



TRUSTEE CONFLICT OF INTEREST POLICY

Contents

- 1) Defining Conflict of Interest
- 2) Why we have a Conflict of Interests Policy
- 3) Register of Interests
- 4) What to do if you face a conflict of interest
- 5) Breach of Trust
- 6) Declaration of Interest Form

This policy applies to trustees and all staff and volunteers of Evergreen Africa

1) What is a conflict of interest?

Trustees have a duty under common law to act in the best interests of the charity they serve. Trustees, generally, should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity. For charitable companies, trustees have a legal duty to avoid conflicts of interest under section 175 of the Companies Act 2006.

A conflict of interest can be defined as:

'...any situation in which a trustee's personal interests or responsibilities they owe to another body, may, or may appear to influence the trustee's decision making.'

Conflicts of interest arise when the interests of trustees, or 'connected persons', are incompatible or in competition with the interests of the charity. Such situations present a risk that trustees will make decisions based on these external influences, rather than the best interests of the charity.

The most common types of conflict include:

- direct financial interest – when a trustee obtains a direct financial benefit via:
- the payment of a salary to a trustee by the charity;

- the award of a contract to a company with which a trustee is involved; or
- the sale of property at below market value to a trustee.
- indirect financial interest – this arises when a close relative of a trustee benefits from the charity.
- non-financial or personal conflicts – occur where trustees receive no financial benefit, but are influenced by external factors:
 - influencing board 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.
- conflicts of loyalties – trustees may have competing loyalties between the charity to which they owe a primary duty and some other person or entity.

2) Why we have a policy

Trustees have a legal obligation to act in the best interests of Evergreen Africa and in accordance with our governing document, and to avoid situations where there may be a potential conflict of interest. Staff and volunteers have similar obligations.

Conflicts of interests may arise where an individual’s personal or family interests and/or loyalties conflict with those of Evergreen Africa.

Such conflicts may create problems that:

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

It is, therefore, essential that all trustees are fully aware of their duties and responsibilities and that when acting as a trustee they must act in the best interests of the charity alone. The interests of the beneficiaries and those of the charity will – for the most part – be consistent or complementary, but on the occasions where a conflict does arise, the responsibility of all the trustees is to the charity. This includes any access that all trustees may gain to confidential or privileged information by virtue of their trusteeship. All trustees should remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity.

Occasionally there may be cases where an apparent conflict is in the organisation’s best interests. While the trustees may well act with integrity, the mere appearance of a conflict can be damaging to

both the charity and the trustees, so conflicts need to be managed effectively. When considering how a situation may be perceived, a simple rule of thumb might be to ask: how could this be portrayed in the media?

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

3) Declaration of interests

Accordingly, we are asking trustees and all staff to declare their interests, and any gifts or hospitality offered and received in connection with their role with Evergreen Africa. A declaration of interests form is provided for this purpose, 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 charity secretary for confidential guidance.

This register of interests shall be used to record all gifts of a value over £30 and hospitality 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 charity secretary. The register will be accessible by members of the Board of Trustees and the executive Officer. It will not be made available to the public.

The completed declarations form should be returned to the charity secretary, who will be responsible for keeping the register of interests up to date.

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 trustees and all staff act in the best interests of Evergreen Africa. The information provided will not be used for any other purpose.

4) What to do if you face a conflict of interest

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

- declare the interest at the earliest opportunity
- withdraw from discussions and decisions relating to the conflict.

The charity secretary should take special care to ensure that minutes or other documents relating to the item presenting a conflict are appropriately 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.

If you are a user of Evergreen Africa's services, or the carer of someone who uses its services, you should not be involved in decisions that directly affect the service that you, or the person you care for, receive(s). You should declare your interest at the earliest opportunity and withdraw from any

subsequent discussion, unless expressly invited to remain 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 another Trustee and/or the Executive Officer, that person will declare that interest.

Decisions taken where a trustee or member of staff has an interest

In the event of the board having to decide upon a question in which a trustee or member of staff has an interest, all decisions will be made by vote, with a [simple majority][two thirds majority][....] required. A quorum must be attained for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate.

Interested board members may not vote on matters affecting their own interests. All decisions under a conflict of interest will be recorded by the charity 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 the 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.

Where a member of Evergreen Africa's staff 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.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

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.

5) Breach of Trust

Trustees acting outside the terms of their governing document, without permission from the courts or the Charity Commission, will be in breach of trust. Relief from such breaches, however, may be available to those where the breach occurs even though the trustees have acted as reasonable and 'prudent people of business', seeking and following appropriate professional advice.

A breach of trust will occur if a trustee knowingly accepts a benefit from the charity without proper authority. Such authority may come from legislation, the Charity Commission, the courts, or the charity's governing document. If the transaction is challenged (e.g. by the Charity Commission or another interested party) and found to be invalid, the trustee could be required to pay back any benefit received or become liable for any loss incurred by the charity.

Declaration of Interests Form

I as employee/trustee* [*delete as appropriate] of Evergreen Africa have 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
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 or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings [e.g more than 5% issued capital] and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether these were declined or accepted in the last 12 months.	
Do you use, or care for a user of the organisation's services?	
Any contractual relationship with the charity or its subsidiary	
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 conflicts of interest policy and for no other purpose.

I understand that the information provided will be held in accordance with Evergreen Africa's privacy policy.

Signed:

Position:

Date: