



Board Member Conflicts of Interest Policy

Version:	3
Lead Directorate:	Corporate Services
EIA Completed:	No
Approved by:	Board
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1 Introduction

- 1.1 Plymouth Community Homes (PCH) is committed to the highest standards of conduct, honesty and integrity, and ensuring our reputation is upheld.
- 1.2 The aim of this policy is to outline how PCH ensures actual or perceived conflicts are identified and managed, and to ensure Board members can comply with their obligations within:
 - our Rules (constitution)
 - the adopted NHF Code of Conduct 2022
 - Conflicts of interest: a guide for charity trustees - GOV.UK (www.gov.uk) (applies as PCH is an exempt charity)
 - general law, regulation and good practice in relation to 'fit and proper' persons
- 1.3 The NHF Code of Conduct C states: 'You must take all reasonable steps to make sure that no conflict arises, or could reasonably be perceived to arise, between your duties to the association and your personal interests, other duties and relationships' and C1: 'You must formally declare at the earliest opportunity any interest which may, or may be perceived to or may in the future, conflict with the duties of your role'. Board members must not act on behalf of any constituency or interest group and must at all times seek to ensure PCH funds, and charity tax reliefs received by the organisation, are used for charitable purposes.
- 1.4 This policy applies to all Board members of PCH or its subsidiaries and any Committee or co-optee members where their presence, behaviour and views will reflect upon the organisation.
- 1.5 Board members must complete a Register of Interest Form:
 - before confirmation of appointment
 - annually
 - as soon as they become aware of any changes
- 1.6 All interests are recorded in the Register of Interests maintained by the Head of Governance; this register is publicly available and reported to the Board annually.
- 1.7 If Board members are unsure about an actual or potential interest, they should contact the Head of Governance or Board Chair for advice.

2 Potential or actual conflicts of interest

- 2.1 Board members must declare potential or actual conflicts of interest for themselves and 'connected persons', which means family, relatives, close friends or business partners of a Board member, including spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents (definition from Conflicts of interest: a guide for charity trustees - GOV.UK (www.gov.uk)).
- 2.2 Board members must consider the operational area of PCH (concentrated on Plymouth but including Devon and Cornwall).
- 2.3 PCH staff connections
- 2.4 Board members must declare any known relationship to a person applying for or performing a role within PCH and must not be involved in their appointment, performance management or reward (Code C2).
- 2.5 PCH resident connections
- 2.6 Board members must declare if they are or have any known relationship to a resident, potential resident or other customer of PCH (including social housing, garages, leaseholder, outright sales or commercial). They must not be involved in decisions relating to their relationship with PCH or seek or accept preferential treatment for them (Code C3). Resident Board members are expected to comply with their tenancy agreement and are expected to declare any potential or perceived issues; the same pragmatic approach as other residents will be applied to the situation.
- 2.7 Exception: Board members who are residents do not need to declare an interest in any decision affecting all or a substantial group of residents (Rule D27).
- 2.8 Contractor connections
- 2.9 Board members must declare any known relationship to a person or organisation seeking appointment as a contractor or supplier to PCH and must not be involved in their appointment, performance management or reward (Code C4).
- 2.10 Examples include:
- employed by the contractor or supplier
 - company directorship
 - business partnership with the contractor or supplier
 - owner or controller of more than 2% of a company the shares in which are publicly quoted or more than 10% of any other company (Rule D23.1)
- 2.11 Exception: Board members do not need to declare an interest as a Board member, director or officer of any PCH subsidiary (Rule D26).
- 2.12 Contractor use
- 2.13 Board members must avoid using PCH's contractors and suppliers for private purposes (Code C5).

- 2.14 Where this is unavoidable, Board members must not receive a favourable service because of their connection with PCH. Prior approval should be sought from the Head of Governance and a written declaration made confirming that no financial or other advantage has been secured because of the relationship PCH.
- 2.15 Exceptions:
- as a Council Taxpayer or resident of an area
 - as an ordinary consumer of gas, electricity or water
 - monopolies or market leaders such as internet providers
- 2.16 Personal interests
- 2.17 Board members must not use, or attempt to use, their position to promote personal interests or those of any connected person, business or other organisation for personal gain (C6 of the NHF Code).
- 2.18 Board members must declare personal interests such as:
- positions of public responsibility
 - official or elected member of any statutory body
 - membership of another housing association or housing provider with interests in PCH's area of operation
 - membership of campaigning, residents' or community associations with interests in PCH and its area of operation
 - membership of secret societies, pressure groups, political parties and similar organisations
 - significant ownership of land and/or property in Plymouth and/or its area of operation
- 2.19 Board members are advised to discuss any potential new appointments or membership in advance with the Head of Governance.
- 2.20 Note: Council Board Member may find situations where it is impossible to act in the best interests of PCH or its subsidiaries, for example where they are also a Council portfolio holder and have a significant level of involvement at the Council in a PCH proposal, then they are clearly conflicted and should not participate in the decision at PCH (and should take Council advice on how to act at the Council).
- 2.21 Other 'fit and proper' declarations
- 2.22 Board members must also declare other actual or perceived conflicts of interest that could impact on PCH's reputation and values and/or could bring PCH into disrepute (Rule D7, fit and proper requirements and Terms of Appointment); these include impeding or actual:
- conviction of an indictable offence which is not or cannot be spent or any other offence that would bring PCH into disrepute or be incompatible with the Board member role
 - involvement in, conviction or being investigated for money laundering or other offence involving dishonesty, fraud or financial crime (or you are declaring that any such conviction is legally regarded as spent)
 - track record of consistent non-compliance with the Money Laundering Regulations, or with the EU Payments Regulation which applies to money transmission service providers

- disciplined or expelled by a supervisor or professional body for regulatory or professional failings
- use of arrangements notified under the Disclosure of Tax Avoidance Schemes rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final
- use of tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final
- involvement in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity
- bankruptcy, agreement with creditors or debt relief order
- inclusion in the children's barred list or the adults' barred list (section 2 Safeguarding Vulnerable Groups Act 2006, or equivalent list in force in Scotland or Northern Ireland)
- serious misconduct or mismanagement while carrying on a regulated activity
- prohibition from holding the relevant office or position, or in the case of an individual, from carrying on the regulated activity, by or under any enactment
- disqualification from serving as a as a Company Director, Board member or Charity Trustee

2.23 As Board members are paid a fee, we would also need to be aware of anything that might impact the Right to Work.

2.24 An annual fit and proper declaration must be completed by all Board members.

3 Managing conflicts of interest

3.1 The Board may authorise any matter which would or might, if not so authorised, create, perpetuate or involve a situation where a Board member's duties to a third party may conflict with that Board member's duties to PCH. The Board's authorisation may be made on such terms as the Board shall think fit (Rule D29.1)

3.2 A Board member should be prepared to resign if the conflict is material or longstanding, and in the opinion of the Board cannot be managed appropriately (Code B9).

3.3 Meetings

3.4 Board members with a conflict should declare at the beginning of the meeting and not take part in discussions and decisions relating to that conflict, unless requested to stay by the Board or Committee (Code B9); this will be recorded in the minutes. This applies whether the interest has already been entered in the register.

3.5 Depending on the conflict declared, the Board (led by the Chair) can respond as follows:

- no action (if Board judges the conflict not to be relevant or material)
- the individual remains in the meeting and takes part in the discussion and decision

- the individual stays in the meeting and does not take part in discussion or decision, but may be invited to respond to questions
- the individual is asked to leave the meeting for the duration of the item

4 Data Protection

Data is processed to ensure we can evidence that Board members comply with the Code of Conduct, Rules and other governance and regulatory requirements. More information is available in the Board Members' Privacy Notice.

5 Equality, Diversity and Inclusion

PCH applies this policy consistently and fairly and does not discriminate against anyone based on any diverse characteristics, including those set out in the Equalities Act 2010. PCH can make this policy available in other languages and formats on request.

6 Monitoring and Review

This policy is the responsibility of the Head of Governance, who will monitor it to ensure it meets good practice, current legislation and will review it every 3 years.

7 Related documents

- PCH Rules (Constitution)
- NHF Code of Governance
- NHF Code of Conduct
- Board Member Terms of Appointment
- Board Member Role Description and Person Specification
- Board Behavioural Framework
- Board Conduct & Grievance Procedures
- Board Member Fee & Performance Policy
- Board Effectiveness Policy
- Board Conflict of Interest Policy
- Board Gifts & Hospitality Policy
- PCH Anti-Fraud, Bribery & Corruption Policy
- PCH Anti Money Laundering Policy
- PCH Whistleblowing Policy

Issue	Description of Change	Approval	Date of Issue	Date of review
1	Last issue	16/09/2021	16/09/21	
2	Remove reference to PCHMS and updated to reflect the revised NHF Code of Conduct 2022	2022		
3	Full review Summary of changes: - Updated to include Code of Conduct	11 Nov 2024	11 Nov 2024	11 Nov 2027

	2022 wording and consideration of Rules (constitution) - Refocused sections to provide potential conflicts of interest and exemptions - Refocused and reduced section relating to conflicts of interest at meetings - Updated 'connected person' to align with Charities Commission guidance - Defined area of operation to cover Devon and Cornwall - Added in general 'fit and proper' declaration (from Rules and Terms of Appointment) to be carried out annually - Included 'reputation' as a consideration - Added advisory to discuss any potential new appointments or membership in advance - Added confirmation of tenancy agreement issues for resident Board members - Added related documents			