

Policy Name	Conflicts of Interest
Version No.	2.2
Approval Date	March 2019
Category	Directorate – Corporate / Operational
Classification	Public

CONFLICTS OF INTEREST	
Author	<i>Company Secretary</i>
Contributors	
Review Frequency	<i>3 years</i>
Latest Review Date	<i>March 2019</i>
Approved By & Date	<i>Board of Trustees 18 March 2019</i>
Next Review Date	<i>March 2022</i>

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Version Control

Version	Date	Description	Updated By	Approved By
2.2	<i>Mar 19</i>	<i>First draft</i>	<i>Co Sec</i>	<i>ELT</i>
2.2	<i>Mar 19</i>	<i>Final Policy</i>	<i>Co Sec</i>	<i>Board</i>

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1. Policy Purpose & Aim

As a responsible provider of housing, care, housing related support and associated services for people over 55 and as a responsible employer ExtraCare Charitable Trust (ECCT) is committed to ensuring that it, and those who represent it, meet the highest standards of probity and conduct and that decisions and actions are properly taken in the best interests of the ECCT as a whole.

A conflict of interest is any situation or circumstance in which it impacts on an individual's ability to apply judgement, to act impartially in the interests of ECCT or where they could be impaired or influenced by a secondary interest.

This could be a:

- Conflict of loyalty: where an individual's loyalty or duty to another person or organisation could prevent them from making a decision impartially and in the interests of ECCT; or
- Conflict of benefits: where there is a proposed transaction between ECCT and the individual or their close connection or where there is a benefit or a potential benefit to an individual or their close connection.

Even if the individual doesn't actually benefit, a conflict can still occur if it appears a decision may have been influenced. The perception of competing interests, impaired judgement or undue influence can also be a conflict of interest.

For the avoidance of doubt, the contractual benefits received by employees as part of their terms and conditions are not covered by this policy.

The types of interest which could give rise to a conflict of interest, and which must be declared, are listed in Appendix A.

2. Objectives

To ensure that all actual or potential conflicts or dualities of interest are openly declared and managed appropriately.

To avoid, where possible, conflicts of interests between the duties of Trustees, subsidiary board directors and staff to ECCT and their own personal interests, financial or otherwise.

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Where a potential conflict does arise, to ensure that it is appropriately managed so as to protect ECCT and its reputation.

To meet the requirements of the Charities Act 2011, Companies Act 2006 and ECCT’s Code of Governance in order to minimise the risk of regulatory action and diminution of reputation.

3. Scope of Policy

This policy applies to all Trustees, subsidiary board directors, employees and volunteers of ECCT.

The Board of Trustees is responsible for ensuring compliance with this policy in respect of Trustees and subsidiary board directors, who as company directors also comply with the provisions of the Companies Act and / or Charities Act as appropriate. The Board of Trustees will also oversee compliance of this policy by the Executive Directors.

The Executive Directors and all managers are responsible for ensuring compliance in their respective areas of responsibility by all members of staff, who are bound by their contracts of employment.

All ECCT employees are required to act in line with this policy and any breach of this policy may be considered to be misconduct which could result in action being taken in line with the Disciplinary Policy.

Residents, Friends, individual donors, volunteers, third party suppliers and contractors have an understanding of the policy and how it applies to them.

Other agencies, regulators and partners are aware of the policy and acknowledge their role in implementing it.

4. Responsibilities

Company Secretary	<p>To ensure that a Declaration of Interest is completed by new Trustees on appointment and thereafter annually.</p> <p>To advise any Trustee, Subsidiary Board Member, employees and volunteers on making a declaration.</p>
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	<p>To inform Managers to carry out an annual briefing to staff on the need to consider conflicts of interest and make declarations of interest as necessary.</p> <p>To ensure the annual submission of declarations of interest in respect of Trustees, Subsidiary Board Members, Executive Directors and Managers.</p> <p>To maintain a Register of Interests for Trustees, Subsidiary Board Members and Executive Directors.</p>
Trustees	<p>A Trustee who has in any way a direct or indirect interest in any current or proposed contract, arrangement or dealing with ECCT must declare the nature and extent of their interest before it is discussed by the Board and before ECCT enters into any transaction or arrangement.</p> <p>Make complete annual declaration of interest and submit this to the Company Secretary.</p>
Subsidiary Board Members	<p>A Director who has in any way a direct or indirect interest in any current or proposed contract, arrangement or dealing with ECCT or the subsidiary company must declare the nature and extent of their interest before it is discussed by the Board and before ECCT/subsidiary company enters into any transaction or arrangement.</p> <p>Make complete annual declaration of interest and submit this to the Company Secretary.</p>
ELT and Managers	<p>To carry out an annual briefing to staff on the need to consider conflicts of interest and making declarations as necessary.</p> <p>Make an annual declaration of interest.</p>
All employees	<p>Complete a declaration of interest form on appointment. Complete a declaration of interest form in the event of a change and as a conflict or potential conflict may arise.</p> <p>Not required to complete an annual declaration</p>

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5. Monitoring & Review

An annual declaration of interest submission will be initiated by the Company Secretary of Trustees, Subsidiary Board Member, employees and volunteers.

All declared interests will be entered onto the Register of Interests maintained by the Company Secretary.

Declarations will be shared with Executive Leads and Trustees as appropriate.

6. Risk Management

As a company limited by guarantee and a registered charity, ECCT is governed by its Articles of Association which direct how Trustees' Interests are to be managed in order to comply with the statutory directors' duties in the Companies Act 2006 and the requirement for charity trustees only to act in the best interests of the charity.

7. Statement of Commitment

ECCT is committed to ensuring that it, and those who represent it, meet the highest standards of probity and conduct and that decisions and actions are properly taken in the best interests of the ECCT as a whole.

ECCT will ensure that:-

- All Trustees, Subsidiary Board Member, employees and volunteers are aware of this policy and adhere to relevant procedures.
- Trustees, Subsidiary Board Member, employees and volunteers understand and comply with this policy and declare any private interests which may, or may be perceived to, conflict with the duties of their role.
- ECCT's registers of interests are complete, accurate and up to date at all locations
- Trustees, Subsidiary Board Member, employees and volunteers are not involved in the applications for, or provision of, services to those to whom they are related or closely connected.
- Trustees, Subsidiary Board Member, employees and volunteers are not involved in the appointment, discipline, promotion, pay or benefits of staff, to whom they are related or closely connected.

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- Trustees, Subsidiary Board Member, employees and volunteers are not involved in the appointment of a contractor or supplier where they are related or closely connected to an organisation or individual applying or tendering for a contract; nor involved in establishing the terms of a contract, its on-going monitoring and management where they are related or closely connected to the contractor or supplier.
- Trustees, Subsidiary Board Member, employees and volunteers avoid using ECCT's contractors and suppliers for private purposes, except where this is specifically permitted in advance; no favourable service as a result of the connection with ExtraCare is obtained or accepted and a written declaration confirming that no financial or other advantage has been secured as a result of the relationship with ECCT is provided.
- Trustees, Subsidiary Board Member, employees and volunteers do not use, or attempt to use, their position to promote their personal interests or those of any connected person, business or other organisation

8. Other Relevant ECCT Policies & Documents

General	<ul style="list-style-type: none"> • Articles of Association • Code of Governance • Staff Handbook • Code of Conduct • Data Protection Policy • Gifts & Hospitality Policy • Procurement Policy • Volunteering Strategy & Policy • Resident Involvement Policy • Recruitment Policy • Professional Boundaries Policy • Whistleblowing Policy • Anti-Bribery Policy • Appointing Construction Contractors & Consultants Policy • New Village Sales Policy • Resales Policy
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15. Relevant Legislative & Regulatory Requirements

Legislation	Regulation	Guidance
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Charities Act 2011		Conflicts of Interest: a guide for charity trustees (CC29)
Companies Act 2006		

APPENDIX A – INTERESTS TO BE DECLARED

All parties

Where there is a potential conflict of loyalty:

- Any other current employment, including self-employment
- Any previous employment in which you continue to have a financial interest
- Organisations (whether private or public) of which you are a trustee, director, partner, officer, official or elected member
- Membership of a campaigning, residents’ or community association which has interests in the business and / or operation of ECCT
- Positions of public responsibility
- Membership of another association or unregistered “not for profit” body with interests in the area of operation of ECCT
- Membership of political parties and pressure groups
- Membership of secret societies and similar organisations

Where there is a potential conflict of benefit:-

- Whether a close connection is (in respect of ECCT):-
 - An employee
 - A trustee
 - A beneficiary
 - A volunteer
- Whether you or any close connection has a contractual relationship with ECCT or its subsidiaries (other than an employment relationship previously declared)

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- Whether you or any close connection has used an ECCT contractor or supplier for private purposes in the past 12 months
- Whether you or any close connection has a tenancy or leasehold interest of a property owned or managed by ECCT or is a beneficiary of any of ECCT’s services
- Whether you or a close connection has a significant ownership of land and / or property in the areas of operation of ECCT

This list is not exhaustive. You should declare any other potential conflicts that are significant or material but which are not covered by the above.

Trustees only

Notwithstanding the above, in accordance with the Articles of Association, Trustees must ensure that at all times the Company Secretary has an accurate and complete list of:-

- Any other body of which you are a director or officer
- Any firm of which you are a partner
- Any public body of which you are an official or elected member
- Any company whose shares are publicly quoted in which you own or control more than 2% of the shares*
- Any company whose shares are not publicly quoted in which you own or control more than 10% of the shares
- Any ECCT scheme or village at which you are, or a close connection is, a Resident
- Any other interest which is material or significant unless it cannot reasonably be regarded as likely to give rise to a conflict of interest or the other Directors are already aware of it.