



Conflict of Interest Policy

[NB The term 'Director' will be used throughout as this policy is specifically for charities that are also companies limited by guarantee even though the organisation may refer to the directors as management, committee members or trustees etc.]

All staff, volunteers, and Directors of the Aberdeen-Angus Cattle Society will strive to avoid any conflict of interest between the interests of the Organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purposes of this policy is to protect the integrity of the Organisation's decision-making process, to enable stakeholders to have confidence in the organisation's integrity, and to protect the integrity and reputation of volunteers, staff and Directors.

Examples of conflicts of interest include:

- 1) A Director who is also a user may be faced with a decision in a committee meeting regarding whether fees for users should be increased.
- 2) A Director who is related** to a member of staff and there is decision to be taken on staff pay and/or conditions at a committee meeting.
- 3) A Director who is also on the committee of another organisation that is competing for the same funding.
- 4) A Director who has shares in a business that may be awarded a contract to do work or provide services for the organisation or is a director, partner or employee or related to someone who is**.

Upon appointment each Director will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually or as appropriate.

In the course of meetings or activities, Directors will disclose any interests in a transaction or decision where there may be a conflict between the organisations' best interests and the Director's best interests or a conflict between the best interests of two organisations that the Director is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.

In the case of a conflict of interests arising for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the memorandum or the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- 1) The Director who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 2) The Director who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- 3) The other Directors who have no conflict of interest in this matter consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- 4) Any such disclosure and the subsequent actions taken will be noted in the minutes.

This policy is meant to supplement good judgment, and staff, volunteers and Directors should respect its spirit as well as its wording.

Date Adopted: **05/12/2019 Council Meeting**

** A relative may be a child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.