Maddys Mark Conflict of Interest Policy & Register of Trustees Interests

Introduction

This policy applies to all members of the board of trustees, and to members of Executive Advisory Board.

Why we have a policy

The board of trustees has ultimate responsibility for all actions carried out by staff and committee throughout the Maddy Mark's activities. The board of trustees has a legal obligation to act in the best interests of the charity and in accordance with the charity's governing document.

As the charity is a company, the directors remain under the ordinary duties applicable to directors under the Companies Act 2006, in addition to the more onerous duties of trustees under charity law.

Conflicts of interest may arise where an individual's personal, business or family interests and/or loyalties to some other individual or group, including other charities, conflicts with those of the charity . Conflicts of interest may be indirect; interests of any spouse or close family member should also be considered. There is a conflict of interest if the trustee's other interest could, or could be seen to, interfere with the trustee's ability to decide the issue only in the best interests of the charity.
Such conflicts may create problems.
They can:

• inhibit free discussion

• result in decisions or actions that are not in the interests of the Foundation

• risk giving the impression that the Foundation has acted improperly or cause other reputational damage.

For example, a trustee would have a conflict of interest if the charity is thinking of making a decision that would mean:

• a trustee could benefit financially or otherwise from the charity, either directly or indirectly through someone to whom that trustee is connected. Where a trustee benefit would arise, legal authority is required – this may be authority under the Articles of Association, or authority from the Charity Commission; or

• a trustee's duty to the charity competes with a duty or loyalty that trustee has to another organisation or person.

The purpose of this policy is to help the charity and its Trustees to identify conflicts of interest, and to put in place a plan to manage any conflicts which might arise to protect both the charity and its Trustees from any, or from the appearance of, impropriety. To do this, the policy follows a 3-step approach (identify, prevent, record) to assist the Trustees in complying with their duty and to avoid the board of trustees making decisions that could be overturned or risking the charity's reputation.

Declaration of interests - generally

Accordingly, we are asking the Trustees to declare their interests, and any gifts or hospitality received in connection with their role in the charity. They have a personal responsibility to declare conflicts of interest in order to fulfil their legal duty to act only in the best interests of the charity.

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 also when any 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 chairperson for confidential guidance. Interests will be recorded in the charity's Register of Trustees 'Interests, which will be maintained by a director. The register will be accessible by Trustees.

The first item on the agenda of each Trustees' meeting will be a standing item requiring all Trustees attending the meeting to declare any conflicts of interest in respect of any items on the agenda.

If a Trustee is aware that another Trustee has an actual or potential conflict that has not been declared, they must notify the chairperson.

It is for individual Trustees to decide which matters to declare but, if in doubt, they should make a declaration.

Declaration of interests are the responsibility of each individual Trustee; however, the chairperson shall draw to a Trustee's attention any potential conflict of interest which may be apparent from the Trustee's entry in the Register of Trustees' Interests and the agenda or any associated papers for the relevant meeting.

Future appointments of trustees

Before a prospective Trustee is appointed, the individual will be asked to declare any direct or indirect interest(s) that might give rise to any conflicts of interest. All Trustee appointments should be considered in light of any such interests declared.

Recording decisions

Decisions taken where a Trustee has an interest:

In the event of the Board having to decide upon a question in which a Trustee has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision. Interested parties will not be counted when deciding whether the meeting is quorate. Interested Trustees may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded and reported in the minutes of the meeting.

The report will record:

• the nature and extent of the conflict

• the affected trustees and whether anyone withdrew from the meeting

• an outline of the discussion

• the actions taken to manage the conflict, and

• how the decision was taken in the best interests of the Foundation.

The information provided will be processed in accordance with applicable data protection law.

Data

Data will be processed only to ensure that Trustees act in the best interests of the charity. The information provided will not be used for any other purpose.

What to do if you face a conflict of interest

All conflicts of interest, whether actual or potential, should be declared promptly at the earliest possible opportunity, in particular:

• Any Trustee who has a financial interest in a matter under discussion should declare the nature of their interest and withdraw from the room, unless they have dispensation to speak.

• If a Trustee has any interest in the matter under discussion, which creates a real danger of bias, that is, the interest affects the organisation which they represent, or a member of their household, more than the generality affected by the decision, they should declare the nature of the interest and withdraw from the room, unless they have dispensation to speak.

• If a Trustee has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, they should declare the nature of the interest, but may remain in the room, participate in the discussion, and vote if the majority of the remaining Trustees agree.

• If a Trustee is in any doubt about the application of these rules, they should consult with the chairperson.

• If you fail to declare an interest that is known to the secretary or the chairperson, the chairperson will declare that interest. Trustees 'interests are listed in the charity's Register of Trustees ' Interests. If you are aware of an interest of a fellow trustee, which has not been declared, you should inform the chairperson.

Persistent material conflicts and fundamental conflicts

If there is a persistent or fundamental material conflict of interest which affects the ability of a particular Trustee to carry out their duties, or a disagreement arising from a conflict of interests, then the Trustee concerned should consider - and may be asked by the unconflicted Trustees to consider - whether it is in the best interests of the Foundation that they continue as a Trustee of the charity.

MADDY'S MARK REGISTER OF TRUSTEES 'INTERESTS, INCLUDING RELATED PARTY DISCLOSURES

The Trustees are obliged to act only in the best interests of the charity and not for their own private interest or gain. However, there may be situations where a Trustee's own interests and the interests of the charity arise simultaneously or appear to clash. The issue is not the integrity of the Trustee concerned, but the management of any potential to profit from the person's position as a Trustee.

The duty of loyalty owed by the Trustees to the charity requires that each Trustee should be aware of the potential for conflicts of interest and act openly in dealing with such situations.

This Register is the formal declaration of interests to be completed by each Trustee on an annual basis or updated when there is a material change,

Name:

Any former surname/s:

Business address: (if applicable)

Position at Maddy's Mark: Trustee

Date of appointment:

Business occupation:

Current paid work:

Current Trusteeships:
(registered or unregistered charities)

Directorships of other Organisations:

Businesses in which you have a holding of more than 25%:

Recent former remunerated employment:

Former Trusteeships:

Other current roles/memberships/titles/ doctorates

Do you hold any office or employment in related bodies? (i.e. any public or private organisations related to Maddy's Mark)

If yes, please give details below:

Within the past year, have you had any direct pecuniary benefit* from a charity or related body to you or an immediate family member (spouse, partner, dependent children or any other dependent person resident in the same household)?
[Yes/No]

If yes, please give details below:

Within the past year, have you received any significant and material non-pecuniary benefit from a charity or related body to yourself or an immediate family member?
[Yes/No]
If yes, please give details below:

Do you have any pecuniary* or other material interest in a company or organisation which is, or is likely to become, involved in a commercial relationship with Maddy's Mark.
[Yes/No]
If yes, please give details below:

Is there any land or property in which you, or a member of your close family, has a direct interest and which is clearly within Maddy's Mark' sphere of activities?
[Yes/No]
If yes, please give details below:

Is there any matter not already specified above, which a reasonable third party would consider of clear and material relevance, actual or potential, to the Trustees? (e.g. large donation to charity etc...)
[Yes/No]
If yes, please give details below:

Related Party Disclosures
Name of related party(ies):

Nature of relationship:
Details of transaction(s):

Donations

Please provide details of any donations made to Maddy's Mark (whether restricted or not)

Gifts or hospitality
Please provide details of any gifts or hospitality offered to you by external bodies in direct/indirect connection with the charity and whether they were declined or accepted in the last twelve months

Is there any reason why this declaration should be regarded as confidential? If yes, please explain why.

To the best of my knowledge the above information is correct and complete. I undertake to advise the secretary of The Ruth Strauss Foundation if any of the above information should change or if I become interested in any way that creates a potential conflict of interest with my position as a Trustee of the Foundation. I agree to review and update this declaration annually. I give my consent for this information to be used for the purposes described in the charity's Conflicts of Interest Policy and for no other purpose.

Signed ________________________________(Trustee) Date __________________