



# **Suffolk County Football Association Limited**

## **Conflicts of Interest**

### **Policy & Procedure**

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<b>Approved By</b>	Board of Trustees
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## **Introduction**

It is recognised and accepted that occasionally conflicts of interest may arise. This policy sets out guidelines and procedures for identifying, monitoring and managing actual and potential Conflicts of Interest.

## **Policy**

Suffolk County Football Association Limited (**'Suffolk FA'**) Board Members (who are also its charity trustees) have an obligation to act in the best interests of Suffolk FA and in accordance with Suffolk FA's charitable aims and objectives. Accordingly, all individuals to whom this policy applies must identify and deal appropriately with Conflicts of Interest in order to carry out their roles effectively and properly.

Suffolk FA is committed to maintaining the highest standards of corporate governance and conducts its business in an open and transparent manner. The aim of this policy and procedure is to protect both Suffolk FA and the individuals concerned from any appearance of improper behaviour. Conflicts of Interest may arise where an individual's personal, family or business interests and/or loyalties conflict with the objectives of Suffolk FA.

Suffolk FA accepts that people may take part in legitimate financial, business, charitable and other activities outside their Suffolk FA roles, but any potential conflict of interest (which includes a conflict of loyalty) raised by those activities must be disclosed promptly following the guidelines provided on the declaration of interest form.

Under charity law, the trustees (i.e. the Board Members) have a duty to avoid, declare and manage conflicts. They must also ensure that any benefit that they receive from Suffolk FA is authorised in Suffolk FA's constitution or by the Charity Commission or the court. Disclosure of conflicts of interest is also a requirement under company law.

This policy explains what is viewed by Suffolk FA as a conflict of interest and the procedure to follow where a conflict of interest arises. Implementation of this policy and procedure must be clear and transparent and not subject to any unfair discriminatory practices. The policy will be subject to an annual review by the Suffolk FA Board.

## **Scope and definitions**

This Policy applies to the following:

- Board Members (and members of sub committees of the Board)
- Suffolk FA employees
- Volunteers
- Members of Council
- Others acting on behalf of Suffolk FA



A **Conflict of Interest** is defined by the Charity Commission as any situation in which a person's Interest or loyalties could, or could be seen to prevent them from making a decision only in the best interests of their charity. This is a broad definition and includes possible as well as actual conflicts. It includes conflicts that arise indirectly (as well as those that arise directly), for example, because a person connected to a trustee enters into an agreement with the charity.

Importantly, it also includes conflicts of loyalty, a particular type of conflict of interest in which a person's loyalty or duty to another person or organisation could prevent them from making a decision only in the best interests of the charity.

An **Interest** is a financial or non-financial interest involving the person, or a Connected Person (defined below). A financial interest refers to anything of non-trivial monetary value including but not limited to salaries, commissions, consultancy fees, contractual interest discounts, property and royalties. A non-financial interest refers to any non-financial benefit or advantage including but not limited to access to privileged information or services, property or intellectual property rights and enhancement of a career, education or professional reputation.

A **Connected Person** is anyone with whom the individual in question has a relationship which is likely to appear to a reasonable person to influence the individual's objectivity including but not limited to close family, their partner and close personal friends.

If an individual has a Conflict of Interest, they have a duty to disclose it under the procedure set out below. In the case of a Suffolk FA Board Member, disclosure is also a requirement under Company Law.

### **Identifying Conflicts of Interest**

The Board Members have a duty to act in the best interests of Suffolk FA. When making decisions, the Board Members must be alert to the possibility that they, their fellow Board Members and members of staff could be affected by a Conflict of Interests. Conflicts of Interest can inhibit open discussions and may result in irrelevant considerations being taken into account or decisions that are not in the best interests of Suffolk FA.

Conflicts of Interest may arise where Board Members, members of staff, members of Council, volunteers, or members of their families:

- have **personal Interests** (for example, as the shareholder of a company that provides services to the Suffolk FA) which conflict or may conflict with the interests of the Suffolk FA; or
- owe duties to a **third party** (for example, as the trustee of a partner organisation) which conflict or may conflict with the interests of the Suffolk FA.



Board Members, members of staff, members of Council and volunteers should be alert to situations that may give rise to a Conflict of Interest. Situations include, but are not limited to:

- engaging contractors to provide services to Suffolk FA;
- engaging members of staff;
- assessing grant applications and awarding grants; and
- choosing and appointing professional advisors.

### **The declaration of interests**

Accordingly, all individuals to whom this policy applies must declare their interests, and any gifts or hospitality offered and received in connection with their role at Suffolk FA. A Declaration of Interest (DOI) form is provided for this purpose, listing the types of interest that should be declared.

It is the responsibility of the Company Secretary to ensure that individuals are provided with a declaration of interests form and that the completed form is received, reviewed and retained by Suffolk FA to be effective, the declaration of interests needs to be revised or updated at least annually, and also immediately when any changes occur. Board Members are required to disclose any new Conflict of Interest, gifts and hospitality at the next scheduled Board meeting. Such a disclosure will be included in the minutes of that meeting

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Suffolk FA Board Chair for confidential guidance.

Interests will be recorded on the Suffolk FA's register of interests, which will be maintained by the Company Secretary and will be accessible via the Suffolk FA website.

The register of interests shall also be used to record all gifts and hospitality of a value over £50 received by the Board Members and staff.

Where it is subsequently discovered that one or more persons involved in a decision had not declared their Conflict of Interest to the meeting, the Board will decide whether the matter needs to be reconsidered and may so direct. In addition, the Chair may decide that the person or person involved may have breached the Board code of conduct and further action may be necessary.

### **Data protection**

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998 and General Data Protection Regulation. Data will be processed only to ensure that Broad members, employees and officials will act in the best interests of Suffolk FA. The information provided will not be used for any other purpose. Processing of this data shall be undertaken in line with Suffolk FA data control processes.

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## **Managing Conflicts of Interest**

The Company Secretary, the Chair and CEO shall be responsible for reviewing the declaration of interest forms and register and advising on any action required in addition to the standard management process for any particular Conflict of Interest.

Conflicts of Interest can arise in various scenarios: the most likely is in a meeting situation. Therefore, Suffolk FA requires that the Chair of the meeting ask those attending to declare any interest(s) linked to any item on the agenda. All notifications must be reported in the minutes of the meeting along with the actions taken by the Chair to manage the conflict.

If a Conflict of Interest decision is challenged after the meeting all information must be referred to the CEO who will be responsible for reviewing the decision made with the Chair and providing written recommendations for any action.

## **What to do if you face a Conflict of Interest**

If a Conflict of Interest arises for a trustee or committee member, they should follow the procedure in Article 13.3 of the Suffolk FA Articles of Association. A trustee or committee member is required under Article 13.3 to:

- declare his or her interest before discussion begins on the matter;
- withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of the meeting; and
- withdraw during the vote and have no vote on the matter.

If any other individual to whom the Policy applies believes that they may face a Conflict of Interest, set out below are some examples of how they may manage the conflict themselves and/or how a Chair might manage a particular meeting situation:

- declare the interest at the earliest opportunity;
- withdraw from discussions and decisions relating to the conflict;
- stepping aside from any involvement in a particular task; and
- declaring an interest to a particular sponsor or third party.

It is the responsibility of the Chair to ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted for the person facing the conflict. It is important to ensure that the person declaring a Conflict of Interest still receives sufficient information about the activities of the organisation generally without disclosing such sensitive information that could place the individual in a position of not being able to fulfil their role and responsibilities.

If you fail to declare an interest that is known to the Chair or other board member, he/she will declare that interest for you.

## **Decisions taken where a Board Member or member of staff has an interest**



In the event of the Board having to decide upon a question in which a Board Member or member of staff has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested Board Members may not vote on matters affecting their own interests.

All decisions under a Conflict of Interest will be recorded by the CEO/Company Secretary and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict
- an outline of the discussion
- the actions taken to manage the conflict

Where a Board Member benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP.

Where a member of Suffolk FA's staff is connected to a party involved in the supply of a service or product to Suffolk FA, this information will be fully disclosed in the annual report and accounts.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

### **Conflicts of Interest that cannot be managed**

Situations may arise where the Chair decides it is not possible to manage the Conflict of Interest, in these circumstances the Chair will request a meeting with the individual concerned to discuss and agree the way forward. The register should be noted accordingly with the date of the agreement; the full details may or may not be included as determined by the agreement and level of confidentiality.

If an employee's conflict is deemed non-management a copy in writing of the conflict, decision and signed agreement must be placed on the employees' HR file. Such information shall be protected in accordance with the Data Protection Act and restricted to those who require it to fulfil their Suffolk FA responsibilities. The register should be noted accordingly with the date of the agreement; the full details may or may not be included as determined by the agreement and level confidentiality.

### **Managing contracts**

If there is a Conflict of Interest (actual, perceived or potential) the interested party must not be involved in managing or monitoring a contract in which they have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

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