



**Christ
Church
Cathedral
Dublin**

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Conflict of Interest Policy

Date Adopted: 20th October 2021
Minute Reference: 4(j)(1)

FOR INCLUSION IN AGENDA AND MINUTES:

"Any member of the Board of Christ Church Cathedral Dublin, or a sub-committee thereof, who has (or whose family member or business partner has) a pecuniary or other material interest in any matter which is the subject of consideration at a meeting at which the member is present, shall declare an interest in the matter and withdraw from the meeting for the duration of discussions or decision making on the matter. No sub-committee of the Board of Christ Church Cathedral Dublin shall, without the consent of the Board of Christ Church Cathedral Dublin, resolve that the Board of Christ Church Cathedral Dublin will enter into a contract with a member of the sub-committee or with any company of which that member is a partner, director or controlling shareholder provided that this shall not apply to any matter which is remote or insubstantial. Every declaration of interest shall be recorded in the minutes."

INTRODUCTION TO CONFLICTS OF INTEREST

Members of the Board are under a duty to act in the best interests of the cathedral. This duty must take precedence over an individual's interests.

A conflict of interest arises when the personal, family or business interests of a Board member may conflict with, or may be seen by others to conflict with, the interests of the cathedral they serve. A conflict of interest can be direct or indirect, and can include the interests of people or organisations connected to the member.

Conflicts of interest may inhibit free discussion at Board meetings, resulting in decisions or actions that are not in the best interests of the cathedral or risk the impression that the Board has acted improperly.

The purpose of this guidance is to protect the cathedral and members of its Board both from impropriety and from any appearance of impropriety.

DIRECT OR INDIRECT INTEREST

An example of a direct interest would be where a member stands to benefit financially from a decision by the Board to contract with a company which the member controls to provide services to the cathedral.

An example of an indirect interest would be if the member did not control the company but had shares in it and stood to benefit indirectly from any profit made, or if the owner's spouse controlled the company.

CONNECTED PEOPLE AND ORGANISATIONS

- Family members
- Corporate bodies to which the member is connected or is a beneficiary
- A business partner.

It is unlikely that conflicts of interest can be completely avoided but any potential conflict should be identified and managed to avoid any adverse effects on the cathedral and to promote maximum accountability and transparency in the work of the Board. Even potential or perceived conflicts should be considered in order to protect the integrity and reputation of the Board.

HOW TO DEAL WITH A CONFLICT OF INTEREST

Follow the steps below which set out declaring the interest, withdrawing from the meeting, deciding the impact of the interest and recording the decision.

STEP 1: DECLARE THE CONFLICT

Any Board member who has a potential or actual, financial or other interest in a matter under discussion should declare their interest at the earliest opportunity. Even where the interest creates a minimum risk of bias but might reasonably cause others to think it could influence that member's decisions, the nature of the interest should be declared.

If a member is in any doubt about whether they have a conflict of interest, they should consult with the chairperson.

If a member fails to declare an interest that is known to other members, another member may declare that interest at the meeting.

STEP 2: WITHDRAW FROM THE MEETING

Unless otherwise directed by the remaining members, the conflicted member should leave the meeting while the others decide on the impact of the interest and whether the conflicted member's absence is appropriate or necessary.

STEP 3: DECIDE ON THE IMPACT OF THE INTEREST

The remaining members should decide by a vote if the interest affects the conflicted member's ability to act in the best interests of the cathedral.

CONFLICT LEVEL	SUGGESTED ACTION
No conflict	Member can return to the meeting in their full capacity
Deemed low level conflict	Potential conflict may be tolerated if certain actions are taken to protect the cathedral interests, e.g. exclude the conflicted member's vote from relevant decisions
Serious conflict	A conflicted member should be excluded from the meeting and any decision making related to the conflict

MAKING DECISIONS WHERE THERE MAY BE A CONFLICT

- All decisions should be made by vote, with a simple majority required
- A quorum must be present for the discussion and decision
- Conflicted members should not be counted when deciding whether the meeting is quorate
- Conflicted members may not vote on matters deemed to affect their own personal interests

STEP 4: RECORDING THE DECISION

All decisions made about conflicts of interest and the matters concerned should be recorded in the minutes, noting the following:

- The member who has the conflict
- the member who has declared a conflict
- the nature and extent of the conflict
- a summary of the discussion
- the actions taken to manage the conflict

Best practice suggests that if a member shall receive personal benefit for any reason, even where the risk of a conflict of interest has been dismissed, this should be fully disclosed in the minutes.

KEEP A REGISTER OF INTERESTS

It is good practice to keep a record of members' interests in a register, noting the following:

- Name of member
- Description of interest (whether direct or indirect and whether current or past)
- Whether the interest is deemed by the Board to be a risk to the best interests of the cathedral

CONFIDENTIAL INFORMATION

Confidential information provided by Board members in the course of dealing with a conflict of interest should be kept confidential by the Board and not be disclosed or used for any other purpose.

GIFTS & HOSPITALITY

Gifts and hospitality with nominal value may be accepted but only if gifts are not given or received with an expectation that an obligation is owed as a result of accepting the gift.

Gifts and hospitality intended to influence the Board's decision making should never be accepted.

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