

## Conflicts of Interest Policy

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### Introduction

#### 1. Purpose

Team Police Ltd (“Team Police”) takes seriously its obligation to maintain the trust of the Police and wider public. Part of this obligation consists of ensuring that conflicts of interest are avoided, and this policy sets out the requirements which Directors will adhere to in order to help avoid such conflicts.

#### 2. What is a conflict of interest?

A conflict of interest is any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Team Police.

Conflicts of interest are not just about personal benefits or benefits received by people or organisations connected with a Director. Certainly, the conferring of such benefits will give rise to conflicts which need to be authorised and managed. However, a conflict (or appearance or possibility of a conflict) can arise simply because a Director has interests in or loyalty or other duties owed to other organisations whose interests might conflict with those of Team Police.

### The Policy

#### 3. Declaration of interests

Unless the exception in section 4 below applies, a Director **must declare**, using the form at Appendix B, the nature and extent of any:

- Direct or indirect interest which he or she has in a proposed transaction or arrangement with Team Police
- Duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of Team Police or his or her duties to Team Police.

In addition, the Chair will invite all directors attending a Board meeting to declare any conflicts of interest, beyond those highlighted in Appendix B, that might arise given the meeting’s agenda. Such declarations being made to the Chair prior to attending the meeting.

In addition, at the start of each Board meeting the Chair will seek a declaration from all present that:

- Given the agenda there are no conflicts of interest or duty not already declared prior to the meeting
- That at least three of the people on the Board are unrelated or non cohabiting.

#### 4. Exceptions

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

#### 5. Participation in decision-making

The Chair will review any potential conflicts of interest and where any director's interests can reasonably be regarded as likely to give rise to a conflict of interest or duties, with or in respect of Team Police operations, he or she will **not be entitled** to:

- Participate in the decision-making process
- Be counted in the quorum for the board resolution
- Vote in relation to the matter where a conflict has arisen.

Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by the Chair. If deemed necessary by the Chair he/she can put the matter to a vote of the other director's attending.

## History

Version	Date	Notes
v1	2-Nov-20	First version, signed off by Board 20-Nov-20
v2	16-Feb-21	Revised to accommodate Sport England's Governance requirements in delivering the 1TeamActive project

## **Appendix A – extract from Companies Act**

A Note on Conflicts of interest and the Companies Act 2006 section 175:

Duty to avoid conflicts of interest

(1) A director of a company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

(2) This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).

(3) This duty does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company.

(4) This duty is not infringed

- (a) if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) if the matter has been authorised by the directors.

(5) Authorisation may be given by the directors

- (a) where the company is a private company and nothing in the company's constitution invalidates such authorisation, by the matter being proposed to and authorised by the directors; or
- (b) where the company is a public company and its constitution includes provision enabling the directors to authorise the matter, by the matter being proposed to and authorised by them in accordance with the constitution.

(6) The authorisation is effective only if

- (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

(7) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

## Appendix B – Declaration of interest Form

Directors' Declaration of Interests Form – to be completed annually and when a new Director joins the board. To be returned to the Board's Chair.

I, \_\_\_\_\_, as Director of Team Police Ltd have set out below my interests in accordance with the organisation's conflicts of interest policy.

I am a new/existing Director

Interest	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection.

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_