

The Sir John Brunner Foundation

Document Control Sheet

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Document name	Conflicts of Interest Policy
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Equality Act 2010 issues considered	Considered to be neutral in its impact.

The Sir John Brunner Foundation
Northwich, Cheshire, CW9 8AF
Telephone: 01606 810020

FOUNDATION CONFLICTS OF INTEREST POLICY

1. Purposes of the policy

- 1.1 As directors of a charitable company limited by guarantee the trustees of The Sir John Brunner Foundation have two sets of similar, and largely overlapping, duties to avoid conflicts of interest. The first duty comes from the charity law duty imposed on the trustees by virtue of their position as charity law trustees. The second duty comes from company law and is imposed on trustees by virtue of their position as company law directors.
- 1.2 The trustees have a legal obligation to act in the best interests of the Foundation and in accordance with the Foundation's memorandum and articles of association (its governing document) and to avoid situations where there is an actual conflict of interests or a potential conflict of interests where it is reasonably perceived that an actual conflict could emerge.
- 1.3 Article 97 of the articles of association imposes on the trustees an obligation to disclose any actual or potential conflicts of interest and withdraw from discussions of the trustees where it is possible that a conflict of interests may arise.
- 1.4 The charity law duty is derived from common law whereas the company law duty can be found in the Companies Act 2006.
- 1.5 Building on these duties imposed by law, it is the policy of the Foundation that all trustees and senior staff attending Trust Board and/or Trust committee meetings and Trust committee members who are not trustees of the Foundation must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Foundation on the one hand and the personal, professional and business interests of the trustee or senior staff member concerned, and of persons connected with them, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.
- 1.6 The purposes of this policy are:
 - 1.6.1 to ensure that the trustees comply with their legal duties;
 - 1.6.2 to protect the integrity of the Foundation's decision-making process;
 - 1.6.3 to enable all outside parties dealing with the Foundation to have confidence in the Foundation's integrity; and
 - 1.6.4 to protect the integrity and reputations of the Foundation's trustees and senior staff.

2. Conflict of interests

- 2.1 A conflict of interests is any situation in which a trustee's personal interests (or a person connected to a trustee), or interests that they owe to another body, may (or may appear to) influence or affect the trustee's decision making.

3. Disclosure of interests

- 3.1 From the adoption of this policy, or upon being appointed, whichever is later, all trustees of the Foundation and senior staff will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a trustee has an interest which should be disclosed should be referred in the first instance to the Chair for a determination.
- 3.2 Written disclosures will be kept on a register maintained by the Clerk and all trustees and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each academic year. The register will be accessible by trustees and the Foundation's internal and external auditors.

4. Organisation of meetings where a trustee has disclosed an interest

- 4.1 Where a trustee has previously disclosed an interest and the Chair or Clerk is satisfied that the interest is relevant to an item on the agenda for a meeting of the Trust Board or of a Trust committee the trustee concerned may not be sent the papers in respect of that item.

5. Management of conflicts of interests in meetings etc.

- 5.1 This section of the policy should be read in conjunction with Articles 97-98 of the Foundation's Articles of Association.
- 5.2 In the course of meetings of the Trust Board or a Trust committee all trustees and senior staff will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain. If there is a failure to declare an interest that is known to the Chair and/or the Chair of the committee and/or the Clerk, the Chair or other such person or the Clerk will declare that interest. After disclosure of any such interest, in the case of a meeting the trustee and/or senior staff member concerned will be asked to leave the room (unless expressly invited to remain, possibly in order to provide information on the matter in hand) whilst the matter is discussed. The trustee will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case

of all other activities, the trustee or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

5.3 All decisions of the Trust Board or committee made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:

5.3.1 the nature and extent of the conflict;

5.3.2 an outline of the discussion;

5.3.3 the actions taken to manage the conflict.

5.4 Where a Trustee or senior staff member benefits from any such decision, this will (if the Foundation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

6. Failure to disclose a relevant interest

6.1 The decision of the Chair as to whether a trustee has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a trustee being in breach of the Trust Board's Code of Conduct as well as of this policy. It may also result in the trustee being subject to legal action and personal liability for breach of trust and breach of statutory duty under the Companies Act 2006. Such breaches may lead to the Trust Board considering the possibility of removing the Trustee from office. Such breaches by a senior member of staff may lead to disciplinary action being taken under the Foundation's staff disciplinary procedures.

7. Benefits for trustees

7.1 It is a basic principle of charity law that charity trustees, such as Foundation trustees, should not profit from their position, although trustees are entitled to be reimbursed for reasonable expenses properly incurred in undertaking the business of the charity. This is reflected in Article 6.5 of the Foundation's Articles of Association. The Trust Board has approved a policy on reimbursing trustees' expenses and trustees must comply with this. In addition, Article 6.3 of the Articles of Association allows the Trust Board to insure trustees against liabilities arising from their office.

7.2 The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for goods or services provided by them to the charity under a contract for services. This procedure is reflected in Articles 6.6-6.9 of the Foundation's Articles of Association, which must be followed if a trustee wishes to receive such a payment for him/herself or a connected person.

7.3 Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission. This is only granted in exceptional circumstances. Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the Principal and staff trustees), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

8. Data Protection

8.1 The information provided in disclosures will be processed in accordance with the data protection principles set out in the General Data Protection Regulations 2016. Data will be processed only to ensure that trustees act in the best interests of the Foundation. The information provided will not be used for any other purpose.

9. Review of this policy

9.1 This conflicts of interest policy will be reviewed by the Trust Board on an annual basis or more frequently should circumstances change.

APPENDIX

Declaration of Interests Form

I as **[trustee][senior staff position held]** of **[The Sir John Brunner Foundation]** have set out below my interests* in accordance with the Foundation’s conflicts of interest policy.

Category	<i>*Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person as defined by the Charities Act 2011 or the Companies Act 2006 such as a member of your immediate family, employer or some other close personal connection.</i>
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 memberships, magistracy, tribunals, governor positions in other schools etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Gifts or hospitality in excess of £30 accepted from Trust suppliers or contractors in the last twelve months.	
Any contractual relationship with the Foundation.	
Any other interests which you consider are appropriate to disclose and 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 and for no other purpose.

Signed:

Position (Trustee/ Senior Staff position):

Date: