

# BROS

THEATRE COMPANY

## TRUSTEE CONFLICTS OF INTEREST POLICY & PROCEDURE

*Updated and approved December 2025*

### 1. Purpose

The purpose of this policy is to protect the integrity of BROS TC's decision-making process and to ensure that trustees and committee members act only in the best interests of the charity. It aims to:

- Help trustees identify and manage actual, potential, or perceived conflicts of interest.
- Ensure decisions are made without undue influence.
- Maintain public confidence in the charity's integrity and governance.

This policy is based on the Charity Commission's guidance *CC29: Conflicts of interest: a guide for charity trustees*.

### 2. Scope

This policy applies to:

- All Trustees of BROS TC.
- Committee Members and any members of any groups with delegated authority.
- Volunteers attending committee meetings (where relevant).

### 3. Definition of a Conflict of Interest

A **conflict of interest** is any situation where a trustee's personal interests or loyalties could, or could be seen to, prevent them from making a decision solely in the charity's best interests.

Conflicts may be:

- **Actual:** the conflict is current and active.
- **Potential:** the conflict could arise in the future.
- **Perceived:** others might reasonably think a conflict exists.

Common types include:

- **Financial interests:** where a trustee (or someone connected to them) could gain financially from the charity's decisions.
- **Non-financial interests:** where a trustee's other loyalties (e.g., to another organisation, family member, or cause) could influence their decision-making.
- **Loyalty conflicts:** where a trustee's duty to another organisation, group or theatrical production conflicts with their duty to the charity.

#### 4. Identifying and Declaring Conflicts

1. **Ongoing duty:** Trustees must declare any conflict of interest as soon as they become aware of it, whether it arises before or during a Committee meeting.
2. **Register of Interests:**
  - All trustees must complete a *Declaration of Interests Form* annually.
  - The Secretary (or another designated officer) will maintain an up-to-date **Register of Interests**.
3. **At Committee meetings:**
  - At the start of each meeting, trustees must declare any relevant interests relating to items on the agenda.
  - Declarations will be recorded in the minutes.

#### 5. Managing Conflicts

When a conflict of interest is declared, the Board will decide the appropriate action. Possible steps include:

- **Recording the conflict:** noting it in the minutes and the Register of Interests.
- **Withdrawing from discussion:** the trustee may be asked to leave the room during relevant discussions.
- **Abstaining from decisions:** the conflicted trustee must not vote or influence the decision in any way.
- **Delegation or independent advice:** in complex cases, the Committee may seek independent legal or professional advice or delegate the matter to a non-conflicted subgroup.
- **Authorised conflicts:** in limited circumstances, the Committee may authorise a conflict if it is clearly in the charity's best interests and permitted by the governing document

All decisions about how a conflict was managed must be recorded in the Committee meeting minutes, including:

- Who declared the conflict.

- The nature of the conflict.
- How it was managed.
- Confirmation that the decision was made in the charity's best interests.

## **6. Failure to Declare a Conflict**

If a trustee fails to declare an interest that is known to others, the Chair or another trustee will raise the matter with the individual and, if necessary, with the Committee. Persistent failure to declare interests may be treated as a serious governance issue and could lead to disciplinary action or removal in accordance with the charity's governing document.

## **7. Review and Transparency**

- This policy will be reviewed **annually** by the Committee.
- The Register of Interests will be reviewed and updated **at least once a year**.
- Summaries of trustee interests may be made available to members, donors, or regulators on request, in line with data protection law.