisation, including their own personal compliance.

The Executive members are responsible for reporting any identified or potential conflicts of interest that are specific to another member of the Executive team to the Chair of the Board. In the absence of the Chair, the Deputy Chair of the Board should be reported to.

Specifically, as an Executive member, the CRO is responsible for escalating reports of actual or potential conflicts of interest to the Board, where such conflicts may be contrary to NCFE Awarding's regulatory duties/interests and/or could have an impact on NCFE's awarding regulatory status and relationships with our regulators, stakeholders, and customers.

#### 4.2.1. Statutory Directors of Active IQ Limited (Active IQ)

Where a decision is taken by the Board of Directors and Executives to keep a subsidiary/entity outside of the scope of this policy, there will be a corporate policy implemented which captures the conflict of interest arrangements.

For this policy, Active IQ is within scope and governed by its own Corporate Policy, which defines Active IQ's governance arrangements and clarifies accountability and decision-making responsibilities in its interactions with NCFE.

Despite being part of the same Group of companies, NCFE and Active IQ operate separately and independently from each other. Responsibility for the management and oversight of Active IQ rests with its statutory directors (NCFE CEO and CFO) who must act in the interests of Active IQ. The statutory directors are joined by the following roles who help underpin strong compliance and governance at Active IQ:

- Responsible Officer – *governed by NCFE's RO Communication Policy and NCFE's Change of RO Policy*
- Company Secretary

The CEO, CFO and CRO are also members of the Executive team at NCFE. In the unlikely scenario where there is a conflict of interests between their roles at Active IQ and Executive Members of NCFE, the directors will document the conflict, the nature of the discussion, how the conflict has been managed and the rationale for any decisions made. This will be done by the Company Secretary with it being the responsibility for the Executive Member escalading the conflict to them to ensure there is a record of the activity.

### 4.3 Line Managers

All colleagues are responsible for ensuring this document is complied with. All managers are responsible for reviewing any conflicts to ensure awareness and enable them to make decisions relating to potential conflicts. When appointing new starters, line managers should follow the onboarding guidance (available via COLIN) that includes review of the Conflict of Interest Policy. Line managers are also responsible for monitoring at-risk activities and performance of those they are managing in relation to conflicts.

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### 4.3.1. Management receiving a conflict of interest notification

All managers receiving information on actual or potential conflicts of interest must ensure that any potential conflicts not causing a significant risk to the business are appropriately recorded, monitored, and managed. Managers are required to maintain knowledge of this policy and any procedures in place within their area for managing potential conflicts. Where further guidance is required, managers should contact ARA for support.

Conflicts, or potential conflicts that may pose a significant risk to the business, must be escalated in confidence to the Head of ARA and an Executive member to raise awareness and ensure that appropriate action can be taken to minimise any risks and where possible resolve the issue.

Where a conflict relates to our colleagues or members of the Board, the line manager should consider whether it needs to be escalated to the Head of Governance and Head of ARA. The People Services will ensure that confidentially is maintained and will securely record the conflict.

The Head of ARA will support in the evaluation of whether any identified significant risks may result in an Adverse Effect (as outlined in the General Conditions of Recognition) and may require reporting to the appropriate awarding regulators. Upon identification, significant risks to the business posed by the matter will also require escalation via the Head of ARA or Regulations Manager to the appropriate Business Unit/Group Risk Register.

Potential cases which may introduce other regulatory risks (such as those governed by other specific legislation) will also be escalated to the appropriate Business Unit Director/Executive Member. This will allow the evaluation of whether external specialist advice via Legal Services is required in assessing/mitigating the risk.

All declarations are to be reviewed on an annual basis, and this responsibility is devolved to line managers. Any amendments because of this review must be made to the relevant log for each business area and via HoRace. Forms are currently stored in the colleague's file on the secure People Services SharePoint. From 1 Feb 2026 all conflicts of interest will be recorded in HoRace.

### 4.4 Colleagues

No colleague within the NCFE Group shall provide or accept preferential treatment (including discounts on services and bribery) to or from any colleague or any other part of NCFE Group where such a transaction may adversely affect the business, learners, centres, or other relevant parties. Such actions may also be construed as bribery and may be subject to criminal prosecution. For further information on this, colleagues should review the Anti-Bribery and Corruption Policy

To assist us in managing significant risks with regards to potential conflicts of interest, individuals must tell us about any relevant risk and/or issue in relation to a conflict of interest (or potential conflict) that has come to their attention. This will be covered as part of the onboarding and induction process where new starters will complete a conflict of-interest declaration that will be shared with their line manager. Managers are advised to prompt colleagues with long service to consider whether an updated declaration is required.

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If any change of circumstances occurs that could result in any potential conflict of interest, the colleague should contact People Services to update their Conflict-of-Interest declaration We appreciate that colleagues may wish to do so in confidence, for example where they are uncomfortable with raising concern directly to Senior Leadership team (SLT), Executive, and request that colleagues refer to our Whistleblowing Policy for more information on maintaining anonymity when raising a concern.

Every individual working with NCFE must complete the appropriate forms to declare any COI prior to starting a new agreement with NCFE or commencing any new assignments within the existing agreement. For flexible workers the operational contact will review to identify any risks and record action for mitigation, seeking guidance from senior management or escalating where appropriate.

Any person or body employed by or acting on behalf of NCFE is personally responsible for ensuring that they adhere to the policy and procedures in this document. If colleagues have a query relating to conflicts of interest which is not included in this policy, they must refer the matter to their immediate line manager in the first instance, or a member of SLT. Line managers are recommended to escalate queries to SLT where they are unsure.

If a conflict of interest arises, or it is anticipated that one may arise, colleagues must inform their line manager or a statutory director/Executive, or SLT to protect the business and relevant individuals. If there is any doubt whether an activity represents a conflict of interest, the matter should be raised in this way, in order that an objective assessment may be made. Line managers who require additional advice should consider whether it needs to be escalated to the Head of Governance and Head of ARA. All potential conflicts of interest which relate directly to the colleague themselves must be recorded by the colleague by completing the conflict of interest form. The record must contain information on how the conflict of interest will be managed. This record must be maintained and kept under review by the line manager.

Conflicts of Interest relating to another individual (such as conflicts reported under the Whistleblowing policy) will be recorded by a line manager/Director/Executive, subject to confidentiality (receiving line managers should seek advice from ARA by emailing regulations@ncfe.org.uk), particularly in relation to the confidential recording of information.

### 4.5. Quality assurance and assessment related roles

Quality Assurance and Assessment related roles applies to all individuals working for or on behalf of NCFE, in the context of assessment, whereby they may be producing

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reviewing, marking, or conducting assessments. Individuals working for, or on behalf of NCFE in relation to assessments, must refer to the Conflicts in Assessment Procedure

for further information on what constitutes a conflict for relevant roles.
The aim of the procedure is to provide assurance that the integrity of confidential assessment materials is being upheld and always protected. It extends to all of NCFE's dealings and transactions in all countries in which it or its consultants, partners, stakeholders, and associates operate.

### 4.6. Our stakeholders (including centres, customers)

In line with our contractual agreements, including our Centre Agreement, we expect our centres, customers, and :

- to read and abide by the contents of this policy when preparing for quality assurance reviews.
- to adhere to any contractual arrangement, you may have with us in relation to conflicts of interest.
- to have a dedicated conflicts of interest policy and procedures which can be produced on request by our colleagues
- to fully adhere to those policies and procedures in the identification, minimisation and mitigation of risks relating to conflicts of interest.
- to declare any relevant conflicts within your centre to NCFE using the form provided on NCFE's website.
- to tell us when an incident of, or a significant risk incident of a conflict of interest that may adversely affect the NCFE Group has been identified.

This policy and supporting guidance for customers is available via the NCFE website.

Stakeholders, including customers and centres, suppliers should report risks or instances of conflicts of interest as per the conditions set out in their contract and/or Terms of Agreement.

Major conflicts of interest that could adversely affect NCFE should also be escalated to the Head of ARA or an Executive member. Guidance on how to contact NCFE can be found on the NCFE website.

### 4.7. Independent Suppliers/Sole Traders, Contractors

In line with their contractual agreements, and as part of onboarding, we expect our contactors, independent suppliers and sole traders:

- to read and abide by the contents of this policy.
- to adhere to any contractual arrangement, you may have with us in relation to conflicts of interest.
- to declare any relevant or potential conflicts to NCFE.
- to tell us when an incident of, or a significant risk incident of a conflict of interest that may adversely affect the NCFE Group, has been identified.

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### 4.8. Team duties

People Services will provide all new starters with a copy of the ‘new colleagues’ conflict of interest form’ before employment and will annually remind colleagues to review and update their declarations as outlined in section 4.4.

Contractors are not provided with a conflict of interest form by People Services and instead are asked to declare conflicts directly when onboarded, or when their circumstances change, with the Development teams. All conflicts recorded by Development teams are added to the conflict of interest tracker to be monitored.

ARA will support where necessary in terms of conflicts of interest identification and assessment. NCFE’s conflicts of interest programme are monitored periodically by the ARA team in line with NCFE’s risk and compliance work streams. Monitoring may typically cover:

- a review of any recorded conflicts, ensuring that relevant procedures have been followed and, where relevant, conflict matrices have been followed.
- any mitigations put in place by teams in response to a conflict.

### 4.9. Conflict of Interest working group

The purpose of the COI working group is to ensure that procedures relating to the management of Conflicts of Interest, including the use of NCFE's conflict of interest tracker and conflicts matrix, are standardised, and meeting the requirements laid out in the General Conditions of Recognition by ensuring each area that has potential conflicts is represented by a suitable colleague.

These colleagues meet once a month, to review audits ensuring they have been completed by each area of the business and to discuss issues that may have arisen through the audit process.

Any updates that arise through group discussion are cascaded to the wider organisation by the group representatives. The group maintain an open dialog outside of the monthly meetings, collaborating on process changes/updates and supporting with internal conflict queries.

## 5. Specific areas for consideration regarding potential conflicts of interest

### 5.1. Additional paid work

Colleagues under full-time employment with NCFE are expected to devote their working time to NCFE as outlined in their contract of employment. Any colleague considering undertaking additional paid work (on either an employed or self-employed basis, or own their own business) outside NCFE must seek their line manager’s written agreement beforehand, as stipulated in the colleague’s contract of employment.

Colleagues are not permitted to take on any such activities that could be deemed to compete or conflict with NCFE’s activities. All other individuals (for example contractors and quality assurance assessment related roles) must follow the procedures set out by

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the relevant department within the NCFE Group and/or contained within their contract for services.

### 5.2. Potential for conflicts with regards to NCFE qualifications

Colleagues engaged in a team or role which has access to qualification assessment materials, content, or mark schemes, may not be permitted to take an NCFE qualification due to the risk of a high conflict of interest and the potential impact on our regulatory requirements. Such colleagues must speak to their line manager prior to registering for an NCFE qualification.

Anyone who has access to confidential assessment material for a qualification is not permitted to deliver external training on that qualification, including contractors and casual/flexible workers who wish to attend a training event for which they have been involved in writing/reviewing assessment material for the qualification that is part of the training event. Such colleagues must consult with their line manager should they wish to attend these training events.

## 6. Where do I record my disclosure?

Contractors and suppliers are required to raise any conflicts to declare any relevant conflicts to NCFE when undergoing onboarding and if any new conflicts arise.

Those with Quality Assurance and assessment related roles are required to disclose via the Conflict of Interest Declaration form on the NCFE Flexible Worker Area and via the Examiner Availability form which is submitted prior to each marking window.

## 7. How to contact us

If you have a concern or query about conflicts of interest, you can contact us via phone or email.

Specific queries can be raised based on the type of conflict:

- Workers/Contractors – PractitionerEngagementTeam@ncfe.org.uk
- Third Parties/Suppliers – legal@ncfe.org.uk
-

To report a conflict of interest please follow the procedure outlined above. If you have already collated evidence prior to disclosure, please also send this to us via email or post.

*To continue to improve our levels of customer service, telephone calls may be recorded for training and quality purposes. Please see our Privacy Notice (https://www.ncfe.org.uk/privacy-notice/) for further information on your rights and our responsibilities under the General Data Protection Regulation

## 8. Awareness and compliance by external parties

All individuals working for or on behalf of NCFE, including, contractors, partners, will undergo training on conflicts of interest during their onboarding process.

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External parties are responsible for ensuring their personnel are aware of and comply with this policy. Upon request, external parties may be required to disclose actual or potential conflicts of interest.

NCFE may where appropriate provide guidance to external parties regarding conflicts of interest expectations

## 9. References to associated documents

| Document No | Document Name |
|---|---|
| ARA-051 | Whistleblowing Policy (available on NCFE website) |
| ARA-004 | Anti-Bribery and Corruption Policy (available on NCFE website) |
| CS-LC-001 | Centre Agreement (available on NCFE website) |

## 10. Implementation and dissemination

| | |
|---|---|
| Implementation | Available QMS SharePoint.<br>Version on NCFE Website to be updated upon addition to QMS. |
| Dissemination | Email sent to responsible manager for dissemination to relevant stakeholders. Communicated in monthly internal comms following final approval |

## 11. Monitoring arrangements

Compliance with relevant conflict of interest guidance and requirements will be monitored and maintained by the responsible manager for each area.

Overall alignment with this policy will be monitored by ARA via quarterly Assurance Map activity and by the Conflict of Interest Working Group as part of BAU activity.

This policy will be reviewed annually or earlier in the event of any significant legislative changes, organisational changes and any incidents of non-compliance or other circumstances highlighting emerging conflicts of interest risks.

## 12. Data retention

All data pertaining to a potential or actual conflict will be maintained by the Company Secretariat for five years.

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