



MHW Foundation CIO

Conflict of Interest Policy

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Date Adopted: 12/10/2025

1. Purpose

The purpose of this policy is to ensure that the decisions and activities of MHW Foundation CIO (“the Charity”) are made solely in the best interests of the Charity and its beneficiaries, and are not influenced by personal, financial or other interests of trustees, staff, volunteers or connected persons.

This policy supports compliance with Charity Commission guidance on conflicts of interest and good governance.

2. Scope

This policy applies to:

- All members of the Board of Trustees
 - Any co opted committee members or advisers
 - Senior staff and key decision makers
 - Volunteers acting in positions of responsibility
 - “Connected persons” as defined by the Charity Commission (family members, business partners, and organisations in which the individual has a significant interest)
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3. Definition of a Conflict of Interest

A conflict of interest is any situation where an individual’s personal interests, or the interests of a person or organisation connected to them, could:

- Influence, or appear to influence, their decision making on behalf of the Charity;
- or
- Conflict with the interests of the Charity or its beneficiaries.

Conflicts may be:

- **Financial** - e.g. a trustee or their company standing to gain from a contract with the Charity.
 - **Non-financial** - e.g. personal relationships, loyalty to another organisation, or conflicting duties.
 - **Direct or indirect** - e.g. involving a close family member or a business in which the individual has a stake.
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4. Principles

All those covered by this policy must:

- Act only in the best interests of the Charity and its beneficiaries.
 - Declare any actual, potential or perceived conflicts of interest as soon as they arise.
 - Not use their position for personal gain or to benefit a connected person.
 - Follow the procedures in this policy to manage and, where necessary, remove themselves from conflicted decisions.
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5. Register of Interests

The Charity will maintain a **Register of Interests** for trustees and relevant staff / volunteers.

- On appointment, individuals must complete a declaration of interests form.
 - The Register will include relevant employment, appointments, trusteeships, shareholdings, contracts, and relationships that could give rise to conflicts.
 - The Register will be reviewed and updated at least annually, and whenever individuals notify changes.
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6. Declaring Conflicts of Interest

- At the start of each Board or committee meeting, the Chair will ask for declarations of any interests relating to items on the agenda.
- Individuals must declare any interest as soon as they become aware of it, whether or not it is recorded in the Register.
- Declarations must be recorded in the minutes and, where appropriate, in the Register of Interests.

7. Managing Conflicts of Interest

Once a conflict has been declared, the Board (or relevant committee) will decide how to manage it. This may include one or more of the following actions:

1. **No action required** - where the conflict is remote or insignificant.
2. **Participation with restrictions** - the individual may stay for the discussion but not vote.
3. **Withdrawal from discussion and decision** - the individual leaves the room for this item and takes no part in the decision.
4. **Seeking external advice** - where the Board considers the conflict particularly complex or sensitive.
5. **Resignation or change of role** - in rare cases, if the conflict is ongoing and cannot be adequately managed by other means.

The non-conflicted trustees will decide which action is appropriate and ensure that the decision and rationale are recorded in the minutes.

8. Quorum and Decision Making

- Conflicted individuals will **not** be counted towards the quorum for any decision in which they are conflicted and from which they withdraw.
 - If too many trustees are conflicted to make the meeting quorate, the Board may:
 - Adjourn the meeting
 - Co opt independent trustees or advisers (in line with the governing document); or
 - Seek guidance from the Charity Commission.
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9. Benefits to Trustees and Connected Persons

Any proposed financial or other benefit to a trustee or connected person must:

- Be clearly authorised by the Charity's governing document or by the Charity Commission
- Be demonstrably in the best interests of the Charity; and



- Be subject to full conflict of interest procedures, including withdrawal from discussion and decision by the affected trustee.

Such benefits must be fully disclosed in the Charity's annual report and accounts where required.

10. Breaches of this Policy

If a trustee, staff member or volunteer fails to declare a conflict of interest or breaches this policy:

- The Board will investigate the circumstances.
- Appropriate action may be taken, which could include:
 - Advice or training
 - Formal warning
 - Removal from a role or committee
 - In serious cases, a recommendation that a trustee resign, or steps to remove them in line with the governing document.

Serious or deliberate breaches may need to be reported to the Charity Commission as a **Serious Incident**.

11. Monitoring and Review

The Board of Trustees is responsible for implementing and monitoring this policy.

- The Register of Interests will be reviewed at least annually.
 - This policy will be reviewed every two years, or sooner if Charity Commission guidance or best practice changes.
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12. Trustee Sign-Off

This Conflict of Interest Policy was approved and adopted by the Trustees of MHW Foundation CIO on 12 October 2025.



Signed: *A Young* (Anthony Young, Chair of Trustees)

Dated: 12 October 2025