# Conflicts of Interest Policy for The National Archives' Board (Non-executive Board members and Executive Directors)

## 1. Introduction

Public bodies have a duty to provide high quality public services at the best value for money. Holders of public office are expected to work to the highest personal and professional standards and act with integrity and honesty, particularly regarding how any outside interests are declared, considered and managed. In discharging their responsibilities, individuals may be placed in a position where an actual, potential or perceived conflict of interest arises, which can undermine their decision-making. Good governance in public sector organisations recognises the need to have arrangements in place that prevent, counter and deal with potential conflicts of interest to guard against the perception of impropriety and to maintain public trust and confidence in the organisation and individuals.

## 2. Purpose

This corporate governance policy document outlines The National Archives' approach to declaring outside interests and considering and managing actual, potential and perceived conflicts of interest (COI).

The aim of this policy is to ensure that interests are managed appropriately and consistently and to promote public trust and confidence in The National Archives and maintain the integrity and impartiality of its decision-makers.

## 3. Scope

This policy applies to all members of The National Archives' Board, including the Chief Executive and Keeper (also the Principal Accounting Officer), Senior Civil Servants (Executive Directors), the Chair of The National Archives' Board, Non-executive Board Members and the Independent Member of the Audit and Risk Committee.

The National Archives has a separate conflicts of interest policy for staff and managers that is owned by the Director of People, Inclusion and Change.

## 4. Legal framework and general principles governing conflicts of interest

All public office-holders are required to abide by The Seven Key Principles of Public Life (also known as the Nolan Principles). These are: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

All non-executive board members of UK public bodies are required to abide by the principles set out in the Code of Conduct for Board Members of Public Bodies (last revised in 2019) and the 12 Principes of Governance for all Public Body NEDs (published 2021).

All civil servants are required to abide by the standards set out in the Civil Service Code (2015), the Civil Service Management Code (last update 2016) and the Declarations and management of outside interests in the Civil Service (last updated 2024). They are also required to abide by Business appointment rules for crown servants (last updated 2016) when accepting new appointments after Crown service.

Managing Public Money (last updated 2023) and the Financial Reporting Manual (updated annually) set out the standards for Accounting Officers.

Guidance: Conflicts of Interest (published 2025) sets out requirements of the Procurement Act 2023 upon contracting authorities in dealing with conflicts of interest when carrying out a covered procurement.

The National Archives Framework Document with DCMS sets out the specific roles and responsibilities of Board members.

It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the codes applicable to your role at The National Archives.

The National Archives recognises that as an organisation, experience from outside the public sector and the wide variety of responsibilities, obligations and personal interests that Non-executive Board Members and Senior managerial staff have brings valuable perspective and expertise to the organisation. This needs to be done in a way which maintains their integrity and impartiality by ensuring any possible conflicts of interest are identified at an early stage and that appropriate action is taken to resolve them. By complying with this policy, you will minimise the potential risk whereby your actions, or omissions, could be construed as having compromised personal judgment or integrity or as having brought The National Archives into disrepute.

Proportionality is the key principle in The National Archives' approach to the declaration and management of interests.

## 5. What is a conflict of interest?

A conflict of interest is a set of circumstances that creates a risk that an individual's ability to apply judgement or act in one's role is, or could be, impaired or influenced by a secondary interest. It can occur in any situation where an individual or organisation (private or government) can exploit a professional or official role for personal or other benefit. Conflicts can exist if the circumstances create a risk that decisions may be influenced, regardless of whether the individual actually benefits. The perception of competing interests, impaired judgement or undue influence can also be a conflict of interest[1]

## 6. How to identify a conflict of interest

Conflicts of interest may arise in a number of different circumstances, including but not limited to:

- Secondary employment, occupations and professional roles
- Appointments or other outside roles, including voluntary and advisory
- Direct or indirect financial interests, including business interests, loans, private shareholdings, share options and bankruptcy
- Political interests
- Personal interests. (Where an individual has relevant close family or personal relationships which could influence their objectivity
- Insider dealing
- Procurements
- Through becoming beholden to other bodies or individuals including by accepting gifts or hospitality from them.
- Conflicts of loyalty due to your role or affiliation with another organisation or person, for example your employer, another body of which you are a member or Trustee or the role or interest of one of your family members or close associates, may influence or be seen to influence your decision-making.

The mere existence of an interest on its own, may not necessarily cause a conflict. The starting point is to consider any ‘relevant’ outside interests. A conflict arises only if, in a particular situation, there is a connection/relationship between that interest and your responsibilities to The National Archives as a public body.

In addition to your own interests, those of close family members (for example spouse, partner, adult children, parents and siblings) and close friends should form part of the consideration of relevant outside interests. This is limited by the extent to which the individual can reasonably be expected to know of such interests.

If the interest is considered relevant, an initial assessment should be made on whether it meets the definition of an actual, potential or perceived conflict of interest as follows:

a. Actual conflicts - where there is a risk that an individual’s ability to apply judgement is or could be impaired or influenced by an extant secondary interest.
b. Potential conflicts - where an individual’s ability to apply judgement or act in their role could be impaired or influenced by a secondary interest in the future.
c. Perceived conflicts - where an individual’s ability to apply judgement or act in one role could reasonably be perceived as impaired or influenced by a secondary

[1] This definition is from the National Audit Office guidance on Conflicts of Interests and is based on generally accepted standards.

interest (i.e. it could cause a reasonable person to think there was a conflict of interest)

d. In some cases, the decision maker may consider that the interest is relevant but presents no issues (i.e. does not meet the definition of an actual; potential or perceived conflict of interest).

## 7. Examples of where a potential conflict of interest can arise

The wide remit of The National Archives is such that there is always a potential for a conflict of interest to arise. However, there are certain areas where the issue of conflict is more likely to arise, and where you should be particularly vigilant in complying with your obligation to avoid a conflict, or the perception of a conflict, and any reputational damage to The National Archives.

Examples of conflicts of interest include:

- Misuse of your official position or information gained in the course of official duties to further your private interests or those of others. This could be financial interests or more broadly related to private interests e.g. membership of societies, clubs or other organisations.
- Acceptance of gifts, hospitality or other benefits which could be seen to compromise your judgement or integrity.
- Awarding paid work or contracts for service without following the rules on procurement and best value.
- Working for a competitor of, or for someone who provides a service to, The National Archives.
- The appointment of a relative, or someone with whom you have a close personal relationship, to a post at The National Archives, or a commercial organisation with which we do business/are connected. This is not intended to prevent these individuals from serving on The National Archives' Board but rather, to ensure fairness and transparency in the appointment and management processes. Any relationship to existing members of The National Archives staff must be declared.
- Awarding grants and funding which could be seen to compromise your judgement and integrity.
- Procurement of goods and services by The National Archives. The National Archives will invite tenders for goods and services. Care needs to be taken to avoid issues of conflict arising, for example, by virtue of employment or involvement with another organisation. That is not to automatically preclude an organisation of which a member is associated with from bidding for Commission work or applying for grant funding.

These examples are not exhaustive. If you are in any doubt, you should discuss the circumstances with the Head of Governance, Chief Executive and Keeper and/or Chair of The National Archives' Board. Where the matter relates to the Chief Executive and Keeper, they should discuss their circumstances with the Head of Governance, Chair of The National Archives' Board and, where appropriate, the relevant DCMS Director General.

## 8. Process for declaring interests

Upon appointment, the Head of Governance will issue you with a copy of this policy as part of your induction. It is your responsibility to familiarise yourself with the policy and all relevant guidance and associated documents.

As soon as possible and no later than 10~~28~~ working days from the date of your appointment, you should complete the Declarations of Interest form**,** stating all relevant interests, including those of family members and close friends, which are, or could be perceived to be, in conflict with your role at The National Archives.

In general, all financial interests and all remunerated outside employment, work, memberships and appointments should be declared, along with an initial assessment of the interest's relevance to the work of The National Archives.

In considering what interests could give rise to a potential, perceived or actual conflict of interest, you should have in mind the following questions:
"Does my involvement in this activity have a direct bearing on or overlap with my role and the business of The National Archives?"
"Would a fair-minded person think my involvement in this activity might influence my judgement?"

If the answer to either or both is "yes" then the interest should be declared. If there is doubt, it is better for you to err on the side of caution, but the onus is on you to consider what might be relevant and declare it.

The completed Register of Interest Declaration form should be signed and returned to The Head of Governance, who will store it securely.

The Head of Governance will review and assess the relevance of each declared interest, and whether it meets the definition of an actual, potential or perceived conflict of interest and requires further consideration to mitigate or manage the conflict.

## 9. The Register of Interests

As a public body, The National Archives is committed to be open and transparent and maintain and publish a register of interests of The National Archives' Board.

The purpose of the register of interests is to meet the requirements set out in Government Financial Reporting Manual 2023 to 24 [Section 6.4.3(e)], Corporate governance in central departments: code of good practice (paragraph 4.15) and the Code of Conduct for Board Members of Public Bodies (Section 5).

The information provided in the Declarations of Interest form will be added to the register of interests, covering the previous 12-month period. Upon expiry, an interest will be removed from the register.

You are responsible for informing the Head of Governance in writing of any relevant additions or changes to your interests as soon as they occur.
You will be asked on an annual basis (usually April) to confirm that your declarations of interest are up to date (including a nil return). The information provided will be used to meet reporting requirements and statutory disclosures around declarations of interest, business appointment rules and related party transactions within the Annual Report and Accounts, which is laid before Parliament.

The completed forms will also be shared with the Head of Procurement, Project Delivery and Contract Management, to meet obligations placed upon The National Archives under the Procurement Act 2023 in relation to identifying and managing any conflicts on interest in covered procurements.

Central oversight of the register of interest will be the responsibility of the Audit and Risk Committee and the Chief Executive & Keeper (also Principal Accounting Officer). Following their review, the register of interest will be published on the transparency page on The National Archives' website, usually before the publication of the Annual Report and Accounts. A 'live' copy will be available, at request, for public inspection from the Head of Governance.

## 10. Declaring interests – meetings and correspondence

The agenda for all corporate governance meetings (The National Archives' Board and Executive Team and their associated sub-committees) will have 'Declarations of interest' as a standing agenda item.

You should declare any change in your circumstances, including new and expired interests, when called upon by the Chair at meetings and the existence and nature of any outside interest in any item of business being discussed.

Where you receive a written paper or correspondence on a matter on which you identify as having an outside interest, you should notify the Head of Governance at the earliest time possible, in writing.

Where you become aware of an outside interest during the course of a meeting or through correspondence, you should declare this as soon as it arises.

The secretary will formally record in the minutes of the meeting any declarations of interest (including nil returns) and how any actual, potential or perceived conflicts of interests have been managed.

Where an interest has been declared through correspondence, the Head of Governance will maintain a record of these.

## 11. Managing and mitigating conflicts of interest

Once an actual, potential or perceived relevant outside interest has been raised a decision-maker will need to decide what action to take in response. This will need to be discussed and agreed with the individual making the declaration and formally recorded. Any disagreements on the measures will be formally recorded.

Where a Non-executive Board member has declared a relevant outside interest, the Chief Executive & Keeper, in consultation with the Chair of the National Archives' Board will decide what action to take in response.

Where the Chair of The National Archives' Board has declared a relevant outside interest, the Chief Executive and Keeper will decide what action to take in response.

Where an Executive Director has declared a relevant outside interest, the Chief Executive and Keeper, will decide what action to take in response.

Where the Chief Executive and Keeper has declared a relevant outside interest, the relevant DCMS Director Generals, in consultation with the Chair of The National Archives' Board, will decide what action to take in response.

In all the above circumstances, advice and guidance should be taken from the Head of Governance. Where required, the Head of Governance will undertake a risk-based assessment of the outside interest to determine whether it falls within the definition of an actual, potential or perceived conflict of interest and propose the best course of action to manage or mitigate the conflict of interest and maintain a record of the decision to ensure a clear audit trail. In thinking through an assessment, the Head of Governance will consider how the decision would be explained to a judge or defended publicly, and how it looks from the perspective of a member of the public.

If an interest is relevant but is not judged to be a perceived, potential or actual conflict of interest, no mitigations are required and this will be recorded in the register.

Actual conflicts of interest cannot be mitigated and therefore will be managed by excluding the individual from The National Archive's work/activity which relates to the interest, or by removing the interest, for example, by divesting shares or stepping back from the outside role.

Perceived or potential interest may exist in some circumstances and mitigations will be considered for each individual interest.

The following is a non-exhaustive list of the type of action that may be taken for perceived or potential:

a. Agreement that there is no conflict of interest (or perceived conflict of interest. If this is the case then no additional action is likely to be necessary.
b. Exclusion from the activity. To eliminate risk the individual removes themselves from the activity/relationship that is causing the conflict. Examples include:

changing responsibilities and recusal from discussion and decision-making related to the interest.

c. Continue with activity but implement actions to mitigate real or potential risk. Actions will depend entirely on the nature of conflict and level of risk but could include making officials aware of the interest when working with the individual, orally declaring interests at the start of meetings (and ensuring this is minuted), and restricting the sharing of any information and documentation relating to the interest.

If the above mitigations are not sufficient to cover any risks posed by the perceived or potential conflict of interest, then bespoke mitigations will be drafted and relevant officials will be consulted if a complex or specific solution is required.

All agreed measures to manage or mitigate conflicts of interests will require the approval of the of the Chief Executive and Keeper and will be recorded in the register against each entry. If the matter relates to the Chief Executive and Keeper, then advice will be sought from the relevant DCMS Director Generals.

## 12. Gifts and hospitality

The principles governing the provisions and acceptance of gifts and hospitality are set out in relevant codes of conduct (see section 4 above). You must not accept any gifts or hospitality or receive further benefits from anyone which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under improper obligation. Further guidance can be found in The National Archives' Gifts and Hospitality Policy.

## 13. Procurement

As per the requirements of the Procurement Act 2023, the Head of Procurement, Project Delivery and Contract Management is responsible for preventing, identifying and remedying conflicts of interest when carrying out covered procurement at The National Archives. This is to ensure the integrity of a procurement is not compromised and maintain public trust that procurement has been carried out responsibly and impartially.

## 14. Responsibilities

The Chief Executive and Keeper (in their capacity as Principal Accounting Officer) has ultimate responsibility for ensuring that outside interests at The National Archives are appropriately declared and managed, whether in the proceedings of The National Archives' Board or the Executive Team and their associated sub-committees or in the actions or advice of its staff, including him/herself.

The Audit and Risk Committee has responsibility for reviewing the operation of The National Archives' corporate governance arrangements, including risk management and compliance with the relevant codes of conducts and to consider and scrutinise the application of business appointment rules and the robustness of the system for declaring and managing outside interests. This includes reviewing the annual return of all declarations and agreed mitigations of Senior Civil Servants and providing assurance on the robustness of the Conflicts of Interest policies within the Annual Report and Accounts return.

It is your individual responsibility to ensure that you are familiar with The National Archives' policy on conflicts of interest, that you comply with its principles and rules, that you declare all interests that could be relevant and that your entry in the Register of Interests is accurate and up-to-date.

The Head of Governance is responsible for:
- Keeping this policy up-to-date based on latest government guidance, best practice and learnings
- Supporting and advising the Chief Executive and Keeper and individuals on the declaration and management of conflicts of interest
- Managing the register of interests, ensuring it is shared with relevant stakeholders and is published appropriately
- Ensuring agreed mitigations are implemented
- Maintaining records related to declarations and conflict of interest in accordance with the General Data Protection Regulation (GDPR) and The National Archives' retention policy.

## 15. Non-compliance, raising concerns and consequences of breaches

Failure to adhere to this policy or act in a way that may call into question The National Archives' probity is a breach of the relevant codes applicable to your role.

If you have a concern about a possible breach of this policy or a concern that you or another member have knowingly or unknowing acted in contravention of the principles set out in this policy or the relevant codes applicable to your/their role, then you have a responsibility to raise the matter with the Head of Governance, Chief Executive and Keeper or the Chair of the National Archives' Board. If the matter relates to the Chief Executive and Keeper themselves it should be raised with the relevant Directors Generals at DCMS via the Chair of the National Archives' Board or directly, as appropriate.

Where a concern has been raised with the Chief Executive and Keeper, directly or via the Chair of The National Archives' Board, they will be responsible for investigating the matter. The Chief Executive and Keeper should inform the relevant Directors General at DCMS of an ongoing investigation into a possible breach. Following investigation, all confirmed breaches should be reported to senior officials at DCMS to manage potential reputational risks and discuss the course of action.

As Principal Accounting Officer, the Chief Executive and Keeper will also provide the Audit and Risk Committee with anonymised details of all investigations of a possible breach. Advice will be taken from the external auditors on ensuring the appropriate disclosures are made in the Governance Statement within the Annual Report and Accounts.

Depending on the severity, a breach may result in a warning, commitment to complete further training or disciplinary action.

Advice and guidance on this policy or on the registration or declaration of interests is available from the Head of Governance.

## 16. Relevant policies (links to Narnia)

- Acceptance of Gifts & Hospitality Policy
- Raising a Concern (formally known as Whistleblowing) Policy
- Anti-Bribery Policy
- Fraud Policy
- Conflicts of Interest Policy - for employees and managers

## 17. Review

This policy will be reviewed annually by the Audit and Risk Committee, usually at its June meeting, along with the latest copy of the Register of Interest for Board Members.

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**Next Review: June 2026**