

Plus Dane Housing

Conflict of Interests Policy

April 2021

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1. Policy Statement

This policy applies to Plus Dane Board and Committee Members including Independent Members (Members).

Plus Dane has formally adopted the National Housing Federation's (NHF) Code of Governance and Code of Conduct. It has adopted "Conduct Becoming", the NHF Model Code. Members should take particular note of Section B of Conduct Becoming (*appendix 1*). They are expected to abide by the principles contained therein regarding conflicts of interest.

A conflict of interest is a situation in which a Member's personal interests, or interests which they owe to another body, and those of Plus Dane, conflict or appear to conflict with each other.

This policy applies to the current and any future Members.

2. Policy Aims

The aim of this policy is to aid good and effective governance by ensuring that in making decisions, Members act in the best interests of Plus Dane and be mindful of any actual or perceived conflict between Plus Dane's best interests and the Member's personal interests or the interests or any other organisation with which they might be associated. Decisions should be undertaken in a transparent and fair manner to avoid any question of impropriety.

3. **Links to Corporate Plan:**

Plus Dane has been graded as fully compliant with an updated Regulatory Judgement of G1:V1. This is important to us in terms of providing confidence to our tenants, our people and our stakeholders that Plus Dane is operating with confidence and integrity. This policy is a key element to demonstrating Plus Dane's compliance and supports governance effectiveness.

4. **Our Approach**

Identifying conflicts of interest

Potential or actual conflicts can arise prior to the appointment of a Member or during the Member's appointment. They can take different forms and do not have to come in the form of financial gain. The purpose of this policy is to assist Members not only to identify any such conflicts but also to demonstrate that they have dealt with them effectively.

Potential or actual conflicts of interest could take the following forms:

- Direct financial gain or benefit to the Member:
- Indirect financial gain;
- Conflict of loyalties;
- Gifts and/or hospitality
- Donations
- Sponsorship

Situations such as the following:

- The employment of a relative;
- The housing of a relative;
- An interest in any property being purchased by Plus Dane;
- An interest in any company selling or being an agent for any property being purchased by Plus Dane;
- A business or personal relationship with any person or firm earning fees from work; placed by the Company including contractors and suppliers;
- A business or personal relationship which any person or firm entering into a contract to carry out work for Plus Dane including contractors and suppliers;
- Involvement personally or by association with a relative or friendship with a business that may be viewed as a conflict of interest with Plus Dane's activities;
- If you are on the Board or a Committee of another Registered Provider or voluntary agency;

- If you are a member of an organisation which is not open to the public or has secrecy about its rules, membership or conduct.
- Employment, ownership of land and/or property in the area of operation of Plus Dane.
- Tenancy or leasehold interest of a property owned by Plus Dane.

This paragraph is not intended to be a complete or exhaustive list. **Each Member is responsible for considering and disclosing any other actual or potential conflicting interest. It is safer to over-declare than under declare and Members should always err on the side of caution.**

5. Declaring an interest

The Governance Team will conduct an annual exercise whereby all Members must complete/update their Declaration of Interest Form (appendix 2) electronically on the Intro platform. However, it is the responsibility of each individual covered by this policy to ensure the complete disclosure of all activities and interests covered by this policy (at the time such an activity or interest arises) is managed electronically or via the Governance Team.

Additionally, if a Member has an actual or partial conflict of interest in respect of any matter to be discussed at a Board or Committee meeting, they should declare this - even if it has been declared previously and entered in the register. A declaration should be made during the “declaration of interest” item on the agenda of every meeting.

The minutes of the meeting or discussion will reflect the conflict and if necessary, the Member’s records will be updated.

6. What to do in the event of a conflict of interest arising at a meeting

This will depend on the type of conflict situation which arises.

If there is a material benefit to the Member (most likely to arise in the situations described above) the other Members should establish if there is express authority (in the relevant Plus Dane’s Rules or elsewhere) allowing the benefit.

If there is no such express authority the Member concerned should not take part in any discussions and will not be able to vote on any matters under consideration. They must offer to leave the meeting. This will be noted in the minutes of the meeting.

Where a potential conflict is perceived not to be material, the Chair may also determine whether the individual Member(s) concerned should:

- (a) be permitted to take a full part in the meeting;
- (b) be permitted to comment on the application and participate in discussions but not present the application to the Committee or the Board;

- (c) be permitted to comment on the application and participate in discussions but not take part in the decision; or
- (d) absent themselves from the relevant part of the meeting

All Members owe the same legal duties to Plus Dane. Members who are also residents have the same duty as others. Resident Members should not raise issues that relate mainly to their own tenancy at meetings, and when issues that affect them personally or as one of a small number of residents arise then they should declare an interest and withdraw from the meeting unless invited to stay by the Chair of the meeting. Members who are residents are entitled to discuss and vote on issues that affect tenants generally.

If a conflict constitutes a substantial and continuing problem, for a member they should consider their position on the Board.

If there is evidence that individual Members have withheld information or provided misleading information about their interests or those of a person closely connected to the, the Board will consider removing their Membership.

If any Members have any concerns in regard to this policy or in regard to any potential conflicts they should notify the Company Secretary in the first instance or the Chair, who may discuss their concerns with the other Members and/or obtain legal advice.

7. Assurance

The key points of assurance for this policy will be the following:

- All Members are made fully aware of the Conflict of Interest Policy and what is required to comply.
- All new Members are provided with a copy of this policy at their induction and it is discussed during their induction meeting.
- Board and Independent Members completing their annual declaration of interest form and submitting to the Governance Team.
- Board and Independent Members' declarations of interest details will be reported to the Board annually and made publically available by way of a register.
- Every Board or Committee meeting has a standing agenda item requiring Members to declare any interests they may have that could have implications for any item(s) on the agenda.
- Prior to Board and Committee meetings a register of existing declaration of interests is provided to the lead person of the Board and/or Committee. The lead person will review the declarations and inform the Governance Team if there are any items within the meeting report pack which need withholding from any officer/member.

Appendix 1

Section A

Loyalty and conflicts of interest

Main principle

Housing associations must ensure that their board members, staff and involved residents act, and are seen to act, wholly in the interests of the association, its residents and other service users. All actual or potential conflicts or dualities of interest must be openly declared and properly resolved.

Provisions

- B1 Associations must have, and comply with, appropriate policies to ensure that no conflict arises, or could reasonably be perceived to arise, between the duties of board members, staff, involved residents and their personal interests, financial or otherwise.
- B2 The requirement on board members, staff and involved residents to act and be seen to act, wholly in the interests of the association, its residents and other service users – and their responsibilities in this regards – must be clearly set out in their terms of appointment and form part of their induction training.
- B3 A register of interests, in which all interests declared by board members, staff and involved residents are recorded, must be maintained and be available for public inspection.
- B4 Where a potential conflict has arisen, the organisation and the person concerned must consider how to ensure that it has been dealt with so as to protect the association and its reputation; in certain circumstances, this could include the resignation of the person concerned.

Section B

Loyalty and conflicts of interest: Good practice and excellence

Recruitment

- 1 In the recruitment of board members, staff and involved residents, careful consideration should be given where the interests of the individual – or a person with whom he or she is closely connected – indicate an actual or potential conflict with those of the association. Where, after proper scrutiny, the evidence shows that there is likely to be an actual or potential serious or continuing conflict of interest, an appointment should not be made.

Declaration of interest

- 2 On appointment, board members, staff and involved residents should be required to complete a form to register any personal financial and other interest

that could potentially conflict with their role. Board members should be required to complete and submit their initial declaration of interest form online before attending their first meeting as a board member.

- 3 Board members, staff and involved residents should be required to amend their declaration of interest form whenever a change occurs – in either their own interests or those of a person closely connected to them – which could potentially conflict with their role.
- 4 Board members and involved residents should be required to review their continuing memberships or involvement, and if necessary take advice on whether they should stand down, when changes occur in either their own interest or those of a person closely connected to them which may give rise to a potentially serious or continuing material conflict with those of the association.
- 5 Declaration of interest submitted by board members, senior staff and involved residents should be reviewed on receipt by the Governance Team on a quarterly basis. The register of interests will be downloaded and provided to the Company Secretary. It is not expected that the company secretary would make enquiries to verify the accuracy of declarations of interest but that he or she would apply their knowledge of the individual's circumstances and of the information provided on earlier declarations.
- 6 Although review by the company secretary can provide a useful check that no obvious errors have been made, it is stressed that it is the responsibility of the individual board member, member of staff or involved resident to ensure that their interests are fully, properly and promptly declared.

Wrongful declarations / failure to declare

- 7 Where there is evidence that an individual has withheld information or provided misleading information about their interests or those of a person closely connected to them – where deliberately or through taking insufficient care in making a declaration – the board should consider removal from membership, or, in the case of a member of staff, disciplinary action or dismissal.

Defining interests

- 8 Relevant personal interests take many forms, including:
 - (1) employment, self-employment
 - (2) company directorships, business partnerships;
 - (3) ownership or significant shareholding in a company or partnership providing products or services to the housing association sector;
 - (4) significant ownership of land and / or property in the areas of operation of the association;
 - (5) tenancy or leasehold interest of a property owned by the association;

- (6) membership of a campaigning, residents' or community association which has interests in the business and / or operation of the association;
 - (7) positions of public responsibility;
 - (8) membership of another association or unregistered "not for profit" body with interests in the area of operation of the association;
 - (9) membership of secret societies and similar organisations.
- 9 In the interests of transparency, membership of political parties, secret societies and pressure groups should always be declared. Membership of other boards or committees within the same group structure should also be declared, if only for the record.
- 10 Board members should declare if they are newly disqualified from acting as a company director or charity trustee. Any current or spent disqualifications should have been declared prior to appointment as a board member.
- 11 Board members who serve on the board as nominees or a local authority should regard such a nomination as a declarable interest in itself. A more direct interest – such as a proposed development in a councillor's own ward – should also be declared. So too should any circumstances where the interests of the local authority may conflict with those of the association.
- 12 Board members who are the paid staff or board members of, or who provide goods and services to other housing associations should declare their interests in those organisations.

Family members and close connections

- 13 A person "closely connected" to a board member, member of staff or involved resident includes family members and persons with whom the individual has a close association.
- 14 A "family member" should be given a very wide meaning and include persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or in law.
- 15 The Terminology section gives detailed guidance on defining the terms "family member" and "close connection".
- 16 Board members, staff and involved residents are not expected to research into the employment, business interests and other activities of all persons with whom they are "closely connected". However, they must not ignore the existence of interest which, from the point of view of a reasonable and objectives observer, they should have been aware.

When to declare

- 17 No written guidance is likely to cover all circumstances in which an interest should be declared. Board members, staff and involved residents should be advised, when in doubt to seek advice from the company secretary or

equivalent. If doubt remains, the advice would always be to declare the matter.

- 18 Board members, staff and involved residents should be required to ensure that where an item of business arises – at a board, committee, panel or other meeting – in which they or a person closely connected to them has an interest, however slight, this is notified to the chair of the meeting. This applies whether or not the interest has already been entered in the register. Where the individual with an interest to declare is the chair, he or she should be required to notify the meeting.
- 19 Wherever possible, interests should be declared at the start of the meeting as an initial agenda item. There may, however, be occasions when an individual's interest becomes apparent only when the item is under consideration. In such a case the individual should declare his or her interest as soon as the interest becomes apparent. Any and all interests declared, before or during the meeting, should be recorded in the minutes.
- 20 Involved residents, and board members or staff who are residents of the association, should regard matters specifically concerning their individual circumstances as a clear and substantial conflict of interest. Matters affecting neighbours or other individual residents or groups or residents with whom the individual has a close association should also be regarded as a conflict. Matters affecting residents more generally need be declared only where they create a specific conflict of interest.

Dealing with declarations

- 21 Where the declared matter represents a clear and substantial conflict of interest – for example, where it is a financial interest or where a personal benefit may arise or be seen to arise – the individual should offer to remove him or herself from the meeting for the duration of the item. They should only remain if the meeting decides that it is appropriate and the meeting's decision in this regard is recorded in the minutes.
- 22 Where the individual is invited to remain, he or she should refrain from participating in the discussion and in any decision. If the individual is invited to participate in the discussion, this should be minuted. As a general rule, all action taken to prevent any conflict of interest from arising should be recorded in the minutes.
- 23 The register of interests, maintained by the company secretary and available for public inspection, should state the interest and by whom it was declared but does not need to include potentially sensitive detail.
- 24 Charities should have regard to Charity Commission guidance on conflicts of interest for charity trustees. Companies should have regard to the Companies Act 2006 (s175).

Declaration of Interests

This form should be completed annually and any time when a new matter to be declared arises.

This should be read in conjunction with:

- Employee Code of Conduct
- Anti-Bribery and Corruption Policy
- Conflict of Interest Policy
- Anti-Money Laundering Policy
- Anti-Fraud Policy
- Gifts & Hospitality Policy

A conflict of interest in the workplace is defined as a situation whereby a person's personal interests or interest with another body and those of Plus Dane Housing Limited (Plus Dane) conflict or appear to conflict with each other, e.g. a conflict could be a decision based on personal or other gain and is not to the betterment of Plus Dane.

Potential or actual conflicts of interest could take the following forms, e.g. direct financial gain or benefit to the employee, indirect financial gain, conflict of loyalties, gifts and/or hospitality, donations, sponsorship.

Situations can include, for example, the employment of a connected person, the housing of a relative, an interest in any property being purchased by Plus Dane etc. Plus Dane has policies in place to guide on process and procedure and to provide assurance, for example, around the selection and recruitment of staff or procurement of products and services.

Please be aware that it is your duty as an employee (employee refers to full time, part time, casual, permanent, temporary or volunteer, and includes Plus Dane Board Member, Plus Dane Committee Member and Plus Dane Independent Committee Member, Director or Officer or Partner) to update this declaration if your circumstances change.

Any fields that do not apply should be answered 'N/A' or if you have no interests in a particular category insert 'NIL'. Completed forms will be recorded in the Plus Dane register of interests.

Employee details

(Employee refers to full time, part time, casual, permanent, temporary or volunteer, and includes Plus Dane Board Member, Plus Dane Committee Member and Plus Dane Independent Committee Member, Director or Officer or Partner)

Name	
Your position within Plus Dane – please list all that apply	
Please select your role from the list (delete those not appropriate)	Employee (permanent or temporary) Volunteer Board or Independent Member

Declaration of compliance

I declare that I have read and understood the Plus Dane Code of Conduct and agree to comply with it in full. In accordance with the Code, I make below a full declaration of all interests which may, or may be perceived to, conflict with my position with Plus Dane.

Categories of Interest	Answer
<p>Are you or any person connected with you a tenant, leaseholder or licensee of accommodation owned or managed by Plus Dane? or Do you or any connected person have any interest in property owned or managed by Plus Dane?</p> <p>Note: a person is connected with you (a connected person) if:</p> <ul style="list-style-type: none"> • they are a family member (for example: grandparent; parent; parent-in-law; step-parent; grandchild; child (including step- and foster-children); sibling; cousin; uncle; aunt; nephew; niece; spouse; partner); or • they are a person who could reasonably be regarded as similarly to family members even where there is no relationship by birth or in law; or • they are person with whom you otherwise have a close association (such as a close friendship or close business relationship). <p>You are not required by Plus Dane policy or this form to make</p>	<p>YES/NO</p>
<p>extensive enquiries into the interests of your extended family and friends – we only need to know of those interests of which you are aware or ought reasonably to be aware.</p>	
<p>If you have answered ‘Yes’ to the above please provide details – including name, address and relationship</p>	

Are you seeking accommodation from Plus Dane?	YES/NO
Do you use in a personal capacity any of the contractors or consultants which you know are on the Plus Dane approved list?	YES/NO
Are you in any other paid employment (secondary employment)? If yes, please give details (below) including the number of hours worked per week. Plus Dane has a responsibility to ensure that you do not breach the EU Working Time Directive.	YES/NO
Are you, or any person connected with you: <ul style="list-style-type: none"> • Employed within Plus Dane or elsewhere within social housing; or • Any other sector related to social housing; or • Within Liverpool City Council, Cheshire East, Cheshire West and Chester, Sefton, Knowsley, Halton and/or Warrington If you have answered 'Yes' please provide details below: 	YES/NO
Are you, or any person connected with you, a member of the Board or of any Committee of: <ul style="list-style-type: none"> • any other registered provider of social housing or housing related organisation or any associate, subsidiary or parent of any other registered provider of social housing; • any other not-for-profit organisation; or • any other company, body corporate or business? If you have answered 'Yes' please provide details below:	YES/NO

Details of the Declaration

Please give details of whom this declaration concerns – you, a family member, friend

or other person

<p>Describe the actual or potential conflict of interest, stating for instance whether it relate to:</p> <p>(a) An employment matter</p> <p>(b) A business matter</p> <p>(c) A company directorship</p> <p>(d) Land or property</p> <p>(e) A tenancy or leasehold matter</p> <p>(f) Membership of an organisation or society</p> <p>(g) A position of public responsibility</p> <p>(h) Other</p>	
Give further details of any firm, business, agency, society or other organisation involved	
Give details of any payment, benefit, transaction, contract, property, land, that is involved (with details such as date, location and sums involved)	
Give details of any job application or other employment matter that is involved	
Give details of any tenancy or leasehold matter, application for housing etc. that is involved	
Please add any further details about the matter you are declaring	
<p>If you are a Board or Independent Member please continue to the questions below. If you are a member of staff (temporary or permanent) or a volunteer, please proceed to the declaration at the bottom of this form.</p>	
<p>The following questions are to be answered by Board or Independent Members.</p>	
<p>Please be aware that, in line with the NHF Code of Governance, any declarations must be made publicly available on request.</p>	

<p>Are you, or any person connected with you an officer or elected member of any government body or local authority?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>
<p> </p>	
<p>Do you, or any person connected with you, have any interest in a business or firm or organisation that has contracted with Plus Dane, is on one of Plus Dane's approved panels or which supplies goods and/or services for Plus Dane, whether on a continuous basis or from time to time?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>
<p> </p>	
<p>Are you or any person connected with you a member of a political party, or lobbying group or recognised trade union or any society, membership of which is not open to the public?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>
<p> </p>	
<p>Do you have any interest as an owner or controller of more than two per cent of the shares of a publicly listed company?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>
<p> </p>	
<p>Do you have any interest as an owner or controller of more than ten per cent of any company?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>
<p> </p>	
<p>Do you have any interest as a director or officer of a body, body corporate or firm which is not covered by any other category?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>
<p> </p>	
<p>Do you have any other interest or loyalty that might reasonably or does conflict with your duties as a Board/Committee Member within the Group?</p> <p>If you have answered 'Yes' please provide details below:</p>	<p>YES/NO</p>

I declare that I am not undischarged bankrupt or subject to any undischarged compositions or arrangements with my creditors Please provide details below:	I AM NOT/ I AM
I declare that I am not disqualified for any reason from acting as a company director or charity trustee or an officer of a registered provider of social housing Please provide details below:	I AM NOT/ I AM
I declare that I am not for any other reason ineligible to be a Board Member of the organisation pursuant to the constitution Please provide details below:	I AM NOT/ I AM
I declare that I am not ineligible under the fit and proper person requirements to have the control and management of a charity, as required by HM Revenue and Customs Please provide details below:	I AM NOT/ I AM
I declare that I have not been convicted of any indictable offence, or any offence involving deception or dishonesty, unless the conviction is legally regarded as spent Please provide details below:	I HAVE NOT / I HAVE
I declare that I have not been convicted of any offence that would be likely to bring Plus Dane into disrepute or might be incompatible with the position of Board Member HAVE Please provide details below:	HAVE / I
I declare that I am not in dispute or in breach of any agreement with	I AM

the Company or any Plus Dane members. Please provide details below:	NOT / I AM

I confirm that, to the best of my knowledge:

- the information contained in this declaration is complete and accurate; and
- I am not aware of any conflicts, other than those contained in this declaration, that exist between my role with Plus Dane and my personal or other interests.

I undertake to:

- review this declaration at least once in every 12-month period and update it if necessary;
- update this declaration as and when my circumstances change; and
- declare promptly any conflict that arises in the future.

Signed	
Position	
Date	