

# **CONFLICTS OF INTEREST POLICY OF TOMMY'S TRUSTEES, COMPANY DIRECTORS AND SENIOR MANAGEMENT TEAM**

## **1. Introduction**

- 1.1 The purpose of this policy is to protect the integrity of the Charity's decision-making; to enable stakeholders to have confidence in Tommy's integrity; and to protect the integrity and reputation of the Charity, its Trustees, Directors of Baby Fund Trading Ltd and LLHM Ltd ('Directors'), and Senior Management Team (SMT) members.
- 1.2 This policy applies to all Tommy's Trustees, Directors and SMT members. It sets out guidelines and procedures for identifying, monitoring and managing actual and potential conflicts of interest.
- 1.3 Under charity law, the Trustees are required to recognise and deal appropriately with conflicts of interest. For transparency and good governance, any interest of Trustees, Directors and SMT members which could give rise to, or which could be seen as giving rise to, a conflict of interest must therefore be disclosed.

## **2. Identifying conflicts**

Our Trustees, Directors and SMT have a duty to act in the best interests of the Charity. When making decisions, the Trustees and Directors must be alert to the possibility that they, their fellow Trustees and Directors and the Charity's SMT could be affected by a conflict of interests. Conflicts can inhibit open discussions and may result in irrelevant considerations or decisions that are not in the best interests of the Charity. Conflicts of interest can result in the condoning of fraud, a loss of investment, reputational damage and potential fines and other legal consequences.

- 2.1 Conflicts may arise where the Charity's Trustees, Directors or SMT members (or members of the families of Trustees, Directors or SMT members):
  - supply or receive goods or services to and from the Charity
  - plan to exchange gifts or hospitality with the Charity
  - are involved with organisations which compete with the Charity
  - have secondary jobs or voluntary activities
  - are involved with organisations which affect the operations of the charity.
- 2.2 The Charity's Trustees, Directors and SMT must be alert to situations that may give rise to a conflict of interest. Examples include, but are not limited to:
  - discussing and setting the Charity's allocation of funding;
  - choosing and appointing professional advisors.

### **3. Conflicts register**

The Charity's Conflicts Register will be maintained in the form of an electronic file kept by the Finance Director. The folder will contain the original Conflicts of Interest Statements made pursuant to this policy, as well as any subsequent notifications (which could arise, for example, should circumstances change). The Charity's Conflicts Register will be available to the Trustees and Directors, the Charity's auditors and any other person authorised by the Trustees and Directors.

### **4. Declaring Interests**

4.1 In the interests of transparency and good governance, any interest of the Charity's Trustees, Directors or SMT members (or members of the families of Trustees, Directors or SMT members) which could give rise to, or which could be seen as giving rise to, a conflict of interest must be disclosed. Accordingly, the following people are required to complete a Conflicts of Interest Statement:

- Trustees;
- Directors;
- SMT members; and
- such other people as the Trustees shall require to complete a Conflicts of Interest Statement

4.2 Each person required to complete a Conflicts of Interest Statement must do so:

- within one month of his/ her appointment and, for Trustees and Directors,
- annually thereafter.

4.3 The guidance notes set out in Appendix 1 must be read before completing the Conflict of Interest Statement in Appendix 2.

### **5. Declared interests**

#### **5.1 Interests declared at Trustee meetings**

The Charity's Trustees, Directors and employees participating (in whatever capacity) in any meeting of the Charity must declare at the beginning of the relevant item of business and before discussion begins on that item any matter in which s/he has an interest (or in which a member of his/her family has an interest).

Non-conflicted Trustees, Directors or members of Senior Management will then:

- assess the nature of the conflict;
- assess the risk or threat to decision-making;

- decide whether the conflict is material or has the potential to be, or can be perceived to be, detrimental to the conduct or decisions taken by the Charity;
- decide what steps to take to avoid or manage the conflict.

The conflicted individual:

- must withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- must not be counted in the quorum for that part of the meeting; and
- must withdraw during any vote and have no vote on the matter.

All decisions under a conflict of interest will be recorded and reported in the minutes of the meeting.

In the case of a grave or ongoing irreconcilable conflict of interest between the Charity and its Trustee, Director or SMT member it may be that, in the best interests of the Charity, the individual has no option but to resign from his or her position.

## 5.2 **Interests declared by SMT**

An interest declared by an SMT member will additionally be considered by the Chief Executive in accordance with the Charity's policies on *Anti-Bribery and Corruption, Gifts and Hospitality, Supplier Selection* and *Second Jobs, Voluntary Work and Other Services*, found in the Employee Handbook.

## 6. **Monitoring and compliance**

- 6.1 Any Charity Trustee, Director or SMT member who becomes aware of a breach of this policy shall report it to the Chair of Trustees as soon as possible.
- 6.2 The Trustees have adopted this policy in order to monitor and manage conflicts of interest. Any failure to comply with the terms of this policy will not, in itself, result in a decision of the Trustees being invalidated.

**Jenny Bradic  
December 2018**

## APPENDIX 1

### GUIDANCE NOTES TO COMPLETING THE CONFLICTS OF INTEREST STATEMENT

#### Background

Any interest of certain individuals involved in the Charity which could be seen as, or which could give rise to, a conflict of interest must be disclosed. This Conflicts of Interest Statement is provided for that purpose.

#### Completion of the Conflicts of Interest Statement

##### ***Who must complete a Conflicts of Interest Statement?***

A Conflicts of Interest Statement must be completed by all the Charity's Trustees, Directors and SMT members; and by such other people as the Trustees require to complete a Conflicts of Interest Statement.

##### ***Which conflicts should be declared?***

As a general rule you should include in your Conflicts of Interest Statement details of any interest of yours (or of a member of your family) which could give rise (or could be seen as giving rise) to a conflict with your position within the Charity.

By way of examples, you must disclose:

- paid or unpaid employment or self-employment (including partnerships);
- company directorships, consultancies, advisory posts, other positions of responsibility etc (whether remunerated or not);
- public or voluntary sector appointments;
- substantial shareholding/s and beneficial interests (whether in terms of value or % of issued capital) held by you and/or members of your family in a company (a) in which the Charity has funds invested or (b) which may have dealings with the Charity. 'Substantial' would include a controlling interest;
- membership of any special interest group.

##### ***Family members***

For the purpose of the Conflicts of Interest Statement a person is treated as a member of your family if he or she lives within your household or is a close relative (ie spouse, civil partner, parent, sibling, child/step child and grandchild/step grandchild).

##### ***What should I do if I am unsure whether to declare a matter on the Conflicts of Interest Statement?***

If you are unclear whether something may give rise to a potential conflict, discuss this with the other Trustees or with Tommy's Chief Executive for guidance, and always err on the side of caution. Ask yourself: 'Is there any circumstance in which this interest could embarrass or damage the reputation of or otherwise compromise the Charity?' If the answer is 'Yes' you must declare the matter.

## APPENDIX 2

### CONFLICTS OF INTEREST STATEMENT

1. I have read and accept the Guidance Notes which form part of this Statement.
2. I have set out below all actual and potential conflicts that I am aware of at the date of this Statement (please use a continuation sheet if the space below is inadequate for the declarations you need to make).
3. I understand that, in the event of a further conflict of interest (potential or actual) arising prior to my being asked to update this Statement, I should request, complete and return a revised Statement to Tommy's CEO.

Example	<i>My partner is a non-executive director of XWZ plc, a company involved in supplying consultancy services to Tommy's</i>
1.	
2.	
3.	
4.	
5.	

NAME (please print) \_\_\_\_\_ DATE \_\_\_\_\_

POSITION/TITLE \_\_\_\_\_

SIGNATURE \_\_\_\_\_

**Please return this form to Tommy's CEO.**