



Conflict of Interest Policy

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Policy owner: Executive Director

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1. Policy Statement

RFUK staff, representatives and partners have a legal obligation to act in the best interests of, and in accordance with governing documents of the Rainforest Foundation UK.

The UK Charity Commission describes a conflict of interest *“as any situation in which a trustee’s personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of the charity.”*

It goes onto state that:

“Conflicts of interest affect charities of all types and sizes. They can lead to decisions that are not in the best interests of the charity and which are invalid or open to challenge. Conflicts of interest can also damage a charity’s reputation or public trust and confidence in charities generally. These harmful effects can be prevented where individual trustees can identify conflicts of interest, and the trustee body can act to prevent them from affecting their decision making. All trustees have a legal duty to act only in the best interests of their charity. The Charity Commission expects them to take appropriate steps in line with this guidance to ensure that they can do this.”¹

Conflicts of interests may arise where an individual’s professional, personal or family interests and/or loyalties conflict with those of RFUK. Such conflicts may create problems and can:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of RFUK; and
- risk creating the impression that RFUK has acted improperly.

2. Definitions and terminology

Several terms are used in this policy to describe/categorise individuals or organisations. They are defined as follows, and their meaning should be applied consistently:

- Director (or Trustee): The individual constituent members of RFUK’s governing Board, including the Chair;
- RFUK: The Rainforest Foundation UK; its staff, trustees, activities, programmes, representatives, systems and/or infrastructure. Throughout this document, the term RFUK refers to the charitable arm of the Rainforest Foundation UK;
- Partner: Any institution or entity that enters into a formal cooperation arrangement with RFUK, and is provided with financial, advisory, material and/or capacity building support to conduct pre-agreed activities with, or on behalf of, RFUK;

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- Representatives: A broad definition incorporating any individual who directly represents RFUK, but is not employed by the organisation, including but not limited to trustees, ambassadors and volunteers;
- UK: The United Kingdom, its territories and/or any other legal entities under its control or subject to its governance.

3. Application, objectives and scope of this policy

This policy applies to all staff, representatives and partners of RFUK.

The aim of this policy is to protect both the organisation and the individuals involved from any actual, or appearance of, impropriety.

4. The declaration of interests

RFUK directors must declare their interests, any political or other relevant affiliations and any gifts or hospitality offered or received in connection with their role with RFUK.

A *declaration of interests* form is provided for this purpose, listing the types of interest that should be declared.

RFUK staff and representatives are expected to disclose any conflicts of interests that may arise from their affiliation with RFUK or its activities. To be effective, the declaration of interests needs to be updated at least annually, and also when any changes occur. When unsure about what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Executive Director for confidential guidance. Interests will be recorded on RFUK's Register of Interests, which will be maintained by the company secretary. The Register will be accessible to other directors and RFUK's Senior Management Team (SMT).

5. What to do if you face a conflict of interest

You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion to which your interest pertains. If you fail to declare an interest that is known to the company secretary and/or the Chair, the secretary or Chair will declare that interest.

6. Decisions taken where a director has an interest

In the event of the board having to decide upon a question in which a director has an interest, all decisions will be made by vote, with a simple majority required. If the vote is inconclusive, then the Chair shall have the casting vote. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested board members may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded by the company secretary and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;

- an outline of the discussion;
- the actions taken to manage the conflict.

7. Directors and contracts with RFUK

Where a director benefits from the decision, this will be reported in the annual report and accounts in accordance with SORP FRS102 (2019).²

The following limitations apply to any Rainforest Foundation UK director undertaking consultancy work for The Rainforest Foundation UK.

- The maximum number of consecutive days of consultancy work must be no more than 20 days in any UK financial year;
- If the Board member is engaged on a series of short-term contracts (i.e, contracts of less than 20 working days' duration), an aggregated total of not more than 40 working days can be worked in any financial year;
- Board members are not permitted to earn more than £8,000 from consultancy work for RFUK in any UK financial year.

Any Board member exceeding, or who seeks to exceed, these limits will be required to resign their directorship.

8. Roles and responsibilities

- Chair of the Board: To communicate the obligation of all directors to report conflicts of interest, in line with the guidance provided in this policy. To ensure that conflicts of interest are solicited for amongst all directors;
- Directors: To report, without delay, any known or probably conflicts of interest between themselves, their personal interests/affiliations/relationships and the activities of RFUK;
- Executive Director: To support the company secretary, in relation to activities and obligations pertaining to the Board. To document and log any disclosed or known conflicts of interest. To ensure that this policy is reviewed by the Board at least every two years, or sooner if specific circumstances arise that obliges earlier revision of the policy.

9. Related organisational policies and procedures

Data Protection: The information provided will be processed in accordance with data protection principles as set out in RFUK's Data Protection Policy and the General Data Protection Regulation (GDPR), 2018. Data will be processed only to ensure that staff and representatives act in the best interests of RFUK. The information provided will not be used for any other purpose.

² <https://www.gov.uk/government/publications/charities-sorp-2005>

10. Policy Review

To be reviewed by the Board every two years, or sooner if a specific circumstance(s) arises that obliges earlier revision of the policy.

Change Log

Change	Change author	Rationale/reason for change	Date of approval/approved by
1) Addition of Charity Commission definition (under Policy Statement section)	AB	Clarity and inclusion of regulatory reference	Feb 2022, JE
2) Addition of standalone section 'Directors and contracts with RFUK'	AB	To distinguish a defined sub-section of content	Feb 2022, JE
3) Update to data protection regulations	AB	For accuracy	Feb 2022, JE
4) Addition of text 'or who seeks to exceed' in relation to limits on financial payments to Trustees	AB	Widens scope for policy application	Feb 2022, JE
5) Inclusion Executive Director in declaration process and clarification of ED role	AB	To more accurately reflect the declaration process	Feb 2022, JE
6) Change in definitions (addition of staff, representatives and partners)	AB	To expand coverage and application of the policy.	Feb 2022, JE
7) Addition of staff, representatives and partners to the scope of the policy	AB	To expand coverage and application of the policy.	Feb 2022, JE
8) Change of the policy owner (from Office Manager to Executive Director)	AB	To reflect changes in the organisational structure	Feb 2022, JE
9) Change of the amount of payment that the Director is allowed to receive for	AB	To reflect reasonable consultancy charges for	Feb 2022, JE

carrying out work for the RFUK		professional services (up to £200 p/d)	
Removed all references of Trading arms of RFUK	AB	To reflect the closing of the Trading subsidiary.	Feb 2022, JE