**team BEDS&LUTON**

**Board proceedings**

**Conflicts of Interest**

**March 2018**

**1**. **Background**

1.1 tB&L has its own board which meets on a quarterly basis. It acts as a sub-committee to the main Active Luton board.

1.2 The relationship between the main Active Luton board and the sub-committee is covered by a newly drafted Terms of Reference that reflects the recently re-written and adopted Articles of Association for Active Luton, together with the recommendations arising to ensure that compliance with Sport England’s governance code.

1.3 The board has 12 members, including a Local Authority Officer representative, the cabinet leads from each of the three unitary authorities, representation from national governing bodies of sport, the main Active Luton board, the volunteer sector, higher education and the commercial sector.

1.4 The Articles of Active Luton have recently been redrafted and clearly set out the proceedings regarding conflict of interest of its members. These are clearly set out within section 2.

1.5 Sport England’s governance code states that the board must issue and circulate a conflict of Interest proceedings document. The contents are outlined within section 2 below.

**2**. **Conflict of Interests – A summary of procedures to be followed.**

**Note – As team BEDS&LUTON is a sub-committee of the main Active Luton Board the members are not trustees. The wording has therefore been changed from Trustee to Board Member to reflect this.**

1.1 Unless Article 1.2 applies, a Board Member must declare the nature and extent of:

1.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the organisation; and

1.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the organisation or his or her duties to the organisation.

1.2 There is no need to declare any interest or duty of which the other Board Members are, or ought reasonably to be, already aware.

**Participation in decision-making**

1.3 If a Board Members interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the organisation, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Board Members interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Board Members taking part in the decision-making process.

1.4 If a Board Members interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the organisation, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

1.4.1 the decision could result in the Board Member or any person who is Connected with him or her receiving a benefit other than:

(a) any benefit received in his, her or its capacity as a beneficiary of the organisation (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the organisation;

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.30; (c) payment under the indemnity set out at Article 6; and (d) reimbursement of expenses in accordance with Article 4.4.2; or

1.4.2 a majority of the other Board Members participating in the decision-making process decide to the contrary; in which case he or she must comply with Article 21.5.

1.5 If a Board Member with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:

1.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

1.5.2 not be counted in the quorum for that part of the process; and

1.5.3 withdraw during the vote and have no vote on the matter.

**Continuing duties to the organisation**

1.6 Where a Board Member has a conflict of interest or conflict of duties and the Board Member has complied with his or her obligations under these Articles in respect of that conflict:

1.6.1 the Board Member shall not be in breach of his or her duties to the organisation by withholding confidential information from the organisation if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

1.6.2 the Board Member shall not be accountable to the organisation for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

**2.0. Register of Trustees’ interests**

The Board Member must ensure a register of Board Members interests is kept.

**3. Actions**

3.1 Board Members are asked to ensure that the processes and procedures outlined within item 2 above are adhered to at all times. The document will be circulated annually.