



Conflicts of Interest Policy

Policy Statement

The Spirit of 2012 Trustee Limited Company Directors collectively embody the sole Trustee of a charitable company. They are therefore Directors for the purposes of Company law as well as having a legal obligation to act in the best interests of Spirit of 2012 in accordance with Charity law and Spirit's Trust Deed. An essential element is to avoid or appropriately manage situations where there may be conflict of interest. Staff have similar obligations.

Definitions

1. Conflicts of interest may arise where an individual's business, personal or family interest and/or loyalties conflict with those of Spirit of 2012 ("Spirit").
2. Such conflicts may:
 - a. Inhibit free and frank discussion of options and courses of action;
 - b. Result in partial or biased decisions or actions that are not in the interests of Spirit;
 - c. Risk creating the impression externally that Spirit has not acted properly.
3. Conflicts of interests can be
 - a. Direct – involving financial or in kind benefits to a Director (or staff member)
 - b. Indirect – where there is benefit to a person connected to a Director
 - c. Potential – as above, but not yet manifested; or
 - d. Perceived – where there may be no actual conflict, but the perception of conflict may cause reputational damage to Spirit.
4. The aim of this policy is to protect both the organisation and the individuals involved from any involvement in or appearance of impropriety. You can find further guidance can be found on the Charity Commission website.
<https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29>

Components of the Conflicts of Interest Policy

Declaration of Interests

5. To comply with Charity law, Spirit requires Directors and staff to register all interests that are relevant to their role at Spirit. We provide them with a declaration of interests form for this purpose (see ANNEX A). This lists the types of interests you should declare. A standing Agenda item at the top of each Board and Committee Meeting also requires Directors to declare any interests relevant to matters on that day's Agenda. Where a Board or Committee decision or discussion involves a party referenced in the Declaration of Interests the Director concerned must leave the meeting and will take no part in the discussion and the decision resulting from it. To be effective each Director and staff member should update their Declaration of Interests form at least annually or sooner if any relevant changes occur. The Spirit Secretariat will invite Directors and staff to review their interests each year.
6. If you are unsure what to declare, or at what point you should declare a potential conflict of interest, we advise you to err on the side of caution. If you would like to discuss this please contact the Chief Executive.

Appointment of Directors

7. Spirit will take reasonable steps to ensure that we do not send sensitive information to a Spirit Director who may have a conflict of interest relating to that information. As we would prefer not to be in a position where it is persistently difficult to provide full information to Directors and in which debate at meetings is constrained, the Board, will consider carefully the implications of appointing Directors whose roles or activities evidently involve a high risk of conflict of interest. It is important to balance this imperative with our commitment to maintaining a strong Board with expertise in the sectors in which we operate.

Changes of Director circumstances

8. If an existing Director assumes another role which has the potential to cause a conflict of interest they should declare it to the Chief Executive in the first instance. She will advise whether the change should be logged in the Declaration of Interests. In rare cases the Board will need to consider whether authorising and managing the situation in accordance with this Policy is sufficient, or whether to ask the Director in question to resign.

Register of Gifts & Hospitality

9. Spirit maintains an electronic Register of Gifts & Hospitality, where Directors and the Executive team should record any gifts or hospitality offered in connection with their

role in Spirit. You should record these, even if you decline the gift or invitation. Where possible please include the estimated monetary value of the gift or invitation.

10. Both the Declarations of Interests and the Register of Gifts & Hospitality are accessible by the Charity Commission, Companies House and Spirit's Auditors.

Data Protection

11. We will process the information Directors and staff provide on the Register of Interests in accordance with data protection principles as set out under The United Kingdom General Data Protection Regulation (EU) 2016/679 (UK GDPR). We use this data internally only to ensure that Directors and the Executive team act in the best interests of Spirit of 2012. We will not use the information for any other purpose.

What to do if you face a Conflict of Interest

12. If you offer, or will benefit from, a Spirit funded grant or service, or one which it is proposed that Spirit of 2012 will fund you should not be involved in decisions relating to the award or management of the grant or service in question. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion. The same applies if you face a conflict for any other reason.
13. You may participate in discussions of matters from which you may indirectly benefit, for example where the benefits are universal to all users or where your benefit is minimal.
14. If you fail to declare an interest that the Spirit Board and/or Executive team are aware of, the Chair or Chief Executive may declare and record that interest on your behalf.

Decisions taken where a Director or Staff Member has an Interest

15. If Board or a Committee needs to decide on a matter in which a Director has an interest they will do so by voting, with a simple majority required. A quorum must be present for the discussion and decision. When deciding whether the meeting is quorate any interested parties should not be counted. Interested Board members may not vote on matters affecting their own interests and will normally be asked to leave the meeting during the discussion.
16. The Board or Committee Secretariat will minute and record all decisions affected by a conflict of interest. The minute will record:
 - a. The nature and extent of the conflict
 - b. The actions taken to manage the conflict
 - c. An outline of the discussion and decision.
17. The Secretariat will compile and maintain a cumulative log of conflicts which emerge and are managed in this way as part of the Register of Interests.

18. Where a Director benefits from the decision, we will report this in the annual report and accounts in accordance with the current Charities SORP.
19. In line with Charity Commission best practice, Spirit Director positions are unremunerated. We will report the amount and purpose of any payments or benefits in kind to Directors in Spirit's annual report and accounts during the year in question.
20. Where a member of the Spirit Executive team is connected to a party involved in receipt of a grant from or the supply of a service or product to the charity, we will also fully disclose this information in the annual report and accounts.
21. We will arrange Independent external moderation where we cannot resolve conflicts through the usual procedures.

Contract Management

22. If Directors or Executive team members have a conflict of interest they must not be involved in managing or monitoring a contract involving the party with whom they 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.

Monitoring and Review of this policy

We will review this policy every year, or if an issue arises that requires us to amend it for example change to relevant legislation. We will train staff in the process and hold refresher training annually so all staff know what to do if an issue arises.



Declaration of Interests

I confirm that:

1. I have read and accept Spirit of 2012's Conflicts of Interests Policy which forms part of this declaration.
2. I have set out below all potential conflicts that I am aware of at the date of this declaration.
3. I understand that in the event of a further actual or potential conflict of interest arising I should complete and return a revised Declaration to Spirit.

Category	Detail of the interest and whether it applies to you or a connected person
Current employment and any previous employment in which you continue to have a financial interest	
Appointments (voluntary or other) e.g. Trusteeships, directorships, consultancies, advisory posts, political appointment.	
Investments in companies, partnerships and other forms of business, major shareholdings, beneficial interests where these constitute a potential conflict of interest. (Investments where your holding constitutes not more than 1% of the capital of the company may generally be omitted.)	
Membership of any professional body, special interest group or mutual support organisation	
Contractual relationship with Spirit	
Ownership of any property that could create a conflict of interest	

Name (please print):

Position/Title:

Signature:

Date: