

# THE DU BOISSON DANCE FOUNDATION

## CONFLICTS OF INTERESTS POLICY

### 1 Introduction

- 1.1 This policy (the **Policy**) applies to the charity trustees (the **Trustees**) of The Du Boisson Dance Foundation (the **Foundation**) and sets out guidance and procedures for identifying, monitoring and managing actual and potential conflicts of interest.
- 1.2 Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the Foundation and it is not always possible to prevent conflicts of interest from arising. It is important, however, to ensure that in such situations any potential to gain from a person's position as a Trustee is managed appropriately and that the interests of the Foundation are protected at all times.
- 1.3 Conflicts of interests can inhibit free discussion and may result in the Trustees taking irrelevant considerations into account or making decisions which are not in the best interests of the Foundation. They can also damage the reputation of the Foundation if it appears that the Trustees are influenced by personal interests or loyalties. The Trustees must, therefore, be alert to the possibility that they, or their co-Trustees could be affected by a conflict of interests.
- 1.4 The Charity Commission's guidance on conflicts (CC29), available [here](#), provides additional information.
- 1.5 In this Policy references to:
- 1.5.1 "conflicts" or "conflicts of interest" include actual and/or potential conflicts of interest and/or duty;
- 1.5.2 persons who are "connected" with a Trustee means:
- (a) a child, stepchild, grandchild, parent, brother or sister of a Trustee;
  - (b) the spouse, unmarried partner or civil partner of a Trustee or of any person falling within paragraph (a) above;
  - (c) any person who is in a business partnership with a Trustee or any person who is in a business partnership with any person falling within paragraph (a) or (b) above; and
  - (d) any company, business, Foundation or organisation in which a Trustee (or any other person connected to them) has an interest as a beneficiary or through ownership, control or influence;
- 1.5.3 "benefit" includes any payment or material benefit (including property, loans, goods and services), other than reasonable out of pocket expenses.

## **2 Legal Framework**

- 2.1 The Trustees are charity trustees and, therefore, they have a duty to act in the best interests of the Foundation and must not place themselves in a position where they have, or may have, a direct or indirect interest which conflicts with their duties as Trustees and must not profit from their position as Trustees. These obligations derive from general fiduciary duties.
- 2.2 English charity law also imposes strict limits on the benefits which may be conferred on the Trustees. The Foundation's Articles of Association (the **Articles**) set out the limited circumstances in which a Trustee may benefit. The Trustees must, therefore, be familiar with the relevant provisions of the Articles in order that they can be satisfied, when applying the provisions, that the proposed benefit or benefits falls within the express terms of the Articles.

## **3 Identifying a conflict – general principles**

- 3.1 There is no statutory definition of a conflict of interest. Accordingly, it is not always easy to identify a conflict or potential conflict. However, an "interest" should be regarded as a very broad term which includes anything or any connection that could potentially divert a Trustee's mind from giving sole consideration to fulfilling the objects of the Foundation, or operating in the best interests of the Foundation. The Charity Commission defines a conflict of interest as any situation in which a trustee's personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of the Foundation.
- 3.2 Examples of common types of conflict of interest which might arise include:
- 3.2.1 conflicts between a Trustee's personal financial interests and those of the Foundation, for example, a Trustee receiving payment for services provided to the Foundation or being paid for carrying out a role;
  - 3.2.2 conflicts between the financial interests of a connected person to a Trustee and those of the Foundation, for example, payments to a Trustee's relative; and
  - 3.2.3 non-financial conflicts, for example, the interests of two organisations with which a Trustee is involved conflicting with each other (this is sometimes referred to as a conflict of loyalties). For example, this may apply where a Trustee is also a director, officer or employee of a related entity.
- 3.3 An individual Trustee should not benefit, whether financially or otherwise, from their position beyond what is permitted by law and what is in the best interests of the Foundation. If a Trustee is in doubt about what constitutes a conflict the Trustee concerned should adopt a cautious approach and declare their interest as soon as they become aware of it.

## **4 Declaring an Interest**

- 4.1 All Trustees shall, on appointment complete a declaration of interests form (in the form attached at Annex 1 to this Policy) in respect of themselves and connected persons. Trustees must thereafter take responsibility for ensuring the declaration is up-to-date, including reviewing the declaration on an annual basis.

- 4.2 The first item on the agenda of each Board 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.
- 4.3 If a Trustee considers that they have an actual or potential conflict, they must inform the Chair as soon as possible (and the Chair must inform the other Trustees) and always before any discussion of the relevant matter. The declaration must specify the nature and extent of any direct or indirect interest that gives rise to the conflict.
- 4.4 If a Trustee is aware that another Trustee has an actual or potential conflict that has not been declared, they must notify the Chair.
- 4.5 It is for individual Trustees to decide which matters to declare but, if in doubt, they should make a declaration. If a Trustee would like to discuss the issue, they may contact the Chair for confidential guidance.
- 4.6 If a declaration is made under this paragraph which proves to be or becomes inaccurate or incomplete, the conflicted Trustee must make a further declaration giving correct information about the nature and extent of their interest.

## **5 Declaring an interest in a transaction or arrangement**

- 5.1 A Trustee or a connected person has an interest in a transaction or arrangement which the Foundation enters into with a specified company, business or organisation if a Trustee or connected person has a direct or indirect interest in the proposed transaction or arrangement.
- 5.2 If a Trustee has a direct or indirect interest in any proposed transaction or arrangement, they must declare the nature and extent of that interest before the transaction or arrangement is entered into.
- 5.3 If a Trustee has a direct or indirect interest in a transaction or arrangement that has already been entered into by the Foundation but has not declared that interest, they must declare the nature and extent of that interest as soon as is reasonably practicable.
- 5.4 A declaration made under this paragraph must be made either at a meeting of the Trustees or by sending written notice to the other Trustees. The Trustee must take reasonable steps to ensure that any notice is brought up and read at the next meeting of the Trustees after it is given. The notice must state the nature and extent of the interest that the Trustee or connected person has in the company, business or organisation.

## **6 Register of Interests**

- 6.1 The Foundation shall maintain a central register of interests (in the form attached at Annex 2 to this Policy) and it is the responsibility of the Chair to ensure this is reviewed annually.
- 6.2 The register of interests shall record all conflicts, interests, gifts and hospitality as declared by the Trustees.
- 6.3 At least once in every 12 month period, all Trustees must review the information relating to them and connected persons contained in the register of interests and declare that the information is correct or make a further declaration if necessary.

## **7 Procedures for managing conflicts**

7.1 Whenever a Trustee or a connected person has a personal or financial interest directly or indirectly, or any interest which could be perceived to lead to a conflict of interest, in a matter to be discussed at a Board meeting the Trustee concerned shall:-

7.1.1 declare that interest at or before discussion begins on this matter;

7.1.2 withdraw from the meeting for any discussion of that item unless expressly invited to remain in order to give information;

7.1.3 not be counted in the quorum for the part of the meeting devoted to that item; and

7.1.4 withdraw during the vote and have no vote on the matter.

7.2 Declaration of interests are the responsibility of each individual Trustee, however, the Chair 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 interests and the agenda or any associated papers for the relevant meeting.

## **8 Records of Proceedings**

8.1 Minutes of meetings of Trustees at which conflicts and/or potential conflicts arise must record:

8.1.1 the nature of the conflict and determinations regarding the conflict;

8.1.2 the relevant Trustee's (or relevant individuals) non-participation with respect to consideration of the relevant matter;

8.1.3 any limitation on the Trustee's ability to act in relation to such matter;

8.1.4 any alternatives that were discussed;

8.1.5 the votes taken regarding the conflict; and

8.1.6 any other relevant information.

## **9 Data protection**

Any information provided under this Policy will be processed by the Foundation in accordance with data protection principles as set out in the General Data Protection Regulation and Data Protection Act 2018. Data will be processed only for the purposes of this Policy and not for any other purpose.

## **10 Monitoring and Enforcement of the Conflicts of Interest Policy**

10.1 If a Trustee does not consider that they have a conflict of interest or loyalty but the view of the majority of the other Trustees is that they do then the majority view will prevail and the provisions for the management of such conflict set out in this Policy will apply.

- 10.2 In the event that there is a persistent material conflict of interest which affects the ability of a particular Trustee to carry out their duties 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 Foundation.
- 10.3 This Policy must be reviewed at least annually.

**ast approved by the Trustees: 16 August 2022**

