

Extract from Code of Conduct

3. CONFLICT OF INTEREST PROCEDURES

- 3.1 Conservators should avoid putting themselves in a position in which their obligation to act in the best interests of WPCC potentially conflicts with their personal interests or duties. Such conflicts may create problems because they can:
- inhibit free discussion
 - result in decisions or actions that are not in the interests of WPCC
 - risk giving the impression that WPCC, or an individual Conservator, has acted improperly.
- 3.2 However, from time to time, conflicts of interests may arise where a Conservator's personal interests and loyalties conflict, or can be perceived to conflict, with those of WPCC.
- 3.3 Even the appearance of a conflict can damage WPCC's reputation and so any interests, duties or obligations which may give rise to the appearance of a conflict must be recognised, disclosed appropriately and dealt with in accordance with these procedures.
- 3.4 Conservators should act in accordance with the spirit as well as the wording in the paragraphs below. This Section offers guidance but is not intended to modify any legal duty which would otherwise apply.
- 3.5 A conflict of interest is any situation in which a Conservator's personal interests or loyalties could, or could be perceived to, prevent the Conservator from making a decision which is in the best interests of WPCC. This includes actual conflicts of interest and of loyalty as well as perceived and potential conflicts.
- 3.6 Conflicts of interest usually arise where either:
- there is a potential pecuniary interest or other material benefit directly to a Conservator, or indirectly through a person connected to the Conservator; or
 - a non-pecuniary interest when a Conservator's duty to WPCC may compete with a duty or loyalty they owe to another organisation or person.
- 3.7 A Conservator or co-opted member of a Committee must within 28 days of taking office as a Conservator or co-opted member of a Committee notify the Chief Executive Officer of any conflict of interest. This applies whether that interest is their own, or that of a connected person (see paragraphs 3.11 - 3.13). The interest will be included in the WPCC register of interests.
- 3.8 The WPC Act 1871 and CC Act 1847 contain the following restrictions on pecuniary and non-pecuniary interests and other material benefits that a Conservator may receive:
- A Conservator cannot be remunerated or hold any paid office with WPCC (section 31, WPC Act 1871).
 - A Conservator cannot receive any expenses in connection with meetings of the Conservators (section 48, CC Act 1847).
 - A Conservator cannot be concerned with or participate in any manner in any contract, or in the profit from any contract, or of any work done under the authority of the WPC Act 1871 (section 9, CC Act 1847). (There is an exception under section 10 of the CC

Act 1847 which would allow WPCC to enter into a contract with a company in which a Conservator is a shareholder of, provided the Conservator with the shareholding does not participate in the Conservators vote on the contract).

- 3.9 If an interest above has not been notified or entered in the register, then the Conservator must disclose the interest to any meeting of WPCC at which they are present, where they have disclosable interest in any matter being considered. Where a matter is considered to be a sensitive interest, which includes any concern that disclosure might lead to the Conservator or co-opted person being subject to violence or intimidation, that individual should speak to the Chief Executive Officer, who may agree to exclude details from any publicly available version of the register of interests.
- 3.10 Following disclosure of an interest not on WPCC's register or the subject of pending notification, Conservators must notify the Chief Executive Officer of the interest within 28 days beginning with the date of disclosure.

Connected persons

- 3.11 A conflict can arise indirectly because of a Conservator's relationship with, or connection to, another person or organisation. This is because of the risk that the Conservator's decision-making could be affected, or that it could be perceived that there is a conflict of interest. Issues relating to conflicts of interest often arise in charities because of benefits received by connected persons.
- 3.12 Examples of connected persons include: members of a Conservator's family, their spouse or civil partner, or someone with whom they are living as a husband or wife, or as if they were civil partners, a business partner or colleague, anyone whose finances are interdependent with the Conservator (e.g. through joint bank accounts, joint mortgages or property held in joint names, one party financially dependent on the other, joint beneficiaries of a trust), businesses in which a Conservator has an interest through ownership or influence, or anyone else receiving a benefit where it could be perceived that the benefit could influence the Conservator's ability to make decisions only in the best interests of WPCC.
- 3.13 A Conservator might be a member of another organisation whose policies or objectives are inconsistent with or otherwise have a bearing on those of WPCC. A Conservator's duty is to take only their responsibilities to WPCC into account.

Declaring interests

- 3.14 Many possible conflicts can be managed by ensuring appropriate transparency as to a Conservator's potentially conflicting interest. This is done by proactive declaration and, for appropriate interests, the maintenance of a register of interests.
- 3.15 Conservators must use their judgment in accepting any gifts and hospitality which might compromise WPCC's reputation and must declare these at the earliest opportunity. The disclosure must include sufficient information to enable appropriate decisions to be taken as to the seriousness of any potential conflict and its management. Conservators should always take decisions solely in terms of WPCC's interests; they should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

- 3.16 A declaration of interests form is provided for this purpose, listing the types of interest you should declare. The declaration of interests needs to be completed prior to taking office and updated at least annually and/or when any material changes occur.
- 3.17 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 Chairman or Chief Executive for guidance.
- 3.18 In addition to keeping the declaration of interests up to date, Conservators must declare any interest (including a perceived or potential interest) at the earliest possible opportunity and orally at any meeting where a conflict may arise. Conflicts of interest should be a standard agenda item at the beginning of each meeting of the Conservators or any Committee/Working Group. If a Conservator is aware of an undeclared conflict issue affecting another Conservator, he or she should notify the Chair or the other Conservators.
- 3.19 Information about Conservator interests, including all gifts and hospitality received by any Conservator, will be recorded on the charity's register of interests, which will be maintained by the Chief Executive Officer. The register will be accessible by Conservators and senior managers so that the relevant matters can be managed properly.

Disclosure of interests at meetings

- 3.20 Where an interest described above or in the following paragraph in any business of WPCC has been declared and, where a Conservator is aware or ought reasonably to be aware of the existence of that interest and they attend a meeting of WPCC at which the business is considered, the Conservator must disclose to that meeting the existence and nature of that interest at the commencement of its consideration. If not apparent in advance from any agenda, as soon as the interest becomes apparent as being relevant to the business under consideration a Conservator must immediately declare it.
- 3.21 Where a Conservator has a personal interest in any matter of WPCC where a decision in relation to that matter might reasonably be regarded as affecting their well-being or financial position or the well-being or financial position of a member of their family or any person with whom they have a close relationship (connected persons see paragraph 3.11 – 3.13) as the case may be, they must immediately declare it.