



Vita Conflict of Interest Policy

Date: October 2021
To: ARF
Subject: **Conflict of Interest Policy**
Signed: Neil Munday

Conflict of Interest Policy

This policy identifies what a conflict of interest is and how to ensure that Vita’s charity trustees and key senior staff do not experience any such conflicts. The policy sets out the procedures for identifying, prioritising, and managing conflicts of interest that may arise as the charity is managed and controlled. The policy is aligned with the guidance given by the Charities Regulator in its document ‘Managing Conflicts of Interest’.¹

Vita wants to demonstrate that it acts properly, always, in the pursuit of its mission.

The Policy will be reviewed every year by the Board of Trustees, sooner if legislation, best practice, or other circumstances indicate that this is necessary.

Version Control

Version no.:	Date	By (Name, Position)	Details of changes	Reviewed and approved by: (name and Position)
1	20 April 2020	Judith O’Connor, Head of Finance	n/a	
2	Oct 2021	Neil Munday (Head of Finance and Governance)	Checklist, appendices, and additional clarifications to converge to CR Managing Conflicts of Interest, plus formatting	ARF Dec 2021 Board 08.12.21
3	Oct 2022			

¹ <https://www.charitiesregulator.ie>



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Introduction:

Vita considers it paramount that Board members and company secretary (as charity trustees) and key senior staff (in Ireland and overseas) avoid any conflict of interest between their own personal interests and the interests of Vita. The accompanying implementation guidelines set out mechanisms and minimum standards for Board members and key senior staff to subscribe to. This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the charity if they are openly and effectively managed.

The Conflict-of-Interest Policy applicable to other staff is set out [in the HR Manual]. For volunteers, conflict of interest policy is set out in the [volunteer's code of practice]. For contractors, it is dealt with in the [contract for services.]

In addition to this Conflict-of-Interest Policy, the charity trustees have each consented to comply with the Code of Conduct for charity trustees.

Objective:

Vita aims to ensure that its Board members and key senior staff 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 Vita.

Purpose:

The purpose of this Conflict-of-Interest Policy is to provide direction for Vita's Board members and key senior staff on how to effectively avoid, disclose, and manage conflicts of interest by understanding, identifying, and reporting possible conflicts of interest. Vita wants to demonstrate that it acts properly, always, in the pursuit of its mission.

Scope

This policy applies to the trustees and key senior staff of Vita. Key senior staff, given the structure of Vita and roles and responsibilities delegated to them, means the Chief Executive Officer and members of the Senior Leadership Team: Programme Manager, Head of Fundraising and Communications, Head of Finance and Governance plus all Country Directors.

Definition of a conflict of interest²:

A conflict of interest is any situation in which an individual's personal interests or loyalties could, or could be seen to, prevent them from making a decision that is in the best interests of Vita or where the individual may derive personal benefit from actions or decisions made in their official capacity. This personal interest may be direct or indirect and can include the interests of a person connected to the individual – see below types of connected persons³.

A conflict of interest exists when the interests of the charity conflicts with:

- The interest of the person or organisation that appointed the person as a charity trustee or position (an appointment conflict), or
- A person's own personal or business interest in relation to that matter (a personal conflict).

These situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of Vita and therefore must be managed accordingly to avoid creating the appearance of improper conduct which might impair confidence in, or the reputation of, Vita. Failing to effectively manage conflicts of interest can negatively impact the charity in terms of governance and associated reputational risk, where a conflict interferes with the individual's actual or perceived ability to comply with his or her duty to act in the best interests of the charity.

A conflict of interest may be actual, potential, or perceived:

- 'Actual' is where a direct conflict exists between current official duties and existing private interests.
- 'Potential' is where private interests are not but could come into direct conflict with official duties.
- 'Perceived' is where it appears or could be perceived, that private interests are improperly influencing the performance of official duties whether or not that is actually the case.

Guiding Principles

The Vita Conflict of Interest Policy is underpinned by the following principles:

- The best interests of Vita must be the priority, in all decisions and actions.

² [managing-conflicts-of-interest-may-2018.pdf \(charitiesregulator.ie\)](#)

³ A connected person can be a parent, brother, sister, spouse, grandparent or grandchild of the individual, or a child of the spouse of the individual; any person the individual is in a partnership with; any person the individual is employed by under a contract of service; a body corporate if the individual has control of it, or if the individual and any of the above mentioned connected persons together have control over it – c.f. s2(2) of the Charities Act 2009.

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- Prompt disclosure of actual, potential, or perceived conflicts of interest is critical to the management of such conflicts.
- Vita seeks to avoid conflicts of interest, where possible but understands that such conflicts can and will occur, so recognising, discussing, and documenting any conflict of interest is essential in order to properly manage such conflicts.

A key test to identify if a conflict of interest exists is to ask the question:

Would a reasonable person, who was aware of the charity trustee's personal interest, believe that the charity trustee might be influenced by that personal interest when deciding on behalf of the charity?

In support of this endeavour, the following mechanisms will be developed and implemented to identify, manage and record:

- i) **Register of Interests:** To implement this policy, Vita will keep a Register of Interests where Board members and key senior staff will declare their interests and any gifts or hospitality received.
- ii) **Staff Capacity:** All employment contracts with key senior staff will oblige the individual to comply with this conflict of interest policy. Key senior staff already employed will be asked to consent to this conflict of interest policy on its adoption.
- iii) **Accountability:** It is the responsibility of each member of Vita's Board and each key senior staff member to disclose their own conflict of interest or potential conflict of interest.
- iv) **Monitoring and review:** It is the responsibility of the members of the Board to maintain the register of interests. Board members are responsible for establishing a system for identifying, disclosing and managing conflicts of interest across the charity and for monitoring compliance with this policy. Board members shall ensure that this conflict of interest policy is reviewed on an annual basis.
- v) **Procurement Policy:** Vita's procurement processes utilise competitive bidding using a three-quotation approach, preferred suppliers using a sole-source justification, underpinned by the value for money policy, for amounts over the agreed threshold.⁴

When making purchasing decisions, conflicts of interest will be avoided.

Identification and disclosure of conflicts of interest

Once an actual, potential, or perceived conflict of interest is identified; it must be entered into Vita's register of interests, as well as being raised with the board of charity trustees. The

⁴ To be discussed further for clarification purposes

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register of interests must be maintained by the company secretary at the direction of the charity trustees, and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

- Vita's Board and key senior staff should immediately make known any conflict of interest or loyalty, including but not limited to any affiliations they might have with an actual or potential supplier, contractor, any provider or recipient of grant funds or organisations (person, firm, state or public body etc) with competing or conflicting objectives or otherwise dealing with Vita.
- Vita's Board members and key senior staff have an *obligation* to make known any conflict of interest to the Board as soon as possible.
- If someone fails to declare a conflict of interest that is known to a Board member or key senior staff member, then that person will declare it instead to the Chair of the Board or any board member.
- For the purposes of this policy, Vita's Board members and key senior staff are required to declare any gifts and hospitality received in connection with their role in Vita or arising from any conflict of interest or loyalty, over the value of €50.

Actions by charity trustees and key staff

No board member or key senior staff member shall enter a memorandum of understanding, contract, purchase agreement or service negotiation, in any case whether or not legally binding, with any person, firm or organisation (including a state or public body) with whom the individual maintains a business or personal relationship⁵ unless it is determined in advance by the charity trustees that, after full disclosure to the charity trustees in accordance with this policy and in accordance with guidance from the Charities Regulator, it is in the best interests of Vita to permit participation of the individual despite the conflict.

No Vita Board member or key senior staff member may receive kickbacks, commissions or gifts or hospitality exceeding €50 from any person, firm or organisation (including a state or public body) with whom Vita has any dealings including but not limited to where Vita has entered or intends to enter a memorandum of understanding, contract, purchase agreement or service negotiation, in any case whether or not legally binding.

Confidentiality of disclosure

All disclosures made in furtherance of this policy shall be held in so far as is possible in confidence by the board of charity trustees and the company secretary and shall be recorded

⁵ See Vita policy: Procurement Policies – Consolidated – August 2021

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in board minutes and the Register of Interests. It may be disclosed if it is required by any law, law enforcement agency or by a regulatory agency. Subject to this, access to the Register of Interests will be limited to the Board, the company secretary, and at the discretion of the Board, to the CEO and any other person(s) determined as necessary by the Board.

Action required for management of conflicts of interest:

Once a conflict of interest has been appropriately disclosed, the Board (excluding the disclosing individual or any other connected person) must decide whether a conflicted person should:

- vote on the matter,
- participate in any debate or discussion or
- be present in the room during any debate or discussion.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a charity trustee from regularly participating in discussions, it may be worth the board of charity trustees considering whether it is appropriate for the person with the relevant conflict to resign from the board of charity trustees.

Considerations required when deciding what action to take

In deciding what approach to take, the Board should consider whether:

- the conflict needs to be avoided, authorised, or simply discussed and documented,
- whether the conflict will realistically impair the person's capacity to impartially participate in the decision making,
- there is an actual or perceived benefit to arise to benefit a particular individual because of this decision. If there is a benefit, whether the decision is in the best interests of the charity – if not, trustees should take advice on their decision, and for the future, ensure that suitable conflicts of interest procedures are put in place and followed.
- discuss alternative options to avoid the conflict,
- discuss Vita's objects and resources, and
- consider whether their actions or decisions or those of the individual concerned will possibly create an appearance of improper conduct that could damage the reputation of Vita.

The approval of any action regarding the disclosure requires the agreement of at least the majority (excluding the conflicted person) who are present and voting (if applicable). All details regarding the conflict of interest, including the action arising will be recorded in the minutes of the meeting and the Register of Interests.



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Compliance with this policy:

If the Board members have reason to believe that a person subject to this policy has failed to comply with it, they will investigate the circumstances.

If an individual fails to declare a conflict of interest, the Chairperson (or at the direction of the Chair, the CEO) must discuss this failure with the person in question and notify the Board and the individual responsible for maintaining the Register of Interests. Any such discussions shall be carefully minuted and thereafter presented to the Board and the Register of Interests updated accordingly.

Sanctions will be considered for serious breaches of this policy.

- For trustees, this may include seeking the person's resignation from the Board of Vita.
- Failure by staff to comply with this policy will be managed in line with Vita's existing disciplinary procedures.⁶
- In either case, the Board may require the arrangement giving rise to the conflict of interest to be immediately terminated and for Vita to be recompensed for any loss arising.

For questions about this policy, contact the board of charity trustees or the Company Secretary by email.

⁶ For further discussion

APPENDIX 1:

Checklist to deal with conflicts of interest:	Yes/No/na	Initials
IDENTIFY		
Is the conflict-of-interest policy up to date?		
Is the register of interests up to date?		
Is 'conflict of interest' a standing agenda item for all charity trustee meetings?		
Are all those covered under the scope of the policy aware that they must declare a potential conflict of interest as soon as they are aware of it?		
MANAGE		
Are clear procedures in place that detail what should happen when a conflict of interest is identified?		
Is this applied in all cases?		
Are trustees clear as to how to decide if a person with a conflict of interest can be involved in any discussions or decisions about the situation?		
Are all decisions made in the charity's best interests?		
Can this question be answered positively: 'Would a reasonable person, who was aware of the charity trustee's personal interest, believe that the charity trustee might be influenced by that personal interest when making a decision on behalf on the charity?'		
If a number of charity trustees have to withdraw due to a conflict arising, can the charity achieve its voting quorum?		
RECORD		
Are all potential conflicts of interest documented adequately which clearly lays out how they have been managed?		



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APPENDIX 2

Register of Interests - TRUSTEES

VITA (RTI)

Name of charity trustee	Date of Appointment	Description of interest	Has the Board been notified of the interest	Date of disclosure

Signature

Date:

Name of charity trustee



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APPENDIX 3

Register of Interests – Employees and others (excl. Trustees)

VITA (RTI)

Name of individual	Date of Appointment	Description of interest	Has the Board been notified of the interest	Date of disclosure

Signature

Date:

Name