

Wishing Others Well – Conflict of Interest Policy

Our Constitution States that all Trustees 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).
- (3) Any charity trustee absenting 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

The Purpose of this Policy

All staff, volunteers, and Trustees of Wishing Others Well (WoW), shall endeavour to avoid any conflict of interest between the interests of WoW and any personal, professional or business interests. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purpose of this policy is to protect the integrity of WoW's decision-making process, to enable all Partners to have confidence in the function of WoW and to protect the integrity and reputation of volunteers, staff and Trustees.

What is a Conflict of Interest?

Defined as any situation in which a Trustee's personal interests (or interests in which they owe to another body) and those of WoW may arise simultaneously or appear to clash. The issue is not a judgement on the integrity of the person concerned, but the management of any potential, to profit from a person's position within WoW, or for a person to be influenced by conflicting loyalties. Even the appearance of a conflict of interest can damage WoW's reputation, so conflicts need to be managed carefully.

The types of Interest which may give rise to a Conflict of Interest

A. Financial Benefits or Interests

Direct financial benefits or interests include, employment of a Trustee as an employee, consultant or advisor, or the situation where a company of which a Trustee is a Director or shareholder, may be considered for a Partnership by WoW.

Other matters of financial interest include the sale of land or the use of a Trustee's property by the charity, or granting of loans by a Trustee to WoW. Conflicts of interest in such cases are particularly serious and any financial benefit requires authorisation, usually by the Charity Commission.

Indirect financial interests may arise where such potential financial benefits accrue to a close member of the Trustee's family, or even a friend, business partner or colleague.

Not all benefits enjoyed by Trustees need to be authorised by the governing document, the Commission or the Courts. It is perfectly acceptable to repay reasonable out of pocket expenses to Trustees. Any costs that are necessary to allow a Trustee to carry out his or her duties as a Trustee can be classed as expenses and recovered from the charity or met directly by the charity.

Benefits that are available to all, or that are of inconsequential or little measurable value, will not normally need to be authorised. While the law states that Trustees cannot receive any benefit from their charity in return for any service they provide to the charity unless they have express legal authority to do so, some payments to Trustees are expressly allowed under the provisions of WoW's Constitution – Clause 6 and its sub-clauses.

B. Non-financial Benefits or Interests

These would include a situation where a Trustee directly or indirectly benefits from WoW's services. An example relevant to WoW might be where it is proposed that a Trustee's business might provide Goods or Services to a Charity: the Trustee's business could potentially derive a non-financial benefit from the Partnership (in the nature of public relations exposure) and a conflict of interest would therefore arise between the Trustee's business interests and his/her role as a Trustee. Such a conflict would need to be identified and managed in accordance with the procedures described.



C. Conflicts of Loyalties

This is when another appointment or employment or association (of the Trustee or of a relative or friend) may potentially influence the decisions of the Trustee in directions which may not be in the best interest of WoW. It is expected that other charity roles, particularly as Trustee or employee, should be declared. Any association or relationship with a body or organisation which is or might become an applicant for assistance from WoW must be declared.

Ultimately, it is not possible to define all the circumstances which may lead to a potential conflict of interest. It is the responsibility of each individual Trustee to declare any matters which he or she feels may present actual or potential conflicts, or the perception of such conflicts. If in doubt, it is better to make a declaration.

Handling a Conflict of Interest

In the course of meetings or activities, Trustees will disclose any interests in a transaction or decision where there may be a conflict between the organisations' best interests and the Trustee's best interests or a conflict between the best interests of two organisations that the Trustee is involved with. If in doubt, the potential conflict must be declared anyway and clarification sought.

In the case of a conflict of interest arising for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision, the "unconflicted" Trustees may authorise such a conflict of interests where the following conditions apply:

1. The Charity Commission's permission is sought before a benefit for a Trustee may be authorised that isn't otherwise authorised in the Constitution or already authorised in writing from the Commission;
2. The Trustee who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
3. The Trustee who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
4. The other Trustees who have no conflict of interest in this matter consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying. Any such disclosure and the subsequent actions taken will be noted in the minutes.

For all other potential conflicts of interest, the advice of the Charity Commission will be sought and the advice recorded in the minutes. All steps taken to follow the advice will be recorded. This policy is meant to supplement good judgment, and staff, volunteers and Trustees should respect its spirit as well as its wording.

Monitoring, Audit, and Review

The Board of Trustees is responsible for managing this policy and overseeing its implementation. The Board is also responsible for overseeing adherence by staff and volunteers. Every member of staff and volunteer should take personal responsibility for conforming to it. It is the responsibility of the Board of Trustees to audit compliance with and review of, all policies as part of Wishing Others Well's normal audit cycle and to undertake or direct remedial action as required.

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