

CONFLICTS OF INTEREST AND CONFIDENTIALITY STATEMENT

1. Directors should not receive any inappropriate benefit from their involvement with the Foundation.
2. An **inappropriate benefit** may occur where any of the following arise as a result of the Director's involvement with the Foundation:
 - a. a financial gain personally to the Director or any member of his/her family or anyone related or directly connected to him/her;
 - b. a financial gain to any organisation in which the Director has a significant involvement, either in a paid or voluntary capacity;
 - c. a commercial or business advantage to the Director personally or any organisation connected with him/her.
3. A **conflict of interest** arises if there is the potential for a Director to obtain an inappropriate benefit, or where any decision may be unduly influenced by other responsibilities or personal circumstances.
4. All Directors should take active steps to avoid the potential for any conflict of interest arising. This will involve:
 - a. Registering all employment and voluntary commitments with the Company secretary and updating these records annually (this record to be made available to all Directors);
 - b. Declaring at the beginning of any meeting where an item for discussion may include the potential for a conflict of interest;
5. Where a potential for conflict of interest arises in the consideration of any proposal by the Board, the Chair will request the Director concerned to take one of the following actions (which, depending upon the nature of the potential conflict):
 - a. withdraw from the room during the discussion of the item concerned
 - b. remain present without participating in the decision-making.
6. In the event that any application for a grant, consideration of any commissioned work for the Foundation or Bramah House Limited, or tenancy of Bramah House Limited, relates to an organisation in which a Director has an interest, the Executive Director must notify the Chair and Company Secretary in advance of the proposal being submitted to the Board of the Foundation (or Bramah House Limited) for consideration. The Chair will advise the Executive Director whether it is appropriate to continue with the proposal for submission to the relevant Board or committee. In the event that any such proposal is progressed, the Director concerned should withdraw from the room during its consideration. The Board should only approve such proposals where they feel there is no question of any inappropriate benefit arising – and no reasonable grounds for any regulator or interested external party to consider otherwise.
7. In the event that any individual Director considers that a proposal under consideration by the Board represents a conflict of interest for a fellow Director s/he may register an objection before (to the Chair and Company Secretary) or at the meeting concerned. If the proposal concerned is subsequently approved by majority vote the objection should be recorded in the Minutes of the meeting.
8. Where the Board delegates any decision-making or resource allocation to a sub-committee, members of that sub-committee should be made aware of these rules and agree to adhere by them.
9. All Directors shall agree by approval of this policy that any **confidential information** obtained by virtue of their involvement in the work of the Foundation will be treated at all times as privileged and not disclosed to any third party or used to the benefit of the Director or any organisation with which s/he is connected. Information of a confidential nature shall not be stored (in hard copy or electronically) where it is accessible to others who may have the interest or capacity to benefit from it.