



POLICY ON HANDLING CONFLICTS OF INTEREST

Introduction

This policy forms part of the Trustee's internal control mechanisms for The Orienteering Foundation. It aims to deal with the governance issues arising from conflicts of interest and recognises the Charity Commission's objective to promote and improve understanding of the good governance of charities.

Under the principles of trust law, it is the duty of the Trustees to act in the best interests of The Orienteering Foundation. A Trustee must not put him or her self in a position where his or her personal interest, or another fiduciary duty, conflicts with this duty as a Trustee. However, a Trustee may be a donor or beneficiary of the trust and he or she may have other roles and responsibilities that might conflict with his or her duties as a Trustee. Such potential conflicts of interest have to be managed appropriately, or decisions may be taken that are, or could be perceived to be, inappropriate and not in the best interests of The Orienteering Foundation, or which subsequently prove to be invalid.

STEPS TO MANAGE POTENTIAL CONFLICT

1. Trustee's practices for handling conflicts of interest

The Trustee intends to adopt a practical approach to identifying potential conflicts and handling their resolution. In particular:

- Trustees who are also contributors to the Fund may be interested in decisions taken about grants. However, they may take part in decisions regardless of this interest.
- Trustees must complete the attached declaration of potential conflicts of interest on appointment and each year, and must declare immediately any potential conflicts that arise. All potential conflicts will be recorded in the attached register of interests which will be available to all Trustees.
- Trustees and other persons attending Trustees' meetings must declare any potential conflicts of interest relevant to the meeting agenda at the beginning of each Trustees' meeting. This will be a standing item on the agenda. Details of any potential conflict will be recorded in the minutes and on the attached conflict resolution record, together with the proposed means of management.
- Each Trustee is responsible for identifying from time to time key decisions to be made and determining whether any conflicts are likely to arise. If so, the Trustee will raise this issue with the Chairman. A decision will then be made on how to manage the conflict. Any decision taken by the Chairman will be submitted for approval to the Trustees at the next Trustees' meeting.
- The Trustee or the Chairman will seek independent legal advice where a material conflict of interest is identified, or when legal advice is required to help decide the best approach to be used to manage a conflict.
- Where a conflict arises, the Trustee and/or Chairman may consider the following (non-exhaustive) list of options:

- the Trustee declares the conflict, and participates and votes on the issue under discussion;
 - the Trustee declares the conflict and participates in the discussion, but does not vote;
 - the Trustee declares the conflict and does not participate in the discussion or vote;
 - the Trustee withdraws from the meeting for the particular agenda item;
 - the item is delegated to a sub-committee that does not involve the Trustee;
 - the Trustee is excluded from the meeting altogether;
 - the conflicted Trustee resigns.
- The Trustees undertakes to be bound by any confidentiality agreement with British Orienteering but only to the extent that it is not overridden by statutory duty. In situations where a Trustee is privy to confidential information that is relevant to The Orienteering Foundation but he has a duty of confidentiality to British Orienteering, independent legal advice may be sought. If the conflict cannot be managed, the Trustee will resign.
 - Each Trustee is responsible for identifying information which he considers should not be shared with British Orienteering representatives, and for advising the Chairman/Trustees in accordance with the procedure above. The Chairman will then decide whether this information/part of the meeting should be withheld from British Orienteering's representatives and whether alternative action (or legal advice) is necessary.
 - Trustees will not accept any gifts or hospitality that might appear to be calculated to influence their judgement.
 - All Trustees will receive training so that they are aware of their fiduciary obligation to act first and foremost in the best interests of The Orienteering Foundation and have an understanding of the concept of duty of care and the standard to which it should be exercised, the requirement to act impartially, the meaning of acting responsibly and prudently, the duty not to profit from the trust and the duty to see that sums owed are paid.

It is recognised that the existence of a conflict will not necessarily invalidate a decision provided that steps have been taken to manage the conflict properly so there is no suggestion of improper purpose. However, with key decisions, the Trustees will specifically address questions of whether it can adequately defend its decisions to the contributors and beneficiaries and to the Charity Commission i.e. by demonstrating that no improper or irrelevant considerations were taken into account.

2. Administrator and advisers

The Trustees appoints their own administrator and advisers (collectively referred to as "the advisers").

All of the Trustees' advisers have a responsibility to advise the Trustees if any circumstances arise in which they consider themselves to be conflicted.

The risk of conflicts of interest is also reduced by:

- The requirement for all advisers to declare conflicts of interest at the start of a meeting;
- the Trustees questioning advice given;
- the Trustees requiring advice in writing, where appropriate;
- advisers being required to provide a clear written statement on how conflicts of interest will be managed or avoided.
- advisers being required to disclose their own conflict management procedures.

This policy will be reviewed from time to time.

Dated 1 February 2016