



# POLICY

## Conflicts of Interest

### Introduction

It is the policy of The Happy Mums Foundation CIC (HMF) that all Directors, staff and volunteers must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the HMF on the one hand and the personal, professional and business interests of the Director concerned, and of persons connected with them, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

### Scope

Although aimed largely at the Board of Directors due to their role in making strategic decisions on behalf of the organisation, this policy is also applicable to staff, and in some cases, volunteers of HMF. Anyone who's allegiances (personal or professional, financial or not) may be in conflict with the interests of HMF should abide by this policy.

### Principles

1. to ensure that Directors comply with their legal duties including in particular those under HMF's Articles of Association and their duty to act only in the best interests of the HMF;
2. to protect the integrity of the HMF's decision-making process;
3. to enable all outside parties dealing with the HMF to have confidence in the organisation's integrity; and
4. to protect the integrity and reputations of the HMF's Directors, staff and volunteers.

### Implementation of the policy

#### a) Disclosure of interests

Upon being appointed all Directors, staff and volunteers will be required to make a full written disclosure of any business or personal relationships held, financial or

property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests.

A declaration of interests form is provided and must be used for this purpose (see appendix 1).

Any question about whether an individual has an interest which should be disclosed should be referred in the first instance to the Board for a determination.

Written disclosures will be kept securely on a register maintained by the Managing Director and Chair of the Board and all individuals will be required to update their disclosure as and when their circumstances change.

All disclosures will be reviewed on an annual basis at the beginning of each financial year by the Managing Director and Chair of the Board.

Access to the register can be requested from the Managing Director.

b) Organisation of Board meetings where a Director has disclosed an interest

Where an individual has previously disclosed an interest and the Chair is satisfied that the interest is relevant to an item on the agenda for a meeting of the Board, the Director concerned may not be sent the papers in respect of that item.

The final decision is at the discretion of the Chair of the Board.

c) Decisions of the Board of Directors made other than at meetings

A similar approach will be adopted when decisions are made other than by meetings, eg. by written resolutions. Any individual who has disclosed an interest considered by the Chair to be relevant to the matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

d) Management of conflicts of interests in meetings

In the course of meetings of the Board of Directors, all Directors will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain (in accordance with clause 19 of our Articles of Association).

If there is a failure to declare an interest that is known to the Chair of the Board, they will declare that interest. After disclosure of any such interest, in the case of a meeting the Director concerned will be asked to leave the room (unless expressly invited to remain, possibly in order to provide information on the matter in hand) whilst the matter is discussed. The member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question.

The same process is applicable to staff and volunteers in operational decision making eg. purchasing or recruitment.

The member or staff or volunteer concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

All decisions of the HMF Board made following the declaration of a conflict of interest will be reported in the minutes of the meeting and in the conflicts of interest register. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a Director benefits from any such decision, this will be reported in the annual report and accounts in accordance with relevant accounting requirements.

All decisions made following a declaration of a conflict of interest by a staff member or volunteer will be recorded in the conflicts of interest register (providing the same information as listed above).

e) Failure to disclose a relevant interest

The decision of the Chair as to whether an individual has failed to disclose a relevant interest shall be final.

Failure to disclose a conflicting interest may lead to an individual being in breach of the HMF's Code of Behaviour as well as of this policy.

It may also result in the Director being subject to legal action and personal liability for breach of trust. Such breaches may lead to the organisation considering the possibility of suspending or terminating the Directorship. See the Foundation's Articles of Association for details of the procedure and criteria to be used where it is proposed that a Director be suspended or have their Directorship terminated.

It may result in a member of staff being investigated under the Disciplinary Procedure which could result in the termination of their contract of employment.

It may result in a volunteer being reviewed under the Volunteer's Policy and being asked to step-down from their role.

If any question arises as to whether an individual has a conflict of interest, the question shall be decided by a majority decision of the other Directors. Please see clause 20 of the Articles of Association with regards to Directors' powers to authorise a conflict of interest.

f) Benefits for Board members and volunteers

The HMF has approved a policy on payments and benefits to Directors and volunteers and Directors must comply with this.

## **Data Protection**

Any information given to HMF when declaring conflicts of interest will be treated in compliance with data protection regulations. For more information please see our policy on GDPR.

## **Related information**

- Disciplinary Policy
- Volunteers Policy
- Expenses Policy\*
- Safeguarding Policy
- Risk Management Policy\*
- Code of Behaviour
- GDPR Policy\*
- Governance Policy\* (including remuneration of Directors)
- Charity Commission guide 'Conflicts of Interest: A guide for charity trustees'.

\*Policies currently in development

## **Review**

This policy is reviewed and approved by the Board of Directors every three years, or more frequently where updates are required due to changes in legislation, guidance or good practice.

## APPENDIX 1: DECLARATION OF INTERESTS FORM

I ..... as a Director / Staff Member / Volunteer (please delete as appropriate) of The Happy Mums Foundation CIC have set out below my interests\* in accordance with the organisation's Conflicts of Interest Policy:

Category	<i>*Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person such as a member of your immediate family, employer or some other close personal connection.</i>
Any current employment (other than with the HMF)	
Any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) eg. trusteeships, directorships, local authority memberships, magistracy, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Any contractual relationship with the HMF or any company or other organisation connected with the HMF (other than contract of employment)	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	
Any other matter (e.g. an unspent criminal conviction or an act of bankruptcy).	
<p>If you have previously completed this form, please confirm that there are no changes to the information you have already provided:</p> <p><input type="checkbox"/> I confirm that there have been no changes to the information provided above</p>	

Version: 1.1

Date approved: Jan 2024

Next review due: Jan 2026

Gifts or hospitality in excess of £20 accepted in the last twelve months.	
---	--

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.

Name: .....

Signed: ..... Date: .....