

Dated 28th January 2025



CONFLICT OF INTEREST POLICY

Health & Safety Policy

1 Purpose

- 1.1 The purpose of this policy is to protect the integrity of Newbury Soup Kitchen decision making process and to identify, prevent and resolve conflicts of interest relating to Trustees that may interfere with their duties owed to it.
- 1.2 Adherence to this policy will enable our Volunteers and Members to have confidence that decisions are made in a fair and transparent way and that any conflicts of interests are dealt with in accordance with the law and our Rule Book.

2 Our Policy

- 2.1 Newbury Soup Kitchen governing document states that:

Conflicts of interest and conflicts of loyalty

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

- 2.2 Trustees must, wherever possible, avoid any situation which may lead to a potential conflict of interest. Where conflicts cannot be avoided, they must be declared and managed in accordance with this policy. This includes avoiding the perception of a conflict of interest as well as actual conflicts of interest. Interests do not need to be disclosed if they are unlikely to give rise to a conflict. Trustees must disclose to the Board, through the Secretary and using the procedure set out below, any situation which they believe may potentially give rise to a conflict of interest.
- 2.3 It is the duty of each Trustee to determine whether or not a potential conflict of interest exists. A Trustee will not be excused from compliance with this policy (or any other rule of law relating to conflicts of interest) on the basis that the Trustee did not realise that a conflict might arise. This policy is meant to supplement good judgement and Trustees should respect its spirit as well as its wording.
- 2.4 Trustees of Newbury Soup Kitchen are obliged to act in the best interest of the Co-operative. Irrespective of the method that they have been appointed/elected by; their duty to Newbury Soup Kitchen must take precedence. All information received in their capacity as Trustee should be treated as confidential unless confirmed otherwise. Trustees of Newbury Soup Kitchen should not use any information or data received by virtue of their role as a Trustee for personal gain.

- 2.5 If a Trustee fails to notify the Secretary of an interest or fails to adhere to this policy the Board has the discretion to take whatever disciplinary action it deems fit, provided it follows any processes and procedures set out in our charity Governance or other documents, including removal of a Trustee.

3 Definition of conflicts of interest

- 3.1 A conflict of interest is when an individual's personal interests, or interests they owe to another organisation, are incompatible with the interests of Newbury Soup Kitchen and where they receive some form of personal gain or benefit as a result. A conflict of interest could compromise their judgement, decisions, or actions.
- 3.2 Conflicts of interest can be direct or indirect. An indirect interest is where the interest is related to a party(ies) connected to the Trustee. The definition of a connected person/organisation is:
- a member of the Trustee's family (that is, the Trustee's spouse, civil partner, any person with whom the Trustee lives as a partner in an enduring family relationship, a child or stepchild of the Trustee, a child or stepchild of a trustee's partner (if living with the Trustee and under the age of 18), or the Trustee's parents).

4 Types of conflicts of interest

- Financial interest – where a Trustee receives a direct or indirect financial benefit or something else of value from a Board decision. For example, where Newbury Soup Kitchen may employ or contract with a Trustee to undertake a piece of remunerated work or to purchase supplies.
- Non-financial personal interest – where a Trustee benefits directly or indirectly from Newbury Soup Kitchen services or activities or from being on the Board of Newbury Soup Kitchen For example, where an organisation where a director has an interest sponsors a Newbury Soup Kitchen event. The organisation would likely receive non-financial benefit in the form of PR and positive reputational exposure.
- Professional conflict – where a Trustee gets paid work or some other beneficial advantage through contacts made or information gained by virtue of being a Newbury Soup Kitchen Trustee. For example, a Trustee that is a consultant is successful in bidding for a piece of paid work that they heard about following information provided in a Newbury Soup Kitchen Board Meeting, where they would not have had the opportunity to hear about this work otherwise.

- Loyalty interest – where another appointment, Trustee position or association of the Trustee may influence the decisions of the Trustee, directly or indirectly, which may not be in the best interest Newbury Soup Kitchen and which may result in a benefit to the Trustee. For example, where a Trustee sits on another Board and both organisations are bidding for the same contract.
- 4.2 If a Trustee has an interest that is not one of the above types, then it is unlikely to be a conflict of interest and is likely to be a duality of interest.
- Duality of interest – where a Trustee may hold a position in another organisation, or sit on another Board, or have undertaken paid work for an organisation but where there is no indication that these interests would result in a benefit to them or that it would stop them from acting in the best interest of each organisation. It is unlikely that a duality of interest would be classified as a conflict of interest. For example, a Trustee takes up a non-executive board place on another organisation.

5 Procedure to disclose an interest

Identify the Conflict

- 5.2 Upon appointment each Trustee will complete a Register of Interests which serves the purpose of being a conflict-of-interest disclosure statement. Each year, Trustee will be prompted to update the form which records their interests. Any changes to a person's interests during the year must be advised to the Secretary as soon as possible and within at least 30 days of the change occurring. The Secretary will keep a register of Trustees' interests which is open to inspection by members. The Annual Report will also disclose Trustees other directorships, relevant memberships and employment to our members.
- 5.3 Once an interest has been identified and authorised, or there is no conflict, the interest does not need to be notified again unless the nature of the interest changes.
- 5.4 When an agenda and papers are issued for Board meetings or other such meetings, each Trustee is responsible for assessing whether a potential conflict of interest may arise and, if so, informing the Secretary. The standard meeting agenda will include a prompt for the Board to note any new interests or conflicts relevant to that meeting's agenda items.
- 5.5 During the meeting, if a potential conflict arises which either was not recognised before or which has arisen due to the path of discussion, then the person must raise this matter with the Secretary immediately.
- 5.6 In addition to the obligations set out above, Trustees shall endeavour to inform the Chair and the Secretary, giving as much notice as reasonably possible, of any matters relating to or concerning the Trustees of which they are aware which may result in publicity which could have an adverse impact on the Society by reason of the director's connection with the Society.

Manage the conflict

- 5.7 Where a conflict is notified, the Board should decide, on a case-by-case basis, whether the interest can be authorised and that the Trustee may proceed with the situation giving rise to the conflict or whether it must be managed or avoided.
- 5.8 Where such an interest is notified and not authorised, the Board shall decide whether the Trustee needs to take any action to manage this and, if so, what this must be. Examples of such action include not receiving papers on an issue related to the conflict, not attending board meetings where an issue relating to the conflict is being discussed or not voting on such issue. The Board may determine any other action it believes is necessary to manage the conflict.
- 5.9 Where a conflict is notified on an agenda item, and it has been raised in advance of the meeting the Board may take pre-emptive management action as is deemed appropriate.
- 5.10 Where a subcommittee of the Board has delegated authority to do so, it may decide whether an interest it has been notified of can be authorised and that the Trustee may proceed with the situation giving rise to the conflict or whether it must be managed or avoided. The Board should subsequently be informed of any decision made by a subcommittee to authorise or require the management or avoidance of a conflict (this may be done via the minutes of the subcommittee meeting).
- 5.11 None of the above excludes the person exercising self-management of a conflict of interest.
- 5.12 In a case where an interest is notified during a meeting and the Board believes that the conflict is so material that continued membership of the Board is untenable, the matter shall be adjourned pending the taking of legal advice.
- 5.13 All discussions and decisions relating to a conflict of interest should be recorded in the minutes of the meeting following the notification if advised in advance of a meeting or in the meeting where an interest is notified, along with how the conflict has been managed.

6 Compliance

- 6.1 Compliance with this policy is the responsibility of the Board. Any breaches or issues relating to the policy should be reported to the Secretary. The Chief Executive Officer must also be notified immediately.
- 6.2 This policy should be read in conjunction with the Newbury Soup Kitchen governing document.

Last reviewed by the Trustees

CEO and Founder Meryl Prail

Declaration of Interest

Name:

Position: Trustee

I,declare that I hold the following personal and/or pecuniary interest(s)

Pecuniary interests	Please provide details of the interest
Current employment	
Businesses (of which I am a partner or sole proprietor)	
Company directorships – details of all companies of which I am a director	
Charity trusteeships – details of all charities /companies of which I am a trustee	
Membership of professional bodies, membership organisations, public bodies or special interest groups of which I am a member and have a position of general control or management	
Gifts or hospitality offered to you by external bodies while acting in your position as a trustee and whether this was declined or accepted in the last 12 months.	

Contracts offered by you for the supply of goods and/or services Newbury Soup Kitchen?	
Personal Interests	
Related Party – name of anyone related / personally connected to me who is involved with Newbury Soup Kitchen?	
Any other conflict?	

To the best of my knowledge the information supplied above is correct and complete. I understand that it is my responsibility to declare any conflict of interest/loyalty, business or personal that relates directly or indirectly, to myself or any relation in any contract, proposed contract or other matter when present at a meeting at [insert organisation name] when such contract or matter comes under consideration. I understand that I must withdraw from any meeting during the discussion of such contract or matter and must not vote in respect of it.

I agree to review and update this declaration annually and inform the Charity Secretary / CEO if any changes occur within the year.

Signed:

Date:

Notes for completion of Declaration of interest and Related Party Transactions

In accordance with requirements set out in Charity Law Newbury Soup Kitchen hold a register of interests which captures the relevant business and pecuniary interests of all Trustees or Associate members including:

- Trustee, partnerships and employment with businesses that provide goods or services to the charity.
- Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals, etc., including at other educational institutions and charities and irrespective of whether there is a trading relationship with the charity.
- Any gifts or hospitality offered by external bodies in the last twelve months and whether this was declined or accepted.
- Caring responsibility / family relationship with any client in receipt of Newbury Soup Kitchen services.
- Family connections where relevant, such as a spouse/partner working for a similar organisation or funder.
- Any contractual relationship with the charity; and
- For each interest: the name of the business, the nature of the business, the nature of the interest, and the date the interest began.

The register must also identify any relevant material interests arising from close family relationships between Trustees and senior employees.

‘Related Party’ and ‘Related Party transactions’ are terms used in financial reporting and accounting to draw attention to the fact that the financial position and profit or loss of an organisation has been affected by the existence of related parties and by transactions and outstanding balances with such parties. This may arise where one party has control or influence over the other, or where the parties are subject to common control. This includes parent companies and their subsidiaries, key management personnel including company directors, their close family members and other entities in which these parties have a controlling interest.

Related party transactions will be disclosed in the company financial statements which are submitted to The Charity Commission. Such transactions are permitted under company law and charity law provided that open and transparent procurement procedures have been followed, and any potential conflicts of interest have been adequately and appropriately managed.

If you are in doubt about the relevance of a business or third-party connection, please disclose to ensure complete transparency.

