CONFLICTS OF INTEREST POLICY

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Conflicts of Interest Policy

1 Introduction

1.1 This Policy and the Guidance Note at Appendix 1 sets out The Royal British Legion's ("the ***Charity***") position on conflicts of interest.

2 What is a conflict of interest?

2.1 A conflict of interest can arise where there is an actual or potential risk of or a perceived conflict of commitments between acting in the best interests of the Charity and commitments, obligations or undertakings to another organisation.

2.2 Conflicts may include:

- Financial conflicts (direct or indirect benefit to the individual or connect person)
- Conflicts of loyalty (competing duties to another organisation, person or cause)

3 Risk Appetite

The following statements set out the charity's risk appetite, reflecting the recognised spectrum of risk tolerance levels. In the areas outlined below, the charity adopts a no or zero-tolerance approach due to the potential for significant legal, financial, and reputational impact.

3.1 The charity seeks to manage risks to a standard commensurate with its status as a major UK charity but proportionate to the complexity and diversity of the activities it undertakes and the services it delivers.

3.2 The charity has no appetite for material conflicts of interest, whether for its intended benefit or for the benefit of an associated person.

3.3 The charity has no appetite for acts of fraud of any kind, whether committed by external parties or by its own Trustees, staff or volunteers.

3.4 The charity has no appetite for a material breach of law or regulation.

4 Scope

4.1 This Policy applies to all Trustees, members of Committees and Advisory Boards/Groups and all temporary and permanent employees of the Charity in all locations. It also applies to anyone who undertakes work for the Charity under a contract for services.

4.2 The Policy requires that:

4.2.1 Any individual who controls or influences the activities of the Charity and its Group must declare their interests, whether paid (for example, directorships or employment) or unpaid (for example, voluntary positions). Any benefits, services, hospitality or gifts received in connection with their role in the Charity and/or the Charity's Group must also be declared; and

4.2.2 A Declaration of Interests form should be completed in writing upon appointment and thereafter annually in the form prescribed and attached to this Policy. Where an individual has a conflict in respect of any item to be discussed at a meeting, this should also be declared orally at the meeting. Any changes to this Declaration should be notified in writing to the Legion's Head of Governance as soon as the interest arises.

5 Roles and Responsibilities

5.1 The National Chair, supported by the Head of Governance, will provide confidential advice to any Trustee making a Declaration if requested to do so. The National Chair may also review Trustee Declarations to identify any real or perceived conflicts of interest and will decide how these should be dealt with, consulting with others as necessary.

5.2 The Head of Governance shall maintain a Register of Interests declared, including any conflicts which have been identified.

5.3 Any individual with an interest in a matter being discussed at a meeting must declare their interest to the meeting. The Chair of the meeting will then decide whether that individual should withdraw during the discussion and, if not, whether the individual should be entitled to vote on the matter under discussion.

6 Managing Conflicts of Interest

6.1 The charity will manage conflicts of interest in line with the Charity Commission's guidance[1] by:

- Identifying conflicts early
- Declaring them promptly
- Considering whether the conflicted individual should withdraw
- Managing the conflict to ensure decisions are made only in the Charity's best interests
- Recording the conflict and actions taken

[1] Charity Commission Guidance - Identifying and managing conflicts of interest in a charity (CC29)

6.2 Some conflicts of interest may be particularly serious or complex, for example where:
- there is a significant financial benefit to a trustee or connected person
- several trustees are conflicted
- the conflict is recurring or cannot easily be mitigated
- there is a material risk to the Charity's reputation or independence

6.3 In such cases, the Charity will:
- consider whether the conflict can be appropriately managed at all
- seek independent advice where necessary
- ensure compliance with the Charity's governing document and legal requirements
- consider reporting the matter to the Charity Commission where appropriate

6.4 Decisions relating to serious conflicts must be fully documented, including the rationale and safeguards applied.

7 Training and Awareness

7.1 The Policy will be disseminated through Internal Communications and any training needs identified will be addressed on a case-by-case basis.

8 Review

8.1 The Policy will be reviewed every three (3) years to ensure that it satisfies legal and regulatory requirements and those of the Charity and group companies.

9 Monitoring/Audit

Measurable Policy Objective	**Monitoring/ Audit**	**Frequency of monitoring**	**Responsibility for performing monitoring**	**Monitoring reported to which groups or committees, including responsibility for reviewing action plans**
Interests will be declared and recorded on the Register of Interests	Audit of Register of Interests	Yearly	Internal Audit	Executive Board
Any declared conflicts of interest are	Audit of Register of Interests	Yearly	Internal Audit	Executive Board

recorded in the minutes of meetings				

Appendices

Appendix 1

Guidance Note – Appendix to Conflicts of Interest Policy

This Note explains why the Policy applies to certain individuals, what type of 'interest' should be declared, when and how to declare such interests, where the potential for conflicts of interest may arise and how such conflicts will be dealt with, dependent on the role so they do not prejudice the activities or reputation of the Charity. Individuals should be aware that it is their personal responsibility to declare their interests.

Circumstances can arise where an individual's professional, personal family for business partners interests and/or loyalties may conflict or be perceived to conflict with those of the Charity. If not, identified and managed, such conflicts may:

- inhibit free discussion;
- allow influence or control over the Charity's activities by an individual who is not independent of their personal interests;
- lead to discussions or actions being taken that are not in the interests of the Charity;
- risk the perception that the Charity may have acted improperly, thus damaging its reputation; and
- generate adverse publicity or damage public confidence in the Charity.

1. Why do we have a Policy?

1.1 All members of staff or other individuals in positions of control/influence have an obligation to act:

1.2 in the best interests of the Charity to maintain its reputation and not for their own private interest or gain;

1.3 to avoid situations where there may be a potential conflict of interest between the Charity's interests and those of the individual;

1.4 in accordance with the Charity's governing documents, such as the Royal Charter.

2. Who must complete a Declaration of Interests Form? ('DoI Form'- Appendix 2)

2.1 The DoI Form sets out the kinds of interests which need to be declared. A DoI Form must be completed by all Trustees, the Executive Board, Directors, Heads of Department, Committee Members and Advisory Boards/Groups and Subsidiary Board Directors/Trustees of all entities in which the Charity has a controlling or material interest. It may also need to be completed by staff members whose roles, in the opinion of the Executive Board, are regarded as bringing them within the ambit of the Policy.

3. What should I do if I am unsure whether to declare a matter as an 'interest'?

"When in doubt, declare".

3.1 Individuals must actively consider whether a reasonable external observer would perceive a conflict and whether the situation involves family, friends, business partners or connected organisations

3.2 Please ask yourself, "Are there any circumstances in which this interest (held by yourself or your immediate family) is likely to prejudice, embarrass or damage the activities of or the reputation of the Charity?" If the answer is "Yes" you should declare the interest.

3.3 The law imposes strict limits on the benefits which may be received by a Trustee. The Charity's Royal Charter requires the disclosure and management of interests to ensure no one party can exercise undue influence or receive an unauthorised financial benefit (whether direct or indirect) from their association with the Charity.

3.4 Trustees are permitted to be reimbursed for reasonable expenses incurred in the performance of their duties, to be indemnified under a Directors' and Officers' insurance policy. Trustees and connected persons must not receive any unauthorised benefit from the Charity. Any payment of benefit must be:

- explicitly authorised by law, the Royal Charter or the Charity Commission
- demonstrably in the Charity's best interests
- properly declared and recorded Further guidance can be obtained from the Head of Governance

4. Register of Interests

4.1 The Charity's Register of Interests will be maintained by the Head of Governance.

4.2 The Register will be open to inspection by the Charity's Auditors, statutory regulators and other parties as authorised by the Charity's governing documents. If an individual completing the DoI Form requests that any information should not be disclosed without prior notice, any such request must be made to the Head of Governance.

4.3 Where a Trustee receives a payment or benefit, this will be reviewed by the Charity's Auditors and may be noted in the Charity's Annual Report and Accounts (in accordance with the current Statement of Recommended Practice 'Accounting and Reporting by Charities', known as 'SORP').

4.4 Where an individual making a declaration is connected to a party involved in the supply of a service or product to the Charity, this information may also be disclosed in the Annual Report and Accounts if required by the Charity's Auditors.

5. Will the Data Protection Act apply?

5.1 The information provided in the DoI Form will be processed in accordance with data protection principles as set out in data protection legislation. Data will be processed only to ensure that the individual acts in the best interests of the Charity. The information provided will not be used for any purpose without the individual's prior consent which shall not be unreasonably withheld or delayed.

6. Who will decide if a conflict exists?

6.1 Completed DoI Forms will be evaluated by one or more of the following individuals, as appropriate: the National Chair, Director General and the Head of Governance.

6.2 In the event that a matter of conflict cannot be resolved it may be referred to a Review Panel made up of the National Chair, the National Vice Chair or their nominee, the Director General, the Head of Governance and such other persons as the National Chair and the Director General jointly nominate. The Panel may obtain independent professional advice. The decision of the Review Panel will be final.

6.3 In the case of unavoidable or repeated conflicts of interest between the Charity and an individual that may, in the opinion of the Review Panel, harm the reputation of the Charity, the individual may be asked to either surrender the interest that is giving rise to the conflict or resign from their position with the Charity.

6.4 In the event of the Executive Board having to make a decision upon an issue in which a Director has a conflict of interest, the Director concerned is to declare the interest at the earliest opportunity, take no part in the debate and leave the room immediately upon making a declaration. Failure to do so may lead to the Head of Governance declaring the interest, if known, and the Director being asked to leave the meeting whilst the issue is debated and voted upon.

7. What do you do if a conflict of interest arises at a meeting or in another work situation?

7.1 Before, or at the beginning of any meeting, you must declare any potential conflict of interest which may arise in relation to matters on the agenda.

7.2 If you are involved in selecting suppliers/partners or similar and you believe you may be in a position of conflict, for example, if they are a relative or a party connected to you is involved in any way with that supplier/partner, you must declare that interest to your line manager, in the case of Trustees to the National Chair, and ensure it is added to the relevant register of interests.

7.3 It is important to remember that you should also consider the perspective of an independent external observer and whether they would perceive there to be a conflict of interest.

7.4 Once a contract is in place in which you have a conflict of interest, you must not be involved in managing or monitoring the contract unless you have been given express permission to do so by the Director General.

7.5 A conflict of interest occurs where, in respect of an item on the agenda or at any other time during any discussion at a meeting or otherwise, the individual has a financial interest or a conflict of loyalty or a real danger of bias or where there is a perception that the interest could unduly influence their decision. The Chair of the meeting or line manager, as appropriate, will decide the best course of action, which may include asking the individual to withdraw from the meeting while the matter is discussed or removing the individual from further discussions concerning the potentially conflicted matter.

7.6 A Trustee/Director may hold positions on other Boards of the Charity as a result of nominations made by the Charity e.g. Poppy Scotland and RBL- Republic of Ireland (RBL-ROI). In such cases, it is the individual's duty to declare an interest in any item under consideration. Individuals may wish to note that, even when sitting on another Board as a nominee of RBL, they have a duty to act in the best interests of the other entity when attending meetings of that entity. When they attend meetings of RBL, they have a duty to disclose the interest. This may mean that they cannot participate in the discussions or in reaching a decision. Advice may be sought from the National Chair, Director General or the Head of Governance.

Declaration of Interest form

This form should be completed on an annual basis. Where there are no interests to declare, a Nil Return must be submitted.

Name	
Category	Please give details of the interest and whether it applies to : 1. yourself or a member of your immediate family: (spouse/partner, children, grandchildren and parents) 2. friends or close personal relationships relevant to charity decisions). 3. Conflicts of Loyalty (roles in partner organisations) Please attach additional sheets where required.
Employment – current or previous if you continue to have a financial interest	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, positions of office	
Membership of any professional bodies, special interest groups or mutual support organisations	
Membership of any special interest group, political group or campaigning organisation, which might	

be regarded by an objective third party as giving rise to a conflict of interest with your role with RBL	
Any other fee paid work	
Contracts offered by you for the supply of goods and/or services to RBL or its entities	
Share Ownership: Do you or your close family members /connections hold a 'persons of significant control' shareholding in a company(ies) or entity(ies) – excluding other subsidiaries of RBL? These include: a. Shareholdings in legal entities which result in the person having control over that entity (usually 25% or above of the shares owned) b. Shareholdings in legal entities which result in the person having joint control over the entity (usually 25% or above of the shares owned)	Answer (Yes/No): If yes, please include the name of the individual, name of the relevant company and their major shareholding: If yes, were there any significant transactions between the major shareholding and any company within the RBL Group. Answer (Yes/No): If yes, please disclose the significant transaction(s) amount for **[Enter Year ie.2024-2025]**:
Any other conflicts that are not covered by the above	

To the best of my knowledge, the above information is complete and correct.

I undertake to update this information as necessary should any aspect of my circumstances change and to review the accuracy of this information on at least an annual basis. I will declare any conflict of interest which arises in connection with my responsibilities at RBL, including any that I have not previously declared on this form. I give my consent for this information to be used for the purposes described in the Legion's Conflicts of Interest policy and for no other purpose.

Signature	
Date	