

Policy Name	Conflicts of Interest
Version No.	4.0
Approval Date	Sept 2024
Category	Corporate
Classification	Public

CONFLICTS OF INTEREST POLICY	
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Review Frequency	3 years
Latest Review Date	August 2024
Approved By & Date	Board – September 2024
Next Review Date	September 2027

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Version Control

Version	Date	Description	Updated By	Approved By
2.2	March 2019	Final Policy	Company Secretary	Board
3.0	September 2021	Comprehensive review of content	Compliance and Risk Manager & DoG&C	Board
4.0	August 2024	Move to new template. Policy simplified with process moved into supporting Work Instructions.	Executive Director Governance and Compliance	Board

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1. Policy Purpose & Aim

- 1.1 The purpose of this policy is to ensure that Conflicts of Interest are declared and managed to mitigate the risk to ExtraCare. The policy seeks to ensure that conflicts of interest do not result in decisions or actions that are not in the Charity's best interests.

2. Objectives

- 2.1 The objective of this policy is to ensure that all actual, perceived and potential conflicts of interest are declared and managed appropriately to:
- Prevent judgement being influenced by factors not in the best interests of ExtraCare;
 - Meet legislative and regulatory requirements;
 - Ensure good corporate governance;
 - Mitigate risk, in particular reputational risk; and
 - Encourage transparency in line with our values.

3. Scope of Policy

- 3.1 This policy applies to all Trustees, Retail Board members, employees, and volunteers.
- 3.2 For the avoidance of doubt, benefits received by employees as part of their ExtraCare employment are not required to be declared under this policy. Resident volunteers are not required to declare that they are a resident as a potential conflict of interests as this is already known.

4. Responsibilities

Board of Trustees and Retail Board Directors	• Approve the Conflicts of Interest Policy; • Declare any interests upon appointment, annually and upon change; • Declare any conflicts of interest at the start of meetings where there is a personal interest in an agenda item; and • Receive the Register of interests annually.
Head of Governance	• Owns the policy and oversees robustness of supporting processes; • Ensures Board member conflicts of interest are declared and minuted; • Publishes Trustee interests on the website; and • Ensures processes are in place for staff and volunteer interests to be identified and recorded.

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Governance Team	• Administers the Registers of Interest; and • Facilitates the annual declaration of interest update process.
HR Team	• Requires new employees to declare interests upon appointment; • Provides Conflict of Interest Policy to new starter and signposts to declaration form as part of onboarding process; and • Records any staff declarations on personnel files.
Managers (including ELT and SMT)	• Provides annual briefings teams on conflicts of interest; • Ensures staff/volunteer conflicts of interest are managed; • Records any staff declarations on location personnel files; and • Completes their own annual declaration of interest return. This must be completed by all managers (i.e. even when there is nothing to declare).
Charity Volunteer Lead	• Supports Volunteer Coordinators (Villages)/Activity Coordinators (Schemes) with managing conflicts of interest amongst volunteers.
Volunteer Coordinators (Villages)/Activity Coordinators (Schemes)	• Signposts volunteers to declare interests via the induction process; and • Records any completed declarations on volunteer personnel files.
Procurement team	• Seeks declarations of interest from suppliers and staff as part of any tendering/contracting process; and • Manages any conflicting interests during the procurement process.
All employees	• Declare any interests on appointment (including any other employment); • Declare any interests or changes as they arise; and • Complete the annual declaration interest return. Whilst all staff must declare any interest, non-managerial staff who have not declared an interest previously do not need to complete an annual declaration unless there is a change and now have something to declare.

5. Monitoring & Review

- 5.1 This policy will be reviewed every three years. Updates may be made between review dates to respond to changes in guidance or learnings from incidents.

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6. Risk Management

- 6.1 It is a legal and regulatory requirement to declare conflicts of interest and any such interests must be managed appropriately. Compliance with this policy and supporting Work Instructions mitigates any risk to the Charity. Failure to adhere to this policy may result in disciplinary action.
- 6.2 Any declared interests are subject to the provisions of the Data Protection Act 2018 and EU General Data Protection Regulation (GDPR). Data will only be processed in the best interests of ExtraCare. Annual updates will be undertaken ensure that data is accurate.
- 6.3 The policy is supported by Work Instructions to guide staff and managers. An annual briefing is prepared for managers to provide to staff. In the event of any query, the Governance team can be contacted via declarations_of_interest@extracare.org.uk

7. Statement of Commitment

- 7.1 ExtraCare is committed to ensuring compliance with legal and regulatory requirements. This includes meeting the highest standards of probity and conduct. This policy aligns with our value of transparency.

8. Additional arrangements

8.1 Conflicts of Interest – Definitions

- 8.1.1 Conflicts of interest are circumstances that may affect an individual's ability to undertake their role as they may be impaired or influenced by other personal or professional interests. The perception of competing interests, impaired judgement or undue influence is also regarded as a conflict because if others perceive there to be an interest this may also be damaging to ExtraCare.
- 8.1.2 A conflict of interest may be:
- **Actual** – there is a conflict between one or more interests; or
 - **Potential/perceived** – there is a possibility of conflict between one or more interests.
- 8.1.3 Interests fall into the following categories:
- **Financial Interests** – an individual may obtain direct financial benefit from the consequences of a decision they are involved in making;

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- **Non-financial interests or personal interests** – an intangible benefit or kudos arises due to the individual being influenced by external factors;
- **Indirect Interests** – an individual has a close association with another individual who has a financial interest or a non-financial interest; and/or
- **Conflicts of Loyalty** – an individual may have competing loyalties between ExtraCare and some other person or entity.

8.2. Identifying and Declaring Interests

8.2.1 Everyone should identify and declare interests at the earliest opportunity. If in doubt, it is better to declare. Supporting information is available in **Work Instruction 1**.

8.2.2 Declarations should be made as follows:

Trustees/Directors	• Upon appointment; • Upon any change (within 28 days of arising); • Upon annual update; and • At each Board or Committee meeting (where relevant).
Managers	• Upon appointment; • Upon any change (within 28 days of arising); and • Upon annual update.
Staff/Volunteers	• Upon appointment; and • Upon any change. Non-management staff and volunteers are not required to complete the annual update (see 8.2.3).

8.2.3 The Governance team will undertake an annual update process. This will include:

- Issuing a new conflicts of interest form to managers, Trustees and Directors;
- Issuing an annual briefing note for managers to use with their teams to identify any new or changed staff interests. Staff are not required to complete the annual return. However, where a non-management staff member has an interest to declare, the manager will require the staff member to complete the conflicts of interest form; and
- Following up on (and reporting) any non-returns to senior management.

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8.3 Managing Declared Interests (staff and volunteers)

- 8.3.1 When a declaration is made by a staff member/volunteer, this will be notified to the relevant line manager/Volunteer Coordinator (for Villages)/Activity Coordinator (for Schemes). The manager/Volunteer Coordinator will document how the conflict will be managed. This will be shared with the individual. Supporting information is available in **Work Instruction 2**.
- 8.3.3 Under the contract of employment, staff must declare if they have other employment. The contract states: 'You shall not work for anyone else while you are employed by the Charity without the express written permission of your line manager. This will not be unreasonably withheld.' As such, any other employment must be declared.
- 8.3.4 The declaration, including management action to be taken, will be held on the relevant personnel file and for staff this will also be recorded on the Staff Register of Interests.
- 8.3.5 Any new managers or Volunteer Coordinators/Activity Coordinators will be advised of any declared interests, for staff or volunteers respectively, as part of their induction.

8.4 Managing Declared Interests (Trustees/Directors)

- 8.4.1 Declarations of interest will be a standard item at the start of Board/Committee meetings.
- 8.4.2 If a Trustee or Director has an actual or perceived conflict of interest relevant to any Board or Committee discussion, they should withdraw from those discussions unless expressly invited to remain. Where invited to remain they must abstain from the decision.
- 8.4.3 There may be instances where a conflict has been declared but:
- There is minimal direct or indirect benefit; or
 - Benefit is universal to other Board members; or
 - ExtraCare will benefit from the Trustee/Director's participation.
- In such instances the Chair may agree full participation. This will be minuted accordingly.
- 8.4.4 There may be instances where minutes or documents relating to the conflict may cause further conflict if issued to the Trustee/Director. The Company Secretary may redact documents or restrict access to information if necessary. In doing this, the Company Secretary will exercise judgement.

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8.5 Recording Interests

- 8.5.1 All declared interests will be entered on the staff member's personnel file and also recorded on a Staff Register of Interests. This register will be shared with Audit & Assurance Committee annually and is held by the Governance Team.
- 8.5.2 All Trustee/Retail Board Director declared interests will be entered on a Board Register of Interests. This will be shared with the Trust and Retail Boards (respectively) each annually. The Trust Board Register of Interests will be published on the website.
- 8.5.3 There is no separate Register of Interests for volunteers: these are recorded locally and held on volunteer files.

9. Other Relevant ExtraCare Policies & Documents

General	
- NHF Code of Governance 2020 - Standing Orders - Board and Committee Terms of Reference - Trustee Code of Conduct - Financial Regulations - Recruitment Policy	- Procurement Policy - Volunteering Strategy and Policy - Anti-Bribery Policy - Anti-Fraud, Theft and Financial Irregularity Policy - Whistleblowing Policy - Data Protection Policy
Work Instructions, Forms and Documents	
- Work Instruction 1: Identifying & Declaring Interests - Work Instruction 2: Managing Conflicts of Interest - Work Instruction 3: Volunteer Conflicts of Interest Process	- Declaration of Interests (Microsoft e-Form) - Volunteer Declaration of Interest (in Word) - Register of Interests: - Trustee - Retail Board - Staff

10. Relevant Legislative & Regulatory Requirements

Legislation	Regulation	Guidance
- Charities Act 2011 - Companies Act 2016 - Data Protection Act 2018 incorporating EU GDPR	NHF Code of Governance 2020	- Conflicts of Interest – A guide for Charity Trustees (CC29) - Charity Governance Institute (CGI)-specimen forms and policy