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CONFLICT OF INTEREST POLICY

STATUS: DRAFT

Policy Effective Date: 21 February 2023

Policy Owner: Governance and Risk Manager

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Next Review Date: September 2029

1 Purpose

1.1 The purpose of this policy is to protect the Ri, and the individuals involved in it from any appearance of impropriety in all activities and decisions. This policy is essential to support the delivery of our primary charitable purpose; public benefit.

1.2 The policy aims to reflect Charity Commission guidance. and ensure that the charity complies with the requirements of Charities Statement of Recommended Practice (SORP) 2026.[1]

1.3 The policy supports the Trustees aim to promote openness, transparency, and free discussion. Decisions and transactions ought to be influenced only by consideration of the Ri's best interests.

1.4 This policy assists all those referred to in 2.1 to avoid a breach of trust. This is where actions or decisions are made outside of the law, regulation or the Ri Byelaws. The Trustees also recognise that maintaining public trust in the reputation of the Ri is of high importance.

1.5 The Trustees have a legal obligation to ensure that they, Committee Members and relevant staff or volunteers act in the best interests of the Ri and avoid situations where there may be an actual or potential conflict of interest or loyalty.

1.6 A conflict of interest is any situation in which a personal interest, responsibility or loyalty, or that of a connected person (defined at 2.2), may or may appear to influence their decision making. It arises when a decision is incompatible with or in competition with the best interests of the Ri and its primary public benefit.

2 Scope

2.1 This policy applies to:

- Members of the Ri Board of Trustees
- Members of Ri ad-hoc, standing and sub-committees who are not members of the Board of Trustees (this scope does not apply to Ri members unless otherwise listed here) i.e. all Committee members
- Directors of all companies in which Ri holds a majority of the shares
- Ri staff and is particularly applicable to Directors, senior staff, budget holders and those making decisions about accepting donations, tenders or major partnerships
- Ri volunteers where their work could lead to a conflict of interest

[1] Charities SORP 2026: https://www.charitysorp.org/download-a-full-sorp

2.2 This policy also applies to any 'connected person'[2]. Charity Commission guidance for Trustees states that a connected person is a person or organisation that is connected to a Trustee. The Ri includes all those who fall within the scope of this policy (2.1) in this requirement. A connected person may be:

- A spouse or civil partner
- immediate family
- business partner
- businesses where someone has an interest through ownership or influence

2.3 Conflicts can be either:

- financial - or of
- loyalty

2.3.1 For conflicts of loyalty this may also include:

- Trustee or Committee member's employer or additional employer
- for staff, a work related relationship
- another charity for which they are a Trustee (even if the other charity has the same or similar purpose) and/or the organisation that appointed them as a trustee
- relatives and/or friends

2.3.2 For some situations, the law states who is a connected person, this includes when:

- selling or leasing charity land[3]
- providing goods or services to a charity where Trustees are using the statutory power.[4]

2.4 By way of example, and without limitation, matters to be declared include:

- paid or unpaid employment or self-employment (including partnerships company directorships, consultancies, advisory posts, other positions of responsibility etc. (whether remunerated or not)
- public or voluntary sector appointments
- substantial shareholding/s and beneficial interests (whether in terms of value or % of issued capital) held by you and/or members of your family in a company (a) in which Ri has funds invested or (b) which may have dealings with Ri. 'Substantial' would include, for example, a controlling interest
- membership of any special interest group.

2.5 The most common conflicts (without limitation) are where a Trustee derives a benefit including but not limited to:

- paying a salary or offering employment to a Trustee or Committee Member
- patron or other person with influence or a connected person
- awarding contracts to connected companies, or others
- awarding grants or benefits
- the sale or lease of property
- intangible benefits such as kudos, reputation and self-promotion

3 Context

3.1 Trustees, Committee members and staff all have a duty under common law and in accordance with The Charities Act 2011 as amended 2022 and Charity Commission Guidance to act in the best interests of the Ri.

3.2 Trustees and others that fall within the scope of this policy should not benefit from the charity nor be influenced by their wider interests when making decisions in the interests of the Ri.

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[2] s.188 Charities Act 2011 as amended 2022

[3] Sales, leases, transfers or mortgages: what trustees need to know about disposing of charity land (CC28) - GOV.UK

[4] Paying a trustee or a connected person for providing goods or services to the charity - GOV.UK

3.3 Anything that could or would conflict with their primary interest or loyalty to the Ri must be declared.

3.4 Trustees must also refer to **Section 22 of the Ri Byelaws**[5] that determines that a 'Trustee must not receive any payment of money or other Benefit (whether directly or indirectly) from the Institution'. All Trustees must refer to Section 22.2 to determine if exceptions apply to them and report any exceptions immediately to the Chair of the Ri and Governance and Risk Manager.

3.5 Except where specifically authorised in the Byelaws of the Ri, legal advice must be obtained prior to any Trustee deriving a benefit from the Ri.

4 Governance and Responsibilities

4.1 The Trustees are personally responsible for ensuring that good governance is at the core of the Ri, declaring all potential or actual conflicts and their individual declaration of interests without any delay. They are responsible for ensuring there is an up to date register of interests.

4.2 The Trustees also ensure that declarations include a requirement that Trustees and Committee members state in which ways they represent the Ri externally, if any.

4.3 Trustees are responsible for setting and approving this policy and ensuring that it is reviewed and effective. The policy will be published on the Ri website.

4.4 All Trustees and specifically Chairs of Committees are responsible for ensuring that conflicts are declared and properly managed at every relevant Board of Trustee and Committee meeting.

4.5 All staff; Committee Members and Trustees have a duty to report any actual or potential conflict of interest or loyalty as soon as it arises and/or is known. They also have a general duty to be mindful, when taking up new external roles, seeking or acquiring new personal interests that may conflict with the interests of the Ri.

4.6 All Ri managers are responsible for ensuring staff understand how this policy could apply to their work, and to seek advice where there is doubt.

4.7 The Governance and Risk manager is responsible for ensuring that this policy is actively applied and for offering advice to any person identified at 2.1 to support the most open reporting possible.

4.8 The Governance and Risk Manager is responsible for keeping and updating a register of interests. The register is made available to Trustees, senior Ri staff and Committee members, approved auditors, and other persons with prior Board approval. Staff declarations, where required, must be retained by Human Resources.

4.9 The Governance and Risk Manager is responsible for maintaining a register of all conflicts reported to meetings and updating the register of interests where required.

4.10 The Governance and Risk Manager is responsible for circulating a declaration of interest form to Trustees and all Committee members at least annually and updating the register.

4.11 The Audit and Risk Committee are responsible for reviewing and revising this policy, accompanying guidance. They are also responsible for reviewing the declarations of interests, mitigating actions taken and recommending the management of conflicts.

[5] www.rigb.org/sites/default/files/attachments/byelaws_approved_2021-04-08.pdf

4.12 Staff and volunteers should be mindful of potential conflicts that may:
- Further their own financial interests
- Benefit a third party with whom they are associated
- Unfairly benefit someone to whom they are related
- Promote agencies with whom they have a connection.

4.13 Declarations of Interest Statements must be completed:
- within 30 days of appointment
- annually upon request and before the end of each financial year
- as soon as a new conflict arises.

5 Policy statement

5.1 The Ri is committed to compliance to all relevant legislation and regulation. It is determined to demonstrate the highest standards of integrity, probity and transparency at all levels of the organisation and across all of its activities. Excepting Directorate or Trustee approved business confidentiality, there is no place for secrecy when representing the Ri.

5.2 Any person representing the Ri must not discriminate against protected groups and should avoid private interests that have the potential to discriminate in a way that conflicts with the interests of the Ri and its wider purpose to act, at all in times, for public benefit, its vision, mission and/or values.

6 Policy detail*:*

6.1 All new information about a potential or actual conflict of interest or loyalty must be declared to the relevant Chair or Director and the Ri Governance and Risk Manager without undue delay.

6.2 Staff must report conflicts (potential or actual) to the Ri Governance and Risk and their line manager as soon as it is known. The Governance and Risk Manager will advise about necessary mitigation or actions, and register and report to the Audit and Risk Committee quarterly.

6.3 Any person with a potential conflict of interest or loyalty must declare it at the outset of every meeting. The must then follow the direction given to them by the Chair. Where in doubt, all persons are advised to err on the side of openness and declare any potential conflict. This includes where the Chair may consider that their private interests could potentially lend bias to any discussion or decision or be seen to be so.

6.4 For Trustees and Committee members directions may include to:
- withdraw from some or all of a meeting (either electronically or in person);
- remain but are permitted only to add information at the Chair's discretion;
- not take part in discussions or decisions, including withdrawing from voting in the matter (this may include withdrawing from the voting part of the meeting completely);
- not be counted in the quorum of that meeting;
- at the Chair's discretion, not attend a single meeting or temporarily step down from a position.

6.5 For staff directions may include to:
- withdraw from contract or tendering processes or decisions
- not take part in discussions or meetings
- handover project management, decision making or work to a colleague.

6.6 No person employed by or representing the Ri may negotiate or manage a contract in which they have an interest. For the avoidance of doubt this includes involvement in all relevant decisions, payment processes, signing or authorisation of documents and/or

contractual performance management. Where they are aware of any potential conflict this must be reported as soon as it is apparent.

6.7 Where action to prevent a conflict is required, notes, records or minutes of any relevant meeting or decision must record the decision and actions taken. Conflicts and actions must be reported to the Governance and Risk Manager, registered and reported to the Audit and Risk Committee.

6.8 A serious conflict may arise, for example where any person identified at 2.1:

- is employed or substantially remunerated by an organisation supplying, donating or working in partnership with the Ri;
- is offered gifts or hospitality that could be construed as a bribe or attempt to influence decision making or where it is clearly not in the interests of the Ri but of the person;
- offers gifts or hospitality from Ri resources to further their own interests;
- is likely to take part in any substantive decision on behalf of the Ri and has a personal relationship with any party advising or working with Trustees or Directors;
- enters into or is part of an undeclared relationship or has a close personal connection to other Trustees, Committee members or staff;
- seeks to further their career or personal wealth, status or standing by using Ri resources, platforms and/or events regardless of or in contradiction of public benefit or the best interests of the Ri;
- misuses their position to materially influence the appointment, election or dismissal of Trustees, Committee members or staff.

6.9 Where no agreement can be reached about the management of an actual or potentially serious conflict, Ri Trustees may exceptionally agree to seek external independent moderation. Where this occurs at a Committee meeting, the Trustee Committee members present can make the decision to defer the matter and seek further advice.

6.10 Unless a matter where Trustee involvement is required, for serious staff conflicts the Director of the Ri's decision about the management and/or mitigation of the conflict is final.

6.11 Rarely a serious conflict is deemed unmanageable or makes a person's position at the Ri either temporarily or permanently untenable. Where this is the case, mitigating actions will be determined by the Directorate or Board of Trustees whichever is relevant.

6.12 In the case of actual or potential serious substantive unresolved conflicts it may be necessary to seek legal advice and/or direction or decision from the Charity Commission. Where there is no resolution and in certain circumstances the Commission may be approached to authorise a conflict.

6.13 In the matter of conflict declaration, registration and action, information that may be personal and/or sensitive or pose a serious risk to that person may be redacted from the minutes of meetings in order to protect the rights or safety of that person. The facts of the matter may not.

6.14 No information may be otherwise redacted, particularly if it could be construed as frustrating openness and transparency or otherwise fettering the proper recording of a conflict of interest or loyalty.

6.15 The Ri will be mindful of the requirements of data protection legislation and guidance when making the decision to redact personal/sensitive data from records. Staff should refer all requests to the Data Protection Working Group to consider and recommend to Directors and/or Trustees if required.

7 Monitoring, reporting requirements

7.1 All potential or material conflicts of interest or loyalty must be declared without any undue delay.

7.2 An Ri register of interests is continually maintained, annually reviewed and presented to the Audit and Risk Committee at least annually for review.

7.3 Exceptions to the Delegated Authorities policy and the authority obtained, is reported quarterly to the Audit and Risk Committee and the Committee may make recommendations where an issue of potential or actual conflict is reported.

7.4 **Related party transactions:** Any such transaction must be reported in accordance with SORP.[6] This includes Trustees, Committee members or staff connected to a party that is involved in the supply of goods, products or services to the Ri. This information must be fully disclosed in the Trustees Annual Report and Financial Statements as a 'related party transaction.'[7]

7.5 A register of gifts and hospitality must be maintained, and disclosures made to the Audit and Risk Committee, where occurring, at least quarterly. All staff; Committee members and Trustees must refer to the Ri Gifts and Hospitality Policy.

8 Linked documents and policies:

- Data Protection policy and procedures
- Declaration of interest form (template) and guidance for Trustees/Committee members
- Anti Fraud and Bribery policy
- Donations Acceptance policy
- Gifts and Hospitality policy
- Trustee Code of Conduct (also applies to all Committee members)
- Use of external auditors for non-audit purposes policy

[6] Charities SORP 2026, (Section 9)
[7] Charities SORP 2026, (9.22-9-24)