

# YOUTHSAYERS

## Conflict of Interests Policy

### 1. Purpose of Policy

This conflict of interest policy is designed to help senior managers, employees, contractors, trustees and volunteers of Youthsayers identify situations that present potential conflicts of interest and to provide Youthsayers with a procedure for managing and preventing conflicts of interest as defined by UK law and by the Charity Commission's guidance.

Management and the Board of Trustees have all signed a statement as follows:

- **I have read and understood the Charity Commission's guidance on conflicts of interest and agree to declare any potential conflict of Interest to the Board.**

[Conflicts of interest: a guide for charity trustees - GOV.UK \(www.gov.uk\)](http://www.gov.uk)

### 2. Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. Outside Interests.
  - i. An Agreement or Transaction between Youthsayers and a Responsible Person or Family Member.
  - ii. An Agreement or Transaction between Youthsayers and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- b. Outside Activities.
  - i. A Responsible Person competing with Youthsayers in the rendering of services or in any other Agreement or Transaction with a third party.
  - ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with Youthsayers in the provision of services or in any other Agreement or Transaction with a third party.
- c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
  - i. does or is seeking to do business with, or is a competitor of Youthsayers; or
  - ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from Youthsayers;
  - iii. is a charitable organisation;
  - iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance

of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of Youthsayers.

3. **Definitions.**

- a. A “Conflict of Interest” is any circumstance described in Part 1 of this Policy.
- b. A “Responsible Person” is any person serving as a manager, employee, contractor or member of the board of trustees of Youthsayers.
- c. A “Family Member” is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A “Material Financial Interest” in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board may wish to establish an amount that it would consider to be a “material financial interest.”)
- e. An “Agreement or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, a gift in kind or the establishment of any other type of pecuniary relationship by Youthsayers. The making of a gift to Youthsayers is not an Agreement or Transaction within the meaning of this document.

4. **Procedures.**

- a. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Each Responsible Person should also disclose to the board of directors any potential Conflict of Interest that may arise during the course of the year between the submission of annual disclosure forms.
- b. *Conflicts of Interest* will be a fixed item at the top of the agenda for board meetings at which management and board members will be required to declare and/or identify and discuss any potential conflicts of interest.
- c. Potential conflicts of interest occurring between Board meetings and needing immediate assessment will be brought to the attention of the board of trustees via email.
- d. A disclosure form will be completed as soon as a potential conflict is identified.
- e. The Board will use the Charity Commission’s Checklist will be used to determine whether there exists a Conflict of Interest that is subject to this policy.

[Checklist\\_for\\_trustees.pdf \(publishing.service.gov.uk\)](#)

- f. The board will discuss and jointly agree appropriate action to be taken.
- g. A person who has a potential Conflict of Interest who plans not to attend a meeting at which the board will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest.

The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- h. A person who has a potential Conflict of Interest shall not participate in or be permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting. They may not vote on the outcome.
- i. Responsible Persons who are not members of the board of trustees of Youthsayers, who may have a Conflict of Interest with respect to the work of Youthsayers shall disclose it to the Chair or the Chair's designee. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person.

**5. Confidentiality.**

- a. Any information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Board of Trustees, the CEO and CFO, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- b. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Youthsayers. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Youthsayers for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

**6. Review of Policy.**

- a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. This policy shall be reviewed annually by each member of the board of trustees. Any changes to the policy shall be communicated immediately to all Responsible Persons.