

CONFLICT OF INTEREST POLICY

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1. Introduction

1.1. This policy (the **Policy**) applies to the Directors (the **Directors**) of AmplifyChange (the **Organisation**) and sets out guidance and procedures for identifying, monitoring and managing actual and potential conflicts of interest. Members and senior staff of the Organisation may also find themselves subject to conflicts of interests and the principles set out in this Policy are therefore relevant to all individuals involved with the Organisation.

1.2. Conflicts of interests may arise where an individual's personal or family interests and/ or loyalties conflict with those of the Organisation 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 Director is managed appropriately and that the interests of the Organisation are protected at all times.

1.3. Conflicts of interests can inhibit free discussion and may result in the Directors taking irrelevant considerations into account or making decisions which are not in the best interests of the Organisation. They can also damage the reputation of the Organisation if it appears that the Directors are influenced by personal interests or loyalties. The Directors must, therefore, be alert to the possibility that they, or their co-Directors could be affected by a conflict of

interests.

1.4. The Organisation 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 Director means:

a) a child, stepchild, grandchild, parent, brother or sister of a Director;

b) the spouse, unmarried partner or civil partner of a Director or of any person falling within paragraph (a) above;

c) any person who is in a business partnership with a Director or any person who is in a business partnership with any person falling within paragraph (a) or (b) above; and

d) any company, business, Organisation or organisation in which a Director (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 Directors are charity Directors and, therefore, they have a duty to act in the best interests of the Organisation 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 Directors and must not profit from their position as Directors. 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 Directors. The Organisation's Articles of Association (the Articles) set out the limited circumstances in which a Director may benefit. The Directors 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 Director's mind from giving sole consideration to fulfilling the objects of the Organisation, or operating in the best interests of the Organisation. The Organisation Commission defines a conflict of interest as any situation in which a Director's personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of the Organisation.
- 3.2.** Examples of common types of conflict of interest which might arise include:
 - 3.2.1.** conflicts between a Director's personal financial interests and those of the Organisation, for example, a Director receiving payment for services provided to the Organisation or being paid for carrying out a role;
 - 3.2.2.** conflicts between the financial interests of a connected person to a Director and those of the Organisation, for example, payments to a Director's



relative; and

3.2.3. non-financial conflicts, for example, the interests of two organisations with which a Director is involved conflicting with each other (this is sometimes referred to as a conflict of loyalties). For example, this may apply where a Director is also a director, officer or employee of a related entity.

3.3. An individual Director 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 Organisation. If a Director is in doubt about what constitutes a conflict the Director 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 Directors 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. Directors 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 Directors attending the meeting to declare any conflicts of interest in respect of any items on the agenda.

4.3. If a Director 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 Directors) 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 Director is aware that another Director has an actual or potential conflict that has not been declared, they must notify the Chair.

4.5. It is for individual Directors to decide which matters to declare but, if in doubt, they should make a declaration. If a Director 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 Director 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 Director or a connected person has an interest in a transaction or arrangement which the Organisation enters into with a specified company, business or organisation if a Director or connected person has a direct or indirect interest in the proposed transaction or arrangement.
- 5.2.** If a Director 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 Director has a direct or indirect interest in a transaction or arrangement that has already been entered into by the Organisation 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 Directors or by sending written notice to the other Directors. The Director must take reasonable steps to ensure that any notice is brought up and read at the next meeting of the Directors after it is given. The notice must state the nature and extent of the interest that the Director or connected person has in the company, business or organisation.

6. Register of Interests

- 6.1.** The Organisation 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 Directors.
- 6.3.** At least once in every 12 month period, all Directors 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 Director 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 Director 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 Director, however, the Chair shall draw to a Director's attention any potential conflict of interest which may be apparent from the Director's entry in the register of interests and the agenda or any associated papers for the relevant meeting.

8. Records of Proceedings

- 8.2.** Minutes of meetings of The Board of Directors at which conflicts and/or potential conflicts arise must record:
 - 8.2.1.** the nature of the conflict and determinations regarding the conflict;
 - 8.2.2.** the relevant Director's (or relevant individuals) non-participation with respect to consideration of the

relevant matter;

- 8.2.3.** any limitation on the Director's ability to act in relation to such matter;
- 8.2.4.** any alternatives that were discussed;
- 8.2.5.** the votes taken regarding the conflict; and
- 8.2.6.** any other relevant information.

9. Data protection

- 9.2.** Any information provided under this Policy will be processed by the Organisation 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

- 10.2.** If a Director does not consider that they have a conflict of interest or loyalty but the view of the majority of the other Directors 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.
- 10.3.** In the event that there is a persistent material conflict of interest which affects the ability of a particular Director to carry out their duties then the Director concerned should consider and may be asked by the unconflicted Directors to consider, whether it is in the best interests of the Organisation that they continue as a Director of the Organisation.
- 10.4.** This Policy must be reviewed at least annually.

Annex 1: Annual Declaration of Interest

The purpose of this Declaration of Interests is to identify any potential conflict of interests with AmplifyChange.

All individuals and organisations associated with AmplifyChange must disclose any circumstances, including personal, financial and business activities that will, or might, give rise to a conflict of interest during their work with AmplifyChange. This includes declaring any ongoing interests in other organisations that the individual has an interest in (such as a board member, affiliate or stakeholder).

On an ongoing basis individuals have the responsibility to identify actual or potential conflict of interests which were not known at the point of signing the declaration form. As soon as they become aware of such conflict, it should be declared to AmplifyChange. In such an instance, AmplifyChange will advise on next steps.

Please complete the form below identifying any interests which AmplifyChange should be aware of.

NB For further guidance on conflicts of interest please see Appendix A below.



Part A: Declaration of Interests	
Name:	
Position:	
I have no conflict of interest to declare <input type="checkbox"/> (Please check box if you have no conflict of interest).	
Or	
I have the following conflicts of interest to declare. (Please provide a description of the conflict of interest and how it impacts on your work).	Date Identified or commenced
1.	
2.	
3.	
4.	

Declaration
I declare that the information above is correct and that no other current or potential conflict of interest is known to me. I will inform AmplifyChange of any changes in these circumstances.
Signed:
Date:

Appendix A: Definitions

Category	Details of Interest - Please insert brief details of the interest and whether it applies to you, or where appropriate, a member of your immediate family, a connected person or some other close personal or business connection.
Employment	<i>Details of all relevant employers in the last 24 months, including self-employed consultancy or commission-based work.</i>
Business	<i>Details of all relevant businesses in which you are a partner or sole proprietor or have a position of general control or management.</i>
Company Directorships/ Charity Trusteeships	<i>Details of all relevant companies or charities of which you are a director/trustee.</i>
Any other relevant appointments (voluntary, honorary or otherwise)	<i>Details of relevant appointments e.g. directorships, local authority membership, tribunals etc. If the position is pecuniary please indicate the level of benefit accruing.</i>
Memberships	<i>Details of any relevant professional bodies, special interest groups or mutual support organisations.</i>
Investments	<i>Details of relevant investments in unlisted companies, partnerships and other forms of business, major shareholdings (more than 5% of issued capital) and beneficial interests.</i>
Gifts or hospitality	<i>Details of any gifts or hospitality offered to you by external bodies in direct/indirect connection with AmplifyChange and whether they were declined or accepted in the last twelve months.</i>
AmplifyChange	<i>Details of any contractual relationship with AmplifyChange.</i>



Have any of the positions you (or a connected person) currently hold (as above) caused any actual conflicts of interest with AmplifyChange in the past?	
Any other conflicts that are not covered by the above	

Annex 2: Register of Interests

Name	Position	Interest declared	Does the interest relate to the Director or a person closely connected to the Director (if so, describe the relationship)?	Date interest identified or commenced	Is the interest current?	Any action to be taken (i.e. follow conflict procedures when related matters discussed at a Board of Directors' meeting)