



## Scientific Committee on Antarctic Research

### Conflict of Interest Policy

Approved on 16 Feb 2017

#### Notes:

Resources used in developing this policy:

The Conflict of Interest Policy uses a template recommended by PEM.

Background info used for this document was found on a variety of sources and specific documents can be found in <https://www.dropbox.com/sh/5nqv9n050i1a52x/AAAtqduNdkBUT8dTexAk6k0ba?dl=0> as well as at the links below

[http://www.smallcharities.org.uk/fileadmin/user/files\\_documents/specimen-conflict-of-interest-policy-declaration-form-and-register-of-interests-for-charity-trustees\\_\\_1\\_.pdf](http://www.smallcharities.org.uk/fileadmin/user/files_documents/specimen-conflict-of-interest-policy-declaration-form-and-register-of-interests-for-charity-trustees__1_.pdf)  
<http://www.governancepages.org.uk/sample-documents/conflict-of-interest/conflict-of-interest-sample-1/>  
<http://vr.volresource.org.uk/extra/ethical-investment/>  
<http://www.governancepages.org.uk>  
<https://www.gov.uk/topic/running-charity>  
<https://www.dsc.org.uk>  
<http://vr.volresource.org.uk/org/admin/insurance-and-risk/#our-sample-documents>  
<https://www.gov.uk/government/organisations/charity-commission>  
<http://www.jordanpublishing.co.uk/practice-areas/charity/publications/charities-administration-service#.WEf3wHecZ3M>  
<https://charityithelp.org.uk>  
<https://www.gov.uk/hmrc-internal-manuals/employment-income-manual/eim21864>

The trustees (Board members) of SCAR are obliged by law to act in the best interests of the charity and not for their own private interest or gain. However, there may be situations where a trustee's own interests and the interests of SCAR arise simultaneously or appear to clash. The issue is not the integrity of the trustee concerned, but the management of any potential to profit from or otherwise abuse the position of being a trustee generally.

The duty of loyalty owed by the trustees to the charity requires that each trustee is aware of the potential for conflicts of interests and acts openly in dealing with such situations.

Examples of conflicts of interest include, but are not limited to:

- A Group officer/Board member voting on the financing, status or performance of a sub-group they are active in.
- A Board member/Delegate making decisions regarding membership procedures dealing with arrears of their own country.
- A Board member who is related to a member of staff and there is decision to be taken on staff pay and/or conditions.
- A Board member who is also on the committee of another organisation that is competing for the same funding.
- A committee member who has shares in a business that may be awarded a contract to do work or provide services for the organisation.

The SCAR Executive Director will keep a register of interests declared by trustees. The registry will include interests related to both SCAR internal processes and those elements required by regulation of trustees in the UK, and an example record in Table form is shown below. It is the obligation of the trustees to keep the SCAR Executive Director promptly updated of any new interests which may give rise to a conflict.

When a new trustee is appointed, he or she must sign the trustee declaration form in which he or she is required to notify the Executive Director of particulars of any outside interest that may reasonably be considered likely to give rise to a material conflict, such as information on the trustee's relevant business interests as owner, substantial investor, company director, employee, agent or consultant, beneficial involvement with other relevant organisations and similarly relevant interests through family connections, including any non-charitable trusts, as well as impersonal interests as a trustee of relevant charities. 'Relevant' here refers to parties considered likely to enter into transactions with the charity. Where the likelihood is remote there is no need to notify. If in doubt about what to declare, trustees should err on the side of caution. These details will be entered in the register.

Additionally, external interests are required to be reported annually by all Trustees and key management personnel, to accompany the annual accounts submission. The relevant form to notify of external interests has been prepared by our auditors, PEM, and is intended to satisfy the regulatory requirements of the UK government. The form is appended to this document and will form part of the initial notification by new trustees in the declaration form, as indicated in the Table below.

The law imposes strict limits on the benefits which may be conferred on trustees. In keeping with the guidance provided by HM Revenue and Customs, trivial benefits to trustees do not need to be recorded. This covers individual benefits up to £50 and a total annual limit of such benefits of £300 per trustee. Examples of benefits not counted in this would be a working lunch, SCAR-related incidental travel expenses, or gifts from SCAR colleagues below £50. Examples of benefits that would need to be reported would be fees, honorariums, payments received for giving a SCAR presentation, cash payment for SCAR advice, or similar that would total £300 or more per trustee annually. SCAR related travel expenses funded by internal SCAR funds need to be reported as part of the annual trustees return on an ongoing basis and therefore do not need to be reported as a potential conflict of interest. If travel expenses for SCAR activities are covered by an outside entity, they do not need to be reported.

The Executive Director will ensure that the register is reviewed at least annually and as indicated above all trustees should notify the Executive Director on an ongoing basis of any changes which need to be made to their entry in the register.

Before, or at the beginning of each trustee meeting (or committee meeting) trustees must declare any interest which may conflict in relation to matters on the agenda, whether or not the interest is already recorded in the register. Any new interests declared in this way will be entered in the register by the Executive Director.

After disclosure of an interest, the other trustees will have the right to determine (without the trustee with an interest being present) whether a conflict exists in the circumstances.

If it is determined that a conflict exists:

- the trustee concerned must withdraw from the relevant part of the meeting, unless expressly invited to remain;
- in the case of personal interests, the trustee concerned will not be counted in the quorum for that part of the meeting;
- in the case of personal interests, the trustee concerned will withdraw for the discussion and the vote and will have no influence on the matter concerned.

Minutes of the meetings of trustees and any committees at which interests are disclosed will record:

- the nature of the interest and determinations regarding any conflict;
- the extent of the relevant trustee's non-participation with respect to consideration of the matter;
- any limitation on the trustee's ability to act in relation to the such matter;
- any alternatives that were discussed;
- the names of people present for discussion;
- the Votes taken regarding the conflict; and
- any other relevant information.

Trustees will be expected to resign in relation to the following types of conflict of interest:

- purposefully failing to declare a conflict of interest; and

- purposefully failing to report benefits received over the set limits.

Adopted by: The SCAR Executive Committee

Date Policy Adopted: 16 February 2017

**Example Conflicts of Interest Registry Information:**

SCAR sub-groups in which you play an active role.	
Member country which you represent.	
Any relationship to Secretariat Staff members?	
Any memberships or representatives roles on organisations that might compete for funding with SCAR?	
Any positions on companies that already or may in the future provide services to SCAR?	
Any other potential conflicts you can identify?	
Companies / partnerships / trusts / other entities controlled by* you (company name and company registration number):	
Companies / partnerships / trusts / other entities controlled by* your spouse / civil / domestic partner (company name and company registration number):	
Companies / partnerships / trusts / other entities controlled by* close family members (as above) (company name and company registration number):	
<p>Details of any transactions (examples below) between any parties identified above and the reporting entity during the period ended 31 December 2016: (To be notified to the trustee by the Secretariat when preparing annual submission).</p> <p>E.g. Trustees remuneration:</p> <p>E.g. Trustees expenses reimbursed:</p> <p>E.g. Consultancy fees:</p>	

\* 'Controlled by' is defined as entities of which you are the majority shareholder; or a Director, Partner, Member, Trustee or Sole Trader; or a member of the key management personnel (being those responsible for planning, directing and controlling the activities of the entity).

## **Related Parties Schedule**

**Related parties** is a term used by the SORP that combines the requirements of charity law, company law and the Financial Reporting Standard applicable in the UK and the Republic of Ireland. The term is used to identify those persons or entities that are closely connected to the reporting charity or its trustees.

**The following 'natural persons' are classed as related parties:**

- A.** any charity trustee and custodian trustee of the charity;
- B.** a person who is the donor of any land to the charity (whether the gift was made on or after the establishment of the charity); and
- C.** any person who is:
  - 1. a child, parent, grandchild, grandparent, brother or sister of any such trustee (A) or donor (B) of land;
  - 2. an officer, agent or a member of the key management personnel of the charity;
  - 3. the spouse or civil partner of any of the above persons (A, B, C1 and C2);
  - 4. carrying on business in partnership with any of the above persons (A, B, C1, C2 and C3);
  - 5. a person, or a close member of that person's family, who has control or joint control over the reporting charity;
  - 6. a person, or a close member of that person's family, who has significant influence over the reporting charity.

*'Close member of a person's family' refers to: that person's children or spouse; the children, stepchildren or illegitimate children of that person's spouse or domestic partner; dependents of that person; and d. that person's domestic partner who lives with them as husband or wife or in an equivalent same-sex relationship.*

**A charity is not necessarily related to another charity simply because a particular person happens to be a trustee of both. It will only be 'related' if the relationship means that one charity, in furthering its charitable aims, is under the direction or control of the trustees of another charity.**

The following entities, which are not 'natural persons', are classed as related parties of a reporting entity (including a reporting charity) if any of the following conditions apply:

- the entity and the reporting charity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- one entity is an associate or joint venture of the other entity (or a member of the group in which the other entity is the parent or a member);
- both entities are joint ventures of the same third entity;
- one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
- the reporting charity provides/receives key management personnel services to/from the entity;
- an entity that is controlled or jointly controlled by a person, or two or more persons, identified in A, B or C; Accounting and reporting by charities
- an entity in which a person, or two or more such persons, identified in A, B or C, taken together, have a substantial interest or significant influence over the entity;

Control is presumed to exist when one or more persons identified in A, B or C, taken alone or together, hold directly or indirectly, more than half the voting power of an entity. However, control can also exist when they, directly or indirectly, control half or less than half of the voting power of an entity, if they have:

- power over more than half of the voting rights by virtue of agreement with other investors;
- the power to govern the financial and operating policies of the entity under a statute or an agreement;
- the power to appoint or remove the majority of the members of the board of directors or equivalent governing body, and control of the entity is by that board or body; or
- the power to cast the majority of votes at the meetings of the board of directors or equivalent governing body, and control of the entity is by that board or body.



An individual has a substantial interest or significant influence in an entity where that person, or two or more persons identified in A, B or C, taken together, have an interest in the equity share capital of that entity of a nominal value of more than one-fifth of that share capital, or is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that entity

<b>RELATED PARTIES SCHEDULE</b>
Your Name: Your Address:
Relationship to The Scientific Committee on Antarctic Research: A B C (please select)
Spouse / civil / domestic partner's name (see definition):
Relationship to The Scientific Committee on Antarctic Research: C
Close family members' (being children or dependents of you and/or your spouse / civil / domestic partner) names: (for children under the age of 16 indicate the number of minor children only) see definition
Relationship to The Scientific Committee on Antarctic Research: C
Companies / partnerships / trusts / other entities controlled by* you (company name and company registration number):
Relationship to The Scientific Committee on Antarctic Research
Companies / partnerships / trusts / other entities controlled by* your spouse / civil / domestic partner (company name and company registration number):
Relationship to The Scientific Committee on Antarctic Research:
Companies / partnerships / trusts / other entities controlled by* close family members (as above) (company name and company registration number):
Relationship to The Scientific Committee on Antarctic Research:

Details of any transactions (examples below) between any parties identified above and the reporting entity during the period ended 31 December 2016:

E.g. Trustees remuneration:

E.g. Trustees expenses reimbursed:

E.g. Consultancy fees:

I understand that the information in this declaration is to be used in the preparation of the Charity's annual report and accounts and that it is to be made available to the auditors.

I confirm that, to the best of my knowledge and belief, neither I, nor anybody connected with me or any member of my close family (as defined above) or any partnership, trust or other entity/limited company in which I or members of my close family (as defined above) have a controlling interest, had an interest in any transactions or arrangements made or entered into by The Scientific Committee on Antarctic Research during the period ended 31 December 2016 except as specified above.

Signature:

Date:

Email address \*\*: :

Examples of types of related party transactions:

- Sales of goods / services / Other assets/property
- Purchases of goods / services / Other assets/property
- Leasing arrangements
- Licensing/technology/R&D transfer
- Guarantees/collateral security
- Agency agreements
- Management contracts
- Provision of finance (including loans and equity contributions in cash or in kind)
- Settlement of liabilities on behalf of the entity or by the entity on behalf of another party
- Any other transactions

\* 'Controlled by' is defined as entities of which you are the majority shareholder; or a Director, Partner, Member, Trustee or Sole Trader; or a member of the key management personnel (being those responsible for planning, directing and controlling the activities of the entity).

\*\* The email address will be used solely for the purposes of making direct contact in future years to obtain confirmation that the information on this schedule remains up to date.