

SP19 CONFLICT OF INTEREST

Policy Number	SP19
Policy Name	Conflicts of Interest Policy
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Owner	Chief Executive Officer
Reviewing Body	Board of Trustees

Version	Amendments	Date	Initials	Publish on Website?
0.0	Original	November 2017	CEO/BOT	
1.1	First review – no changes proposed	November 2020	CEO/BOT	Yes
1.2	Second review	April 2024	CEO/BOT	

1. Background

- 1.1 Trustees have a legal obligation to act in the best interests of the charity, and in accordance with the Articles of Association (“the constitution”), and to avoid situations where there may be a potential conflict of interest. .
- 1.2 Conflicts of interest may arise where an individual’s personal or family interests and/or loyalties may conflict with those of the charity. Such conflicts can:
 - Inhibit free discussion
 - Result in decisions or actions that are not in the interests of the charity
 - Risk the impression that the charity has acted improperly.
- 1.3 The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.
- 1.4 The provisions in the constitution regarding conflicts of interest and conflicts of loyalties are reproduced at **Annex A** to this policy.

2. Application

- 2.1 This policy applies to trustees who are also directors of the company limited by guarantee

3. Declaration of interests

- 3.1 Trustees are required to declare their interests, and any gifts or hospitality offered and/or received in connection with their role. A declaration form, listing the types of interest to be declared, is provided at **Annex B**.
- 3.2 The declaration of interests is updated annually and when any material changes occur.
- 3.3 The register of interests (example at **Annex C**) is used to record all gifts of the value of over £20 and hospitality over £20 received by trustees
- 3.4 Interests and gifts are recorded on the charity’s register of interests, which is maintained by the Company Secretary.
- 3.5 In the interests of transparency the register is accessible by Autism Unlimited Trustees and the Chief Executive. Requests for access by others, including members of the public, will be dealt with on a case-by-case basis.

4. Data Protection

- 4.1 The information provided will be processed and maintained in accordance with the Data Protection Act 1998. Data is processed only to ensure that trustees and staff act in the best interests of Autism Unlimited.
- 5. In the event of a conflict of interest**
- 5.1 If you believe that you have a perceived or real conflict of interest you should:
- declare the interest at the earliest opportunity
 - withdraw from discussions and decisions relating to the conflict.
- 5.2 The Company Secretary ensures that minutes or other documents relating to the item presenting a conflict are redacted for the person facing the conflict. 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.
- 5.3 A user of the charity's services, or the carer of a service user, should not be involved in decisions that directly affect the service that the user receives. The interest is declared at the earliest opportunity and the individual withdraws from subsequent discussion unless expressly invited to remain in order to provide information. In this case, the individual does not participate in, or influence, the decision or any vote on the matter. They are not counted in the quorum for that part of the meeting and are required to withdraw from the meeting during any vote on the conflicted item.
- 5.4 There are circumstances where a conflicted individual may participate in discussion from which he or she could indirectly benefit, for example where the benefits are universal to all users, or where the individual's benefit is minimal. This action will be agreed by the committee and chair of the meeting and minuted accordingly.
- 5.5 If an individual fails to declare an interest that is known to the Company Secretary and/or the Chairman of the meeting, the Company Secretary or Chair is required to declare that interest.
- 6. Decisions taken where a trustee or member of staff has an interest**
- 6.1 In the event of the Board of Trustees or a committee considering a question in which a trustee has an interest, a decision will be made by vote, with a simple majority required. The meeting must be quorate for the discussion and decision; interested parties are not counted when deciding whether the meeting is quorate. Interested board or committee members may not vote on matters affecting their own interests unless the un-conflicted trustees consider it is in the best interests of the charity to authorise the conflict of interest in the circumstances applying (Article 9.1.3 of the charity's constitution refers).
- 6.2 All decisions under a conflict of interest will be recorded by the Company Secretary and recorded in the minutes of the meeting. The report will record:
- the nature and extent of the conflict
 - an outline of the discussion
 - the actions taken to manage the conflict.
- 6.3 Where a trustee benefits from the decision, this is reported in the annual report and accounts in accordance with the current Charities SORP.
- 6.4 All payments or benefits-in-kind to trustees are reported in the charity's annual report and accounts, with amounts for each trustee listed for the year in question.
- 6.5

6.5 Independent external moderation is used where conflicts cannot be resolved through normal procedures.

7. Managing contracts

7.1 A person who has a conflict of interest must not be involved in managing or monitoring a contract in which he or she has an interest. Monitoring arrangements for such contracts include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

8. Guidance

8.1 Further guidance is available in the Charity Commission publication “Conflicts of interest: a guide for charity trustees” (CC29)

Annexes:

A Articles of Association – provisions relating to conflicts of interest and conflicts of loyalties

B Declaration of interest form

C Specimen register of interests

ANNEX A

AUTISM UNLIMITED ARTICLES OF ASSOCIATION – PROVISIONS RELATING TO CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

9.1 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the articles, the un-conflicted directors may authorise such a conflict of interests where the following conditions apply.

9.1.1 The conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

9.1.2 The conflicted director does not vote on any such matter and is not to be counted in the quorum when considering whether a quorum is present at the meeting; and

9.1.3 The un-conflicted directors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying.

9.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to a conflict that does not involve a direct or indirect benefit of any nature to a director or to a connected person.

AUTISM UNLIMITED

DECLARATION OF TRUSTEE INTERESTS

I,(name of trustee), trustee of Autism Unlimited, set out my interests in accordance with the charity's conflicts of interest policy and declare that such interests do not disqualify me from acting as a trustee.

Category of Interest	Details of the interest and whether it applies to you or, where appropriate, a member of your immediate family, connected persons (see note) or some other close personal connection
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, tribunals etc.	
Membership of professional bodies, special interest groups or mutual support organisations	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings (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	
Use, or care for, a user of the charity's services?	
Any contractual relationship with the charity or its subsidiaries.	
Any other conflicts 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:

Date: _____

Note:

A “connected person” is defined in the Articles of Association as:

- a) A child, parent grandchild, brother or sister of a director
- b) The spouse or civil partner of a director or any person falling within (a) above;
- c) A person carrying on business in partnership with any person falling within (a) or (b) above;
- d) An institution that is controlled:
 - i. By a director or any connected person falling within (a), (b) or (c) above; or
 - ii. By two or more persons falling within (d) (i) above, when taken together;
- e) A body corporate in which:
 - i. The director or any connected person falling within (a), (b) or (c) above has a substantial interest; or
 - ii. Two or more persons falling within (e) (ii) above who, when taken together, have a substantial interest.

ANNEX C

SPECIMEN REGISTER OF INTERESTS FOR CHARITY TRUSTEES (ENGLAND AND WALES)

Name of trustee	Description of interest	Does the interest relate to the trustee or a person closely connected to the trustee (describe)?	Is the interest current?
Mr T Smith	Joint owner of catering company	Trustee, other joint owner is the trustee's daughter.	Current
	Member of local authority	Trustee	Current
Mrs A Jones	Employee of ABC charity with similar aims and objectives working in the same area	Trustee	No, trustee resigned post in 1999
Mr A Wright	Trustee of XYZ charity	Trustee	Current
Miss A N Other	Was bought lunch to value of £40 by representative of photocopying machine supplier	Trustee	Current