

## **Conflict of Interest Policy** (Includes declaration form & register of interest)

### ***Why we have a policy***

The Trustees and Directors of the Diocese of Oxford (DO) entities have a legal obligation to act in the best interests of the Diocese of Oxford, and in accordance with the Articles of those entities, and to avoid situations where there may be a potential conflict of interest. Similarly, committee members also have a responsibility to act in the best interests of the organisation.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict (or may be perceived to conflict) with those of the Diocese of Oxford. Such conflicts may create problems that:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of the Diocese of Oxford; or
- risk the impression that the Diocese of Oxford has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

### ***What is a conflict of interest?***

Committee members<sup>1</sup> should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity.

***There is a conflict of interest when a reasonable person would consider that an individual's ability to apply judgement or act in the work of the DO is, or could be perceived to be, impaired or influenced by one of their interests.***

### **The most common types of conflict include:**

- a) Financial interest – the award of a contract to a company, or transaction undertaken, in which the committee member or one of their close relatives, is a shareholder or partner of the company receiving the award, or these persons are otherwise financially benefiting from such an award or transaction.
- b) Non-financial or personal conflicts – occur where a committee member receives no financial benefit, but are influenced by external factors:
  - influencing committee decisions on service provision to their own advantage, perhaps because they use the charity's service themselves or care for someone who does;
  - to gain some other intangible benefit or kudos; or
  - awarding contracts to friends.
- c) conflicts of loyalties – committee members may have competing loyalties between the charity to which they owe a primary duty and some other person or entity.

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<sup>1</sup> If also a trustee (ODBF is a charitable company), these have a legal duty to avoid conflicts of interest under section 175 of the Companies Act 2006.

Further advice should be sought where needed from the Diocesan Secretary or Diocesan Registrar.

It should be noted that the benefit derived by those committee members who are users of DO's services should not be over and above that received by any other user or beneficiary of the charity. The following categories describe the types of interests relevant to the work of DO. In each case, a benefit may be a gain or avoidance of a loss.

### ***The declaration of interests***

Accordingly, we are asking committee members to declare their interests, and any gifts or hospitality offered and received in connection with their role in the Diocese of Oxford. The initial declaration covers the preceding 12-month period. Consideration should also be given to any new interests that are not currently held but are known to be likely to arise during involvement with the committee. Areas of consideration when making a declaration if interest:

- employment;
- any previous employment in which the trustee still has a financial, or other, interest;
- any other appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals;
- professional and organisational membership;
- membership of any special interest groups;
- investments in unlisted companies, partnerships and other forms of business;
- major shareholdings (charities may set a figure here, e.g. more than 1% or 5% of issued capital) and beneficial interests;
- gifts or hospitality offered to the trustee by external bodies and whether these were declined or accepted;
- family connections where relevant, such as the trustee's spouse/partner working for a similar organisation or a funder;
- using, or caring for a user of, the organisation's services; and
- any contractual relationship between the trustee or a connected person and the charity or its subsidiary.

A declaration of interests form is provided for this purpose in Appendix A, listing the types of interest you should declare.

***To be effective, the declaration of interests needs to be updated at least annually, and when any material changes occur.***

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Diocesan Secretary for confidential guidance.

### ***Data protection***

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that committee members act in the best interests of the Diocese. The information provided will not be used for any other purpose.

***Interests at appointment***

Assessment of an applicant's declared interests and curriculum vitae is performed by the committee secretary, who would consult the committee chair and Diocesan Secretary if in any doubt. If doubts remain, the Appointments Committee will take a final decision.

***Appointing chairs***

The chairs of committees are in a special position in relation to the work of their committee and have greater scope to influence the outcome of discussions. The chair helps the committee to work collaboratively, ensures a balanced contribution from all committee members and takes decisions about the potential conflicts of interest of their committee members. Chairs are appointed for their expertise and skill in chairing groups, and although they may have some knowledge of the topic, this is not their primary role in the group. Specialist knowledge is provided by other committee members.

As far as possible Chairs should not have any direct interests (financial, non-financial professional or personal) that relate to the services, interventions, products, or delivery of care to be considered within the scope of the guideline. It may also be inappropriate for chairs to have relevant indirect interests, including when a close family member could potentially gain financially from the person's work with DO. If other direct or indirect interests cover a significant portfolio of the committee's work, non-appointment may be necessary because the chair may need to be repeatedly excluded from the committee's discussions.

***What to do if you face a conflict of interest after appointment***

If you believe you have a real or perceived conflict of interest you should:

- declare the interest at the earliest opportunity
- if you or the committee chair judge it to be a material conflict, you should withdraw from discussions and decisions relating to the conflict.

In the event of a very major conflict (for example, a discussion relating to the employment of that individual or their spouse) the committee secretary should ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted for the person facing the conflict if they contain any information of which the individual is by then not already aware. A balance needs to be made to ensure that the person still receives sufficient information about the activities of the charity generally without disclosing such sensitive information that could place the individual in an untenable position.

If you, or a connected person to you, is a recipient of DO services, or contract, you should not be involved in decisions that directly affect this matter. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion, unless expressly invited to remain in order to provide information. In this case you may not participate in, or influence, the decision or any vote on the matter. You will not be counted in the quorum for that part of the meeting and must withdraw from the meeting during any vote on the conflicted item.

There are situations where you may participate in discussions from which you could indirectly benefit, for example where the benefits are universal to all users, or where your benefit is minimal. This action will be agreed by the chair and minuted accordingly.

If you fail to declare an interest that is known to the committee secretary or chair the committee secretary or chair will declare that interest.

***Decisions taken where a member of committee has an interest***

In the event of the committee having to decide upon a question in which a committee member has an interest; interested parties will not be counted when deciding whether the meeting is quorate. Interested committee members may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded by the committee secretary and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion; and
- the actions taken to manage the conflict.

Where a trustee benefits from a major 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.<sup>2</sup>

Where a member of staff involved in commissioning 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.

***Managing contracts***

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you 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.

**Register of Interests**

The completed declarations should be returned to the Secretariat, which will be responsible for keeping the register of interests up to date. A template of the register is included in App B.

**This policy will be reviewed every 3 years unless an earlier review is needed.**

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<sup>2</sup> The Charities SORP requires the full disclosure of all 'related party' transactions with any third party that may inhibit the charity being able to pursue its separate interests. The Charity Commission strongly recommends that all trustee payments should be disclosed in an appropriate manner. See CC11 Trustee payments and expenses.

**Declaration of Interests form<sup>3</sup> UPDATED****Appendix A**

Under accounting standards, a reporting entity must disclose **all** transactions with persons or entities that are closely connected to it or its trustees/directors, members or key management personnel. In addition to the disclosure required of these personnel, we also request committee members declare any interests accordance with the Diocese of Oxford's Conflicts of Interest policy.

The purpose of this form is to identify all the relevant persons and entities that may be related to you, and the transactions (if any) that have occurred in the period **from 1 Jan 20XX to 31 Dec 20XX** and identified for **the 20XX year ahead, in so far as you know of these**, in relation to the Diocesan entities and committees you are member of, as set out in the table below.

I \_\_\_\_\_ [insert name] as trustee & director or member of the following reporting diocesan entities [as per list below<sup>4</sup>]:

and member of [list all Diocesan committees]:

set out below my interests in accordance with the organisation's conflicts of interest policy.

Category	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection	
	1/1/XX – 31/12/XX	1/1/XX – 31/12/XX if different (where known)
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 etc.		
Membership of any professional bodies, special interest groups		

<sup>3</sup> Form template used from Institute of Chartered Secretaries and Administrators' specimen declaration of interest for charity trustees

<sup>4</sup> Diocese of Oxford reporting entities:

ODBF: The Oxford Diocesan Board of Finance (Comp No. 00142978)

ODBE: The Oxford Diocesan Board of Education (Comp No. 07071809)

DTOL: Diocesan Trustees (Oxford) Ltd (Comp No. 00867729)

Category	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection	
	1/1/XX – 31/12/XX	1/1/XX – 31/12/XX if different (where known)
or mutual support organisations.		
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.		
Gifts or hospitality offered to you by external bodies, which may or may be perceived to be relevant to your role with the Diocese and whether these were declined or accepted in the last 12 months. <sup>5</sup>		
Any contractual relationship with the ODBF, DTOL, ODBE, ODES or any of its affiliated entities.		
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 Diocese's conflicts of interest policy and for no other purpose.

I understand that the information provided will be held in accordance with the Diocese of Oxford's data protection policies.

Signed:

Print Name:

Date:

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<sup>5</sup> Interests and gifts will be recorded on the charity's register of interests, which will be maintained by the Secretariat. The register will be accessible by any member of Bishop's Council.

Register of interests<sup>6</sup> for committee members

Appendix B

Name of trustee	Description of interest	Does the interest relate to the committee member or a person closely connected to the committee member? Describe.	Is the interest current?

This register of interests (appendix B) shall also be used to record all gifts of a value over £50 and hospitality of a value over £50 received by the trustees and staff.

Interests and gifts will be recorded on the charity’s register of interests, which will be maintained by the Secretariat. The register will be accessible by any member of Bishop’s Council.

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<sup>6</sup> Form template based on the Institute of Chartered Secretaries and Administrators’ specimen register of interests for charity trustees