

Conflict of Interest Policy

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31 March 2026

Next review
31 March 2027

Policy owner
Board of Trustees

Version
2.4 - 22 October 2026

1. Purpose and scope

Everyone acting for Roots for Change UK CIO must put the charity's purposes and interests first. This policy applies to trustees, staff, volunteers and partners acting on our behalf. It explains how to identify, declare and manage interests that could affect a decision. Apply it alongside the current constitution and any conditions governing the transaction.

Having a conflict does not necessarily mean that someone has done anything wrong. The responsibility is to declare actual or potential conflicts, including situations that could reasonably appear to affect impartiality, and follow the agreed safeguards. Declaring an interest does not by itself authorise a transaction or allow the person to take part in the decision.

2. Recognise a conflict

A financial conflict arises when a decision could give a trustee or connected person money, employment, a contract, preferential access or another benefit. A loyalty conflict arises when responsibilities or personal loyalties to another person or organisation could affect independent judgement. An arrangement may still involve a conflict even if it offers the charity a good price or a useful connection.

- Declare relevant employment, self-employment, businesses, investments, directorships, trusteeships, professional roles and involvement with other organisations.
- Declare relevant interests of a spouse or partner, relatives, close friends and business associates. Before approving a benefit, check the legal definition of a connected person for that transaction and the constitution's requirements.
- Declare gifts or hospitality offered by a bidder, supplier, partner or applicant, and personal involvement in a recruitment, grant, purchasing or beneficiary decision. Refuse any benefit intended to influence a decision.
- If unsure, ask the Chair or another unconflicted trustee before taking part. Record only the personal information needed to understand and manage the interest.

3. Declare interests and keep the register current

Prospective trustees declare relevant interests before appointment. Each trustee completes Annex A when joining, confirms it at least annually and reports changes within ten working days, always before any affected decision. The Chair appoints a person to maintain the register and a deputy, and records these appointments. Until someone is appointed, the Chair holds the register.

Keep declarations in a restricted Board folder or locked governance file. Record the location and access arrangements in Board minutes, and make relevant declarations available to trustees who

need them for a decision. Declare interests at the start of every meeting and whenever an interest becomes apparent during discussion, even if it is already in the register.

Staff and volunteers must tell their manager and the Chair before taking part in an affected activity. If either is involved, report to another unconflicted trustee. That trustee arranges independent consideration and makes sure the Board receives the information it needs.

4. Manage a conflicted decision

Include declarations of interest on every Board agenda. Before discussing an affected item, unconflicted trustees establish the nature of the conflict, check the current constitution and any relevant statutory power, and agree how to manage it. The rules below reflect the constitution dated 22 July 2024 and must be checked against any subsequent amendment. Record the decision in Annex B.

- If the Chair is conflicted, the remaining unconflicted trustees choose an eligible trustee to chair that item under the constitution. The conflicted Chair must not control that choice or the decision.
- Clause 7 requires a conflicted trustee to leave the discussion and decision, take no part in the vote and be excluded from the quorum. Apply the same separation to other conflicted participants. At a remote meeting, remove access to the discussion as well as the vote.
- Unconflicted trustees may ask the person for factual information before they leave. The person must not lobby decision-makers, shape the specification or influence the decision through someone else.
- Follow the constitutional withdrawal rule even where the interest is minor or is a loyalty conflict. Comply with any statutory or Commission direction and obtain advice or authority where required.
- Under clause 15, the meeting quorum is two trustees or the whole number nearest one third of all trustees, whichever is greater, or a higher number set by the Board. Count only eligible, unconflicted trustees at the time of the decision. A Board of three therefore needs at least two unconflicted trustees to decide the item.
- If there is no quorum, adjourn the item. Withdrawn trustees and advisers cannot be counted, and urgency does not remove the requirement. A decision requires a majority of eligible votes. The chair's casting vote cannot resolve a conflict or supply a missing quorum.
- Invite the person back after the item has ended. Record when they left and returned, who remained eligible to decide, the outcome and any conditions.

5. Written decisions and trustee numbers

Under clause 13 of the 22 July 2024 constitution, a written or electronic resolution must be sent to all trustees at substantially the same time and receive authenticated agreement from a majority of all trustees within twenty-eight days. A conflicted trustee must not vote on the affected matter. Use a quorate meeting unless a lawful written route for the conflicted decision has been confirmed. A written resolution does not replace legal authority for the transaction.

Clause 9 requires at least three trustees. If membership falls below three, the remaining trustees may act only to call a trustee meeting or appoint a new trustee as the constitution permits. Ordinary business must wait until the minimum membership is restored.

6. Trustee benefits, contracts and grants

Before committing to a payment, contract or benefit for a trustee or connected person, establish the legal power or authority for it. Depending on the transaction, this may come from the constitution, legislation or Charity Commission authority. Managing the conflict is a separate requirement. Seek advice before committing funds if the authority is unclear.

An independent person prepares the requirements and assesses suitability, alternatives and value for money. The interested person must not favour themselves in the specification, select competitors, assess bids, approve a grant or authorise payment. Keep the comparison and explain why the chosen arrangement serves the charity's interests.

Use a written agreement where appropriate and meet every condition of the authority relied on. Employment, land transactions, trustee remuneration and loss-of-earnings payments may have additional rules. Resigning as a trustee does not automatically remove the need for authority for a connected arrangement. Reasonable trustee expenses follow the Trustee Expenses Policy and require independent approval.

7. Serious conflicts and undeclared interests

Pause an arrangement if a conflict affects most or all trustees, repeatedly prevents independent decisions, or involves significant money or risk. Consider an alternative provider or arrangement, lawful appointment of independent trustees and external advice. Obtain Commission authority where required. A decision can proceed only when the necessary authority and quorum are in place.

Report an undeclared conflict promptly to the Chair or another unconflicted trustee and preserve the documents. Unconflicted trustees review the decision, any loss and the lawful options for correction. A late declaration does not automatically validate the original decision. Consider recovery, disciplinary or governance action and any serious incident report. Safeguarding concerns must be reported through the safeguarding procedure without delay.

8. Records and review

Record the interest, when it was declared, the affected decision, safeguards, constitutional provision or legal authority, quorum, reasons, outcome and follow-up. Include required financial disclosures in the accounts and TAR. Restrict access to detailed declarations and publish only information that is required or justified under the Privacy Notice and Data Protection Policy.

Keep current declarations while the role or interest continues. Retain superseded declarations for six years after supersession or departure, unless a longer obligation or legal hold applies. Keep decision minutes with the governance records. At the annual review, check that the register is current and review a sample of decisions to see how conflicts were managed. The next scheduled policy review is 31 March 2027.