

Conflicts of interest policy

Help Impact (the “Charity”)

All existing and new Trustees of the Charity shall be given a copy of this policy and shall follow it.

1. Introduction

1.1 The aim of this document is to ensure the Trustees comply with their legal requirements in relation to conflicts of interest.

1.2 Each Trustee owes a duty of loyalty to the Charity and must always act in its best interests. Failure to do so may constitute a breach of duty and may result in the Trustee being personally liable (although note that such personal liability is rare).

1.3 Trustees must act in accordance with the Charity’s governing document and must properly manage situations where a conflict of interest may arise.

2. What is a conflict of interest

2.1 A conflict of interest is any situation in which a Trustee’s personal interests or loyalties conflict with, or could conflict with the interests of the Charity.

- A conflict of interest may arise because there is a potential financial or measurable benefit directly to a Trustee.
- Or, a conflict of interest may arise because there is a potential financial or measurable benefit which a Trustee will receive indirectly because of a benefit to someone else the Trustee has connections with. In broad terms a connected person is a family member or business partner of a Trustee, as well as a business in which a Trustee has an interest through ownership or influence. Further advice should be sought if there is doubt as to whether a person is connected or not.

Where a conflict of interest arises as a result of circumstances affecting a person connected with a Trustee, it is the Trustee that must comply with this policy.

- A conflict of interest may also arise in a situation where there is no direct benefit to a Trustee, but they owe a duty of loyalty or other duties to other organisations or persons whose interests might conflict with those of the Charity. This is known as a conflict of loyalty.

3. Overview of the conflicts procedure

3.1 A Trustee must disclose any interest (direct or indirect) which he or she has in a proposed transaction or arrangement with the Charity. A Trustee must also disclose any interest (direct or indirect) or duty which does or may conflict with the interest of the Charity or his or her duties to the Charity.

3.2 Any conflict between the interests of the Charity and the interests of a Trustee (or connected person), and any conflict of loyalty must be:

- identified;
- managed; and
- minuted.

4. Declaring interests

4.1 All Trustees must declare their interests. There is no set definition of an “interest” For these purposes Trustees should use common sense in determining whether a conflict of interest or loyalty arises. Trustees must also declare any gifts or hospitality received in connection with their role in the Charity.

4.2 Prospective Trustees should be asked to consider whether they have any potential conflicts of interest before they are appointed. Those eligible to vote on Trustee appointments should be made aware of any possible conflicts of interest involving the prospective Trustee so that they can take this into account when voting on his or her appointment.

5. Identifying conflicts of interest

5.1 The agenda for board meetings should include a standing item for the identification and declaration of any conflicts or potential conflicts of interest at the start of each meeting.

5.2 At the earliest opportunity prior to, or at the beginning of any decision making process (or committee meeting), Trustees must declare any interest in relation to matters on the agenda and whether or not they think this may give rise to a conflict of interest or loyalty. Trustees not attending the meeting or taking part in the decision making process should declare any interest in advance to the Chair.

5.3 If a Trustee’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or loyalty, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter.

5.5 Any uncertainty about whether a Trustee’s interest or duty gives rise to a conflict (or can reasonably be regarded as giving rise to a conflict), should be determined by a majority decision of the other Trustees taking part in the decision-making process (without the interested Trustee being present). The interested Trustee cannot vote or be counted in the quorum in relation to the decision about whether their interest does or does not give rise to a conflict.

6. What to do if there is a conflict of interest

6.1 In the event that an actual or potential conflict of interest or loyalty arises, a Trustee:

- must not participate in the decision making process and shall leave the room;
- will not be counted in the quorum; and
- shall not have any vote.

6.2 In the case of serious conflicts of interest the Trustees may decide that removing the conflict is the most appropriate way of preventing it from affecting decision making. This may include not pursuing a particular course of action, proceeding with the issue in a different way or securing the resignation of the Trustee affected by the conflict.

7. Additional considerations where interests arise from potential benefits to a Trustee

7.1 The Trustee and people that are “connected” to them cannot receive any benefits from the Charity except to the extent permitted by:

- the governing document of the Charity;
- the Charity Commission; or
- the Court.

7.2 If a proposed benefit to a Trustee is not permitted under the governing document of the Charity then legal advice should be obtained before proceeding.

8. Situations where all the Trustees have a conflict of interest

8.1 Where the full board is conflicted, the Trustees should seek legal advice. Options include seeking an order from the Charity Commission (under section 105 of the Charities Act 2011) sanctioning the action.

9. Record keeping

9.1 All discussions and decisions about a conflict of interest must be recorded and reported in the minutes of the meeting. The report should record:

- any relevant interests of the Trustees;
- any conflicts of interest, including any decisions made as to whether a Trustee did or did not have a conflict of interest;
- the names of persons present for discussion, including whether any Trustee with a conflict of interest was present or had left the room;
- the actions taken to manage the conflict in accordance with the Charity's governing document; and
- how the Trustees took the decision in the best interests of the Charity.

10. Data Protection

The information provided by Trustee will be processed in accordance with the data protection legislation. The data will be processed for the purpose of ensuring that the Trustees act in the best interests of the Charity. The information will not be used for any other purpose.

11. Accounting

All payments or benefits in kind to the Trustees and connected persons will be reported in the Charity's accounts and annual report, with the amounts received for each Trustee listed for the year in question.

12. Policy Review

This policy shall be reviewed on a regular basis as and when the Trustees determine.

Adopted by the Trustees on 14 December 2017