

Trefoil Conflict of Interest Policy

1. Purpose

Honesty and openness are key to minimising conflicts of interest. This policy puts in place a system in which actual or potential conflicts of interest, whether financial or more general, are responsibly managed and formally recorded.

All trustees have a legal duty to act only in the best interests of the Trefoil Guild and should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity.

The aim of this policy is to

- provide the Trefoil Guild with guidance on how to recognise and manage perceived and real conflicts of interest amongst members of the trustee board and members of its sub-committees
- support the Trefoil Guild by ensuring that decisions made are in the best interests of the charity and are valid and not open to challenge either internally or by an external body
- provide the procedures to follow to identify, manage and record conflicts of interest.

2. Scope

This policy applies to all Trustees, all members of its sub-committees and Country/Region and County Executive, but it should be noted that the principles within this policy are relevant to all levels of the charity.

3. What is a conflict of interest?

A conflict of interest is any situation in which a member or persons connected to them have business or personal interests or loyalties which could (or could be seen to), lead to a decision which is not in the best interests of the charity. Moreover, it is a legal requirement for trustees to avoid putting themselves in a position where their duty to their charity conflicts with any personal interest they have.

There main types of conflict of interest can be summarised as:

- Direct financial gain, such as receiving payment from the charity over and above any legitimate expenses reimbursement. *Example: receiving goods or services (gifts) that could be seen to improperly influence decision making.*
- Indirect financial gain, most commonly where a connected person, such as a family member or a friend receives a payment for goods or services supplied to the charity, or through a contract with the charity. *Example: giving a grant to a sibling to go on holiday or paying a trustee's daughter to speak at an event.*
- Loyalty conflicts, when for reasons other than financial, a trustee or member may not make the best decision for the charity. *Examples: When someone is a trustee to two similar organisations which have competing priorities or supporting a friend who manages an event venue rather than voting for a more appropriate venue*

4. Disclosure of interests and management of conflicts of interests

4.1 General principles

A key means of preventing conflicts of interest affecting decision-making is to identify potential conflicts in advance. This gives trustees time to consider the implications and to respond appropriately.

- All trustees and those sitting on Trefoil committees have a personal responsibility to declare any conflicts of interest.
- When Trustees meet, they must leave all their outside interests and loyalties at the door. If this is not possible, or if the conflicts are so frequent as to limit the usefulness of a Trustee, then they must step down as a Trustee.
- A Trustee must play no part in decisions where they have a conflict of interest.

4.2 Making declarations of interest

Failure to disclose an interest may create significant risks for the Trefoil Guild, in terms of poor decision making, loss of reputation or legal ramifications.

Conflicts of interest which are unavoidable must be managed transparently. For this reason, the Trefoil Guild has a Register of Trustee Interests disclosing personal interests.

- On appointment, trustees will be required to complete a declaration of interests form and advise of any material changes as they occur or within 28 days of that change.
- Declarations will be reviewed annually at the start of each budget year. This will allow any potential conflicts to be highlighted as early as possible.
- In addition, Trustees should declare an interest at any meeting where specific relevant conflicts may arise.

4.3 Declarations of Interest at Board or Committee meetings

Whenever a Trustee has a personal interest in a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting) or in relation to which a decision is proposed to be made, or whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Trefoil Guild in relation to a matter to be discussed at a meeting, they must:

- Declare an interest before discussion begins on the matter.
- Withdraw from that part of the meeting unless expressly invited to remain, or
- Decline to participate in any discussion on the matter unless expressly invited to do so.
- Note that in the case of personal interests they are not counted in the quorum for that part of the meeting; and
- In the case of personal interests withdraw during the vote and have no vote on the matter.

In the event of a meeting having to decide upon a question in which a Trustee has an interest, all decisions will be made by a simple majority although a quorum must be present for the discussion and decision. Interested parties will not be counted when deciding whether the meeting is quorate. Interested parties may not vote on matters affecting their own interest.

To facilitate and prompt for declarations all meetings must include an agenda item which allows those attending that meeting to declare any conflicts of interest at the start of the meeting.

4.4 Recording conflicts of interest

All decisions under a conflict of interest will be recorded and reported in the minutes of the meeting.

The minutes will show:

- the nature of the conflict and which trustee or trustees were conflicted
- whether any conflicts of interest were declared in advance
- an outline of the discussion
- whether anyone withdrew from the discussion
- how the trustees took the decision in the best interests of the charity

Where a trustee benefits from the decision, this will be reported in the annual report and accounts in accordance with the current charities SORP. All payments or benefits in kind to trustees will be reported in the charity's accounts and annual report, with amounts for each trustee listed for the year in question.

Where a member of staff is connected to a party involved in the supply of a service or product to the charity, this information will be fully disclosed in the annual report and accounts.

4.5 Conflicts of interest and managing contracts

A Trustee or a sub-committee member must not be involved in managing a tender process or a contract in which they have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

5. Data Protection

All data will be held in accordance with the Data Protection Act 2018. Data will be retained as follows:

- Conflicts of interest contained within Board of Trustee minutes will be held for the lifetime of the charity
- Declaration of interest forms will be retained for the duration of the appointment plus 18 months which is deemed a reasonable time for any complaint or query to be raised.
- Where declarations of interest forms part of an investigation, they be retained for as long as necessary
- The register of interests will be retained for the lifetime of the charity.

6. Monitoring

This policy has been approved by the Board of Trustees and the implementation and monitoring of the policy will be undertaken by the Finance and General Purposes Committee.

Appendices:

Declaration of Interests Form

Register of Interests for Charity Trustees



Declaration of Interests Form

I as a trustee / committee member * [**delete as appropriate*]
of the Trefoil Guild have set out below my interests in accordance with the Trefoil Guild's
conflicts of interest policy.

Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons (family or friends) or other close personal connection.	
Category	Details
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g., trusteeships, directorships, local authority membership, tribunals, plus any recognised roles held within the Trefoil Guild / Girlguiding.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings where they represent more than 5% of issued capital and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.	
Any contractual relationship with the charity or its partners, such as Girlguiding, its publishers, independent advisors, or investment managers.	
Any other conflicts that are not covered by the above.	

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis.

I give my consent for it to be used for the purposes described in the conflicts of interest policy.

Signed:

Position:

Date:



Register of Interests for Charity Trustees

As at dd Month yyyy

Name of trustee	Description of interest	Does the interest relate to the trustee, or person connected to the trustee?	Date raised Dd/mm/yy	Is the interest current?
e.g., Ms J Smith	Owner of catering outlet. Trustee of Women's Care Member of Middleham Arts Circle	Family - Daughter Trustee Trustee	05/01/21 04/01/20 05/01/21	Current Expired 5/2021 Current
e.g., Mrs C Clark	Treasurer of Church Treasurer of Trefoil C/R	Trustee Trustee	05/01/21 05/01/21	Current Current
e.g., Mrs T Time	Venue supplied free lunch to Trustee and six members when visiting with a view to contracting services (value c £70).	Trust & Trefoil connections	05/01/21	Current