

Culture&

Conflict of Interest Policy

Introduction

This policy applies to all staff and Trustees, who are expected to act in the best interests of Culture& (the Charity) and to avoid situations where there may be a potential conflict of interest. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purpose of this policy is to assist the Board of Culture& to effectively identify, record and manage any conflicts of interest in order to protect the integrity of Culture& and Culture&'s decision-making process, and to ensure that the Board act in the best interest of their charity.

Conflicts of interest may arise where an individual's personal or 'connected persons' interests or loyalties conflict with those of the Charity. Such conflicts may result in the following:

- Inhibition of free discussion,
- Decisions or actions that are not in the interests of the Charity, or
- Suggestion that the Charity has acted improperly.

Trustee obligation

The Board aims to ensure that its members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Culture&.

Trustees 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.

The early identification of conflicts of interest is key to ensuring that trustees only act in the best interests of the charity. The existence of a conflict of interest does not reflect on the integrity of the affected trustee, so long as it is properly addressed.

Definition

A conflict of interest is any situation in which the personal interests or loyalties of a Board member could, or could be seen to, prevent the Board from making a decision in the best interests of the charity. This personal interest may be direct or indirect and can include the interests of a person connected to the Board Member. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

Policy

The Board will manage conflicts of interest by requiring Board Members to:

- avoid conflicts of interest where possible
- identify and record any conflicts of interest carefully
- manage any conflicts of interest by following this policy and responding to any breaches.

1) Declarations of Interest

A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity, or in any transaction or arrangement entered into by the Charity which has not previously been declared which is or might be perceived to be in conflict with Culture&'s interests.

Declaration to include:

- *Current employment and any previous employment in which you continue to have a financial interest.*
- *Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc*
- *Membership of any Professional bodies, special interest groups or mutual support organisations*
- *Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interest*
- *Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.*
- *Any use of the organisation's services?*
- *Any contractual relationship with the charity*

Details should be provided for all trustees interests, including business and personal interests and those of their spouse, partner, family and close relatives.

If a conflict is identified please complete the Declaration Form (Appendix i) and return it to the Chair.

2) Conflicts of Interest in Trustee Meetings

If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person the Board Members (excluding the disclosing Trustee and any other conflicted person) will decide whether or not the conflicted Trustee should vote on the matter, participate in any debate, or be present in the room during the debate and the voting.

If the conflict is not authorised by virtue of any other provision in the Articles, the un-conflicted Trustees may authorise such a conflict of interest where the following conditions apply:

- the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person.
- the conflicted Trustee 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.
- the un-conflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

3) Declaration of Benefits

Where a Trustee benefits from a Board decision, all payments or benefits in kind will be reported in the annual report and accounts with amounts listed for the financial year.

Where a member of staff is connected to an individual or organisation involved in the supply of a service or product to the Charity, this information should also be fully disclosed in the annual report and accounts.

4) Recording the Decision

Culture&'s written records will document any conflicts of interest and how the Trustees have dealt with them. This will be recorded in the Board Meeting minutes and in the Charity's register of interests to be kept on the shared drive in a limited access folder.

Where there is a conflict of interest, the Trustees will ensure that the written record of the decision shows:

- The nature of the conflict
- Which Trustee(s) were affected
- Whether any conflicts of interest were declared in advance
- An outline of the discussion
- Whether anyone withdrew from the discussion
- How the Trustees took the decision in the best interests of the charity

Procedure

Identify	<p>Each Trustee has an individual personal responsibility to declare conflicts of interest which affect them.</p> <p>The Board has systems in place so that they are able to identify conflicts of interest. This includes:</p> <ul style="list-style-type: none"> - Upon appointment each Trustee will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file in the Charity's register of interests and will be updated as appropriate. (appendix i) - All Trustees are to complete a Declaration of financial and other interests annually and must inform the Chair of Trustees and if any material changes occur in between. - All Trustees to complete a Related Parties form annually. (appendix ii)
Prevent	<p>Conflicted trustees are required to declare their interest at an early stage and, in most cases, withdraw from relevant meetings, discussions, decision making and votes. This includes:</p> <ul style="list-style-type: none"> - Interests should be declared at the beginning of each Board Meeting - In most cases, a Trustee must absent themselves from any discussions of the Charity Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)
Record	<p>Trustees should formally record any conflicts of interest and how they were handled. This includes:</p> <ul style="list-style-type: none"> - Recording Trustee interests in the charity's register of interests - Recording all details regarding the conflict of interest in the meeting minutes, including the action arising, discussion and decisions made - Disclosing any Trustee benefits in the Charity's accounts. Where a Board Member benefits financially from a decision, this will be reported in the annual accounts, with amounts for each Board Member listed for the year in question.

Monitoring of this policy

Monitoring and enforcement of this policy is to be undertaken by the Chair of Trustees and will be included as an agenda item at Board Meetings.

This policy is to be communicated to all Trustees and staff within Culture& and falls part of a wider policy framework and underpins our charity values and informs codes of conduct.

Appendix i – Conflict of Interest Declaration Form

Appendix ii – Related Parties Transactions Form

Updated: June 2023

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Declaration of Interest Form

I, _____ as a Trustee/ Director of Culture& have set out my interests, relationships or involvements or other matters which may give rise to conflicts of interest or duties.

Category of Interest	Trustee/ Director	Connected persons
	Please give details of the interests, relationships, involvements and duties	Your immediate family or some other close personal, professional business or financial associate or connection (a connected person) or any business or other organisation in which you are interested
Current business, activity, employment or professional activity and any previous activity in which you continue to have an interest. Disclosures should also include self-employment and/or work as a consultant.		
Appointments (voluntary or otherwise) e.g. roles such as trusteeships, directorships, local authority roles, memberships, tribunals, membership of steering groups/committees, special interest groups or mutual support organisations.		
Memberships of any professional bodies, groups, political parties or other organisations (including campaigning organisations).		

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Investments in companies, partnerships and other forms of business, or beneficial interests in trusts unless you have less than 1% of issued share capital or a 1% interest therein. (Investments made by an independent pension fund need not be included unless through a self-administered fund – i.e. where you have control over the investments).		
Gifts or hospitality or other benefits which could possibly be viewed as inducements offered to you by external bodies or persons and whether this/these was/were declined or accepted in the last twelve months.		
Any benefit received by you from the Charity or any of its subsidiaries or any body funded by it.		
Any current or proposed transactions or contractual relationships with the Charity.		
Any other conflicts or potential conflicts of duty or interest that are not covered by the above, or any circumstances which could be perceived to be a conflict of interest, including details of any relationship with staff or potential staff, suppliers of services or contributors to the Charity, and relationships with any third party with whom the Charity deals.		

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By signing this form, you confirm:

- (i) That you will notify the Board of Culture& promptly of any additions or changes to the above affecting you or any person connected to you;
- (ii) That if from time to time you undertake contracts for Culture& or any body funded or controlled by any of them, you will declare this to the Trustees, and you will make a specific declaration at any meeting of Trustees at which any such contract could give rise to, or be perceived as giving rise to, a conflict of interest.

Under company law it is possible to make a “general declaration” to the Board of certain interests. This document is intended to take the form of a “general declaration”. By signing the document, you are declaring to the Board that you are interested in:

- Any contract (that is entered into after the date on which you sign the declaration) between the charity and any company or firm which you have declared yourself below to be a member of (i.e. a member or shareholder of the company); or
- Any contract (that is entered into after the date on which you sign the declaration) between the charity and any person connected to you who is listed below.

Please insert below the names of any such companies/firms or connected persons, (if any).

This information is to be reviewed annually.

Date for next review: September 2024

Signed and dated: _____

Culture&

Disclosure of Transactions with Related Parties and Trustees' Information

Year ended:

Name:

Position:

In accordance with International Standard of Auditing 550 Related Parties, we are required to enquire of management regarding:

- i. The identity of the entity's related parties, including changes from the prior period;*
- ii. The nature of the relationships between the entity and these related parties; and*
- iii. Whether the entity entered into any transactions with these related parties during the period and, if so, the type and purpose of the transactions.*

In accordance with FRS 102 Section 33.2, two or more parties are related parties when at any time during the financial period:

- (a) A person or a close member of that person's family is related to a reporting entity if that person:*
 - (i) has control or joint control over the reporting entity;*
 - (ii) has significant influence over the reporting entity; or*
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.*
- (b) An entity is related to a reporting entity if any of the following conditions apply:*
 - (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).*
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).*
 - (iii) both entities are joint ventures of the same third party.*
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.*
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.*
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).*
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).*
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.*

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1. Please complete the attached schedule (see Appendix) which lists any potential related parties in accordance with the above; *please only include the potential related individuals in relation to yourself. In completing the form consider would and objective third party perceive there to be a conflict of interest.*

Disclosure of Transactions with Related Parties and Trustees' Information

- | | YES | NO |
|--|--------------------------|--------------------------|
| 2. Has any remuneration or benefits been received which have not been explicitly authorised by the charity's governing document or through consent from the regulator? | <input type="checkbox"/> | <input type="checkbox"/> |

With this response you are also confirming that as a Trustee you have not benefited directly or indirectly from this trust unless there is an explicit authority to do so either in the charity's governing document or through the consent of the regulator (usually the Charities Commission).

If yes please give details below, including the amounts involved:

- | | | |
|--|--------------------------|--------------------------|
| 3. Have there been any times during the year where the charity has met individual expenses incurred by yourself for services provided to the charity, either by reimbursement to yourself or by providing you with an allowance, or by direct payment to a third party, e.g. travel and subsistence costs? The aggregate amount of those expenses should be disclosed in a note to the accounts. | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|

If yes please give details below, including the amounts involved:

- | | | |
|--|--------------------------|--------------------------|
| 4. Have there been any transactions between yourself and the charity? For example, accountancy, legal services, purchases, sales, leases and donations (excluding donations which are made in furtherance of the charity's objects), or the supply to or from the charity for services provided. | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|

If yes please give details below, including the amounts involved:

Culture&

Disclosure of Transactions with Related Parties and Trustees' Information

	YES	NO
5. Have there been any transactions between the charity and any members of your close family, such as building works, gardening, accountancy or legal services?	<input type="checkbox"/>	<input type="checkbox"/>
If yes please give details below, including the amounts involved:		
<hr/>		
<hr/>		
<hr/>		
6. Have there been any transactions between the charity and any other companies, trusts, partnerships or other entities in which you or members of your close family have a controlling interest? For example, has the charity entered into any contract to perform work for any such entity, such as accountancy or legal services?	<input type="checkbox"/>	<input type="checkbox"/>
If yes please give details below, including the amounts involved:		
<hr/>		
<hr/>		
<hr/>		
7. Have any conflicts of interest been identified that we should be made aware of? For example, an interest in any contracts, agreements or land and property acquisitions or disposals.	<input type="checkbox"/>	<input type="checkbox"/>
If yes please give details below, including the amounts involved:		
<hr/>		
<hr/>		
<hr/>		
Also please confirm whether you have removed yourself from board meetings where these interests have been discussed, and that you consider there to be a suitable conflict of interest policy to be in place.	<input type="checkbox"/>	<input type="checkbox"/>

8. The Companies Act requires Trustees to confirm the following statement that will be included within the Trustees' Report:

"STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

"So far as the Trustees are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the charity's auditors are unaware, and each Trustee has taken all the steps that they ought to have taken as a Trustee in order to make themselves aware of any relevant audit information and to establish that the charity's auditors are aware of that information"

Please give details below of any relevant audit information that you would like us to be made aware of:

Signed and dated: _____

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Disclosure of Transactions with Related Parties and Trustees' Information

Appendix

<u>Related parties</u>	<u>Name/s</u>
Individuals	
Ultimate controlling party	_____
Key management personnel	_____
Associates	_____
Domestic Partner	_____
Children	_____
Domestic Partners Children (if different)	_____
Dependents of yourself or your domestic partner	_____
Companies	
Parent company	_____
Fellow subsidiaries	_____
Associates	_____
Joint ventures	_____
Other parties	
Post employment plans	_____
Trusts	_____