

Conflicts of Interest Policy for Sustain: The alliance for better food and farming

The Sustain alliance is a charity registered in England and Wales (no. 1018643) and company limited by guarantee (no. 02673194).

This policy applies to members of Sustain's Council of Trustees; and to senior staff with financial and management responsibilities.

Why Sustain has this policy

Members of Sustain's Council of Trustees have a legal obligation to act in the best interests of Sustain: The alliance for better food and farming; in accordance with Sustain's governing document; and to avoid situations where there may be a potential conflict of interest. Sustain staff (especially senior staff with financial and management responsibilities) have similar obligations.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of Sustain. Such conflicts may create problems; they could:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of Sustain, our strategic aims, our supporters and beneficiaries;
- pose a risk to Sustain's reputation.

The declaration of interests

Sustain asks members of the Council of Trustees and senior staff with financial and management responsibilities to declare their interests. The declaration of interests is updated and published to Sustain members at least annually, in papers for the Sustain Annual General Meeting. Members of Sustain's Council of Trustees are asked to declare their interests when they stand for election; when they are elected; and to update this information at each of the quarterly Council meetings. Senior members of staff with financial and management responsibilities are asked to declare their interest to the chief executive when any material changes occur. Sustain is in turn answerable to Trustees, to Sustain members and to the Charity Commission.

Declarations of interest for Sustain's Council of Trustees are also published routinely, openly and transparently on the Sustain website at: www.sustainweb.org/about/council_members. Only in exceptional circumstances – for example if such transparency would breach data protection rules or personal privacy – would any such interest be withheld from open publication. In practice, Sustain has so far never had to keep any declaration of interest private in this way. Such declarations of interest would still be made known to the charity secretary, Chair and/or Vice Chair in the normal way and recorded in Sustain's register of interests, available for scrutiny by the Charity Commission.

Further, as a matter of good practice, we also expect members of Sustain's Council of Trustees, and senior members of staff with financial and management responsibilities, to declare any significant gifts or hospitality offered and received in connection with their role in Sustain. In practice, this latter happens only very rarely and usually for hospitality of low financial value. However, we include this here to note the importance of transparency and probity.

If any Trustee or staff member is not sure what to declare, or whether/when that declaration needs to be updated, we advise to err on the side of caution. Any Trustee or staff member who needs to discuss this issue should contact the charity secretary, chief executive Kath Dalmeny for confidential guidance.

Interests and gifts are recorded in the charity's register of interests, maintained by the charity secretary, chief executive Kath Dalmeny. Declarations of interest are published routinely and transparently online.

Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998 and the General Data Protection Regulation 2018. Data will be processed only to ensure that Sustain Trustees and senior staff with financial and management responsibilities act in the best interests of Sustain: The alliance for better food and farming, and our supporters and beneficiaries. The information provided will not be used for any other purpose.

What to do if you face a conflict of interest

If a member of the Sustain Council of Trustees, or a senior member of staff with financial and management responsibilities, believes they have a perceived or real conflict of interest they should:

- declare the interest at the earliest opportunity
- withdraw from discussions and decisions relating to the conflict.

The charity secretary, chief executive Kath Dalmeny, and Sustain's Chair and/or Vice Chair, should take special care to ensure that discussions, decisions, minutes or other documents relating to the item presenting a conflict are appropriately managed in such a way as to avoid the risk either of triggering the conflict of interest, or appearing to do so. Anyone declaring an interest will be asked to leave the relevant discussion, unless expressly asked by the charity secretary, Chair and/or Vice Chair to do so in a limited way to provide information, and will not be able to participate in decision-making. Any person stepping out of the discussion or decision-making in this way will not be counted in the quorum for that part of the meeting and must withdraw from any vote on the conflicted item.

There are situations where someone declaring an interest may participate in discussions from which they could indirectly benefit, for example where the benefits are universal to all users, or where the benefit is minimal. Action will be agreed by the Chair and/or Vice Chair and minuted accordingly.

If a member of the Sustain Council of Trustees or a senior member of staff with financial and management responsibilities fails to declare an interest that is known to the charity secretary and/or the Chair and/or the Vice Chair of the Sustain Council of Trustees, then the charity secretary and/or the Chair and/or the Vice Chair will declare that interest.

If a member of Sustain's Council of Trustees knowingly fails to declare a conflict of interest, this will be regarded as possible grounds for asking that trustee to step down from their role, which in turn would need to be reported to the Charity Commission and may disqualify that person to serve as a trustee for

other charities. If a senior member of Sustain staff with financial and management responsibilities knowingly fails to declare a conflict of interest, this will be regarded as a disciplinary matter and – if serious – could be grounds for dismissal. In turn, this would need to be reported to the Charity Commission and may disqualify that person to serve as a senior member of staff or trustee for other charities. In all cases, such action will be subject to Sustain’s grievance and disciplinary procedure and the individual involved will be able to make their case and have the right of appeal.

Decisions taken where a trustee or member of staff has an interest

In the event of the Sustain Council of Trustees having to decide upon a question in which a trustee or member of staff has an interest, all decisions will be made by vote, with a simple majority required. The following principles will apply:

- A quorum must be present for the discussion and decision;
- Interested parties will not be counted when deciding whether the meeting is quorate on the conflicted matter;
- Interested members of the Sustain Council of Trustees may not vote on matters affecting their own interests;
- All decisions under a conflict of interest will be recorded by the charity secretary, chief executive Kath Dalmeny or her deputy at the meeting, 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 member of the Sustain Council of Trustees benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP.

All payments or benefits in kind to trustees will be reported in the charity’s accounts and annual report, with amounts for each trustee listed for the financial year in question.

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

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

Managing contracts

If a member of Sustain’s Council of Trustees, or a senior member of staff with financial and management responsibilities, has a conflict of interest, they should not be involved in managing or monitoring a contract in which they have an interest. Monitoring arrangements for such contracts – as is normal practice for Sustain as a registered charity – will include appropriate, transparent supervision of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Policy updated by Sustain’s Council of Trustees, May 2018

This policy is based on good practice advice from ICSA, the Institute of Chartered Secretaries and Administrators; promoted by Small Charities Coalition; published as: ICSA guidance note: Specimen conflict of interest policy, declaration form and register of interests for charity trustees, April 2014. Full advisory document available online at: https://www.smallcharities.org.uk/fileadmin/user/files_documents/specimen-conflict-of-interest-policy-declaration-form-and-register-of-interests-for-charity-trustees_1_.pdf