group policies and procedures

# conflict of interest policy

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| Category | Corporate Governance |
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**Related policies and guidance**

**Document revision and approval history**

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# purpose

The purpose of the Conflict of Interest Policy is to protect the integrity of Castleman Healthcare Ltd’s decision-making process, to enable shareholders to have confidence in the organisation’s integrity, and to protect the integrity and reputation of Directors.

# Conflict of Interest

A conflict of interest occurs where an individual’s ability to exercise judgement, or act in a role, is or could be impaired or otherwise influenced by their involvement in another role or relationship. The individual does not need to exploit their position or obtain an actual benefit, financial or otherwise, for a conflict of interest to occur.

All Directors and employees of Castleman Healthcare Ltd will strive to avoid any conflict of interest between the interests of the Organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

Conflicts of interest could include a Director who is also a Partner/Employee of a membership organisation that is competing for the same contract. As well as direct financial interests, conflicts can arise from an indirect financial interest (e.g. payment to a spouse) or a non-financial interest (e.g. reputation). Conflicts of loyalty may arise (e.g. in respect of an organisation of which the individual is a member or with which they have an affiliation). Conflicts can arise from personal or professional relationships with others, e.g. where the role or interest of a family member, friend or acquaintance may influence an individual’s judgement or actions, or could be perceived to do so. Depending upon the individual circumstances, these factors can all give rise to potential or actual conflicts of interest.

Upon appointment each Director will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually or as appropriate and is managed by the Board Executive Assistant.

In the course of meetings or activities, Directors will disclose any interests or decision where there may be a conflict between the organisation’s best interests and the Director’s best interests or a conflict between the best interests of two organisations that the Director is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.

In the case of a conflict of interests arising for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

1. The Director who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
2. The Director who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
3. Other Directors who have no conflict of interest in this matter consider it is in the interests of the organisation to authorise the conflict of interest in the circumstances applying.
4. Any such disclosure and the subsequent actions taken will be noted in the minutes.

For all other potential conflicts of interest, the advice of the shareholders will be sought and the advice recorded in the Board minutes. All steps taken to follow the advice will be recorded.

This policy is meant to supplement good judgment, and Board/staff members should respect its spirit as well as its wording.