BOOMSATSUMA

Conflicts of Interest Policy

Version	1
Owner	Audit and Risk Committee
Approving body	Board of Directors
Date approved	10 June 2026
Effective from	1 July 2026
Review frequency	Three years
Review date	1 July 2029

See Appendix A for version history

Conflicts of Interest Policy

1. Purpose

1.1. Boomsatsuma Education Ltd ('Boomsatsuma') is committed to conducting its activities with integrity, transparency, and accountability. Effective identification and management of conflicts of interest is essential to maintaining fair and objective decision-making, protecting the integrity of governance and management processes, and ensuring that decisions are taken in the best interests of Boomsatsuma and its students.

1.2. This Policy provides a clear and proportionate framework for the identification, declaration, recording, and management of actual, potential, and perceived conflicts of interest across Boomsatsuma.

2. Scope

2.1. This Policy applies to all individuals acting on behalf of Boomsatsuma, including:

- Members of the Board of Directors
- Members of committees, panels, and working groups
- Employees
- Contractors and consultants acting in an official capacity
- External advisers and any other individuals involved in governance, management, or decision-making activities on behalf of Boomsatsuma.

2.2. This Policy applies to actual, potential, and perceived conflicts of interest arising in connection with an individual's duties, responsibilities, or activities on behalf of Boomsatsuma.

3. Definitions

3.1. For the purposes of this Policy, a ‘conflict of interest’ is defined as a situation in which an individual’s personal, financial, professional, academic, or other interests conflict with, could conflict with, or could reasonably be perceived to conflict with, their duties and responsibilities to Boomsatsuma.

3.2. An *actual* conflict of interest arises where there is a direct conflict between an individual’s duties to Boomsatsuma and another interest or obligation.

3.3. A *potential* conflict of interest arises where a conflict has not yet arisen but could reasonably arise in the future.

3.4. A *perceived* conflict of interest arises where it could reasonably be perceived that an individual’s judgement, actions, or decision-making on behalf of Boomsatsuma may be influenced by another interest, regardless of whether this is the case in practice.

3.5. Conflicts involving personal relationships, gifts, hospitality, or other associated matters may also be addressed under related policies, including Boomsatsuma’s Anti-Bribery Policy [Link].

4. Principles

4.1. Individuals acting on behalf of Boomsatsuma are expected to act honestly, objectively, and in the best interests of Boomsatsuma and its students. Decisions must be taken fairly, transparently, and free from inappropriate influence.

4.2. Conflicts of interest are not, in themselves, evidence of wrongdoing and may arise naturally through professional, academic, financial, personal, or external activities. All actual, potential, and perceived conflicts of interest must be identified, declared, and managed appropriately.

4.3. Conflicts of interest will be managed proportionately, taking account of the nature of the conflict, the risks involved, and the need to maintain confidence in the integrity of Boomsatsuma's governance, management, and decision-making processes. Declaring a conflict of interest does not necessarily prevent an individual from participating in discussion or decision-making.

4.4. Boomsatsuma will maintain a published Register of Interests and appropriate internal Conflict of Interest Records, including records of declarations and agreed management actions, in support of transparency, accountability, and good governance.

5. Responsibilities

5.1. All individuals covered by this Policy must:

- Identify and declare actual, potential, and perceived conflicts of interest promptly in accordance with Section 6 of this Policy
- Provide accurate and complete information in relation to declared interests
- Comply with any agreed management actions
- Act in accordance with this Policy at all times.

5.2. Line managers are responsible for:

- Ensuring that their direct reports are aware of and understand this Policy
- Supporting the implementation of this Policy within their areas of responsibility
- Providing appropriate guidance and taking reasonable steps to identify, address, and escalate conflicts of interest where appropriate.

5.3. Chairs of the Board, committees, panels, and working groups are responsible for ensuring that declarations of interest are invited, considered, and appropriately managed at meetings.

5.4. The Company Secretary is responsible for:

- Maintaining and updating the published Register of Interests
- Maintaining internal Conflict of Interest Records, including declarations and agreed management actions
- Escalating material concerns where appropriate.

5.5. The Board of Directors retains overall accountability for ensuring that Boomsatsuma maintains effective arrangements for the identification, declaration, recording, and management of conflicts of interest.

5.6. The Executive Committee is responsible for the operational implementation of this Policy. This includes:

- Supporting the effective identification and management of conflicts of interest across operational areas
- Ensuring that material conflicts or concerns are appropriately considered and escalated where necessary
- Promoting a culture of openness, integrity, and transparency across the organisation.

5.7. The Audit and Risk Committee is responsible for oversight of arrangements relating to conflicts of interest as part of its wider responsibility for risk management, compliance, and internal control. This includes:

- Overseeing the effectiveness of arrangements for identifying, declaring, recording, and managing conflicts of interest
- Monitoring any material conflicts or concerns raised under this Policy
- Reviewing the Register of Interests and any significant themes arising from internal Conflict of Interest Records
- Reviewing this Policy and recommending updates to the Board of Directors where appropriate.

6. Declaring Conflicts of Interest

6.1. Individuals covered by this Policy must declare any actual, potential, or perceived conflict of interest in writing (email is sufficient) as soon as the conflict arises or becomes known, including where it is recognised that a conflict could reasonably be perceived to exist. Conflicts of interest should normally be disclosed to the individual’s line manager. Individuals may also seek advice from, or make disclosures to, the Company Secretary where appropriate.

6.2. Where the recipient of the disclosure has an interest in the matter being disclosed, the matter should be referred to another appropriate and non-conflicted senior individual.

6.3. Declarations of interest shall be a standing item on the agenda for meetings of the Board of Directors, committees, panels, and working groups to enable attendees to declare any conflicts of interest relating to specific agenda items.

6.4. The Chair shall determine any actions required in relation to the declared conflict, including whether the individual may participate in discussion or decision-making. Declarations and any agreed actions shall be appropriately recorded in meeting minutes or internal Conflict of Interest Records where appropriate.

6.5. Where the conflict relates to the Chair, the matter shall be considered by another appropriate and non-conflicted member.

7. Registers and Records

7.1. Boomsatsuma will maintain a published Register of Interests in support of transparency, accountability, and good governance. The Register of Interests will normally include relevant declared interests relating to members of the Board of Directors, members of the Executive Committee, and other senior postholders where appropriate.

7.2. Individuals included on the Register of Interests are responsible for notifying the Company Secretary of any relevant changes to their declared interests as soon as reasonably practicable. Where a declared interest is no longer relevant, individuals may request that their entry is amended or removed from the Register of Interests.

7.3. Boomsatsuma will maintain internal Conflict of Interest Records where appropriate, including records of declarations and agreed management actions. Declarations of interest and any agreed management actions relating to meetings shall also be appropriately recorded in meeting minutes.

8. Managing Conflicts of Interest

8.1. Conflicts of interest will be managed proportionately, taking account of the nature of the conflict, the risks involved, and the need to maintain confidence in the integrity of Boomsatsuma's governance, management, and decision-making processes.

8.2. In some circumstances, the declaration and recording of a conflict of interest may be sufficient. In other cases, additional actions may be required to ensure that decisions are taken fairly, transparently, and without inappropriate influence.

8.3. Actions taken to manage conflicts of interest outside formal meetings may include:

- Restricting involvement in particular activities or decisions
- Reallocating responsibilities or decision-making authority
- Introducing additional oversight or review arrangements
- Any other reasonable and proportionate action considered appropriate in the circumstances.

8.4. The appropriate management approach will normally be determined by the relevant line manager or other individual to whom the conflict was disclosed, in consultation with the Company Secretary where appropriate, taking account of the nature and significance of the conflict of interest.

8.5. Where conflicts of interest arise in relation to meetings of the Board of Directors, committees, panels, or working groups, the Chair shall determine the appropriate management actions. This may include requiring the individual to withdraw from part of a meeting, restricting participation in discussion, deferring decision-making to others, or avoiding involvement in a particular project.

8.6. Where a conflict of interest relating to a governance role, external appointment, or other position of responsibility cannot be appropriately managed through reasonable and proportionate measures, it may be necessary for the individual to step down from one of the conflicting roles or responsibilities.

9. Review

9.1. This Policy will be reviewed periodically by the Audit and Risk Committee to ensure it remains aligned with relevant legislation, regulatory expectations, and provider practice.

Appendix A – Version History

Version	Date	Changes
1	10 June 2026	New draft