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# Conflict of Interest Policy

*Approved by the Board on 26/10/2021*

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## Introduction

These conflict-of-interest procedures and measures are designed to ensure that Directors engaged in different business or other activities involving a conflict or potential conflict of interest carry on those activities at a level of independence, appropriate to the size and activities of the Community Foundation Ireland (The **Foundation**) and the nature, scale, and complexity of its business.

Where the adoption or the practice of these measures and procedures does not ensure the requisite degree of independence, The Foundation must adopt such alternative or additional measures and procedures as are necessary and appropriate for those purposes.

For the purposes of identifying the types of conflict of interest that arise in the course of The Foundation's activities and whose existence may damage its interests, The Foundation takes into account, by way of minimum criteria, the question of whether a Director is in any of the following situations:

- I. that Director is likely to make a financial gain, or avoid a financial loss, at the expense of The Foundation
- II. that Director has an interest in the outcome:
  - a. of a service or an activity provided to The Foundation; or
  - b. of a transaction carried out on behalf of The Foundation, which is distinct from The Foundation's interest in that outcome
- III. that Director has a financial or other incentive to favour the interest of another Director or organisation over the interests of The Foundation
- IV. that Director carries on the same activities for The Foundation and for another organisation
- V. that Director receives or will receive an inducement in relation to services provided to The Foundation, in the form of monies, goods or services
- VI. that Director is voting in relation to a contract or potential contract which involves someone connected to the Director (i.e., child, spouse, related Company)
- VII. that Director is involved in a transaction with another Director of The Foundation

The Foundation, when identifying the types of conflict of interests, considers the interests of The Foundation and the duty of The Foundation towards its stakeholders and clients.

## The Duties of Directors concerning Conflicts of Interests or potential Conflicts of Interest

Directors should refuse all gifts of a value over €100 in respect of their role with The Foundation.

We are asking Directors to declare their interests when an actual or a potential conflict arises. The Chairman and/or Company Secretary should be notified of any actual or potential conflicts of interest.

The Conflict-of-Interest Policy will be circulated regularly (at least annually) to the Directors.

### What to do if you face a Conflict of Interest

Where any Director faces a conflict of interest or potential conflict of interest, including those outlined above and is personally involved or is related to any person who may be the subject or have a direct involvement in a matter which is before the Board for consideration, that Director shall disclose to the Board the fact of that relationship and the nature thereof at the meeting of Directors where the matter is considered or if the Director subsequently has an interest.

Once the disclosure is made at the Directors' meeting, the other Directors at that meeting shall determine whether the conflicted Director may participate and vote in any decision in respect of that interest.

Where a question arises as to whether or not a case relates to the interests of a Director, or a person or body connected with that Director, the Chairperson should determine the question.

Failure to disclose an interest in accordance with this policy may result in disciplinary action by the Board and may include removal from the Board.

A record of the nature of conflict is recorded in the Conflict-of-Interest register.

## Declaration of Interests

All payments or benefits to Directors are considered to be material and will be reported in The Foundation's accounts and annual report in accordance with the Charities SORP. The information to be disclosed includes:

- I. the name(s) of the transacting related party or parties
- II. a description of the relationship between the parties (including the interest of the related party or parties in the transaction)
- III. a description of the transaction
- IV. the amounts involved
- V. outstanding balances (or provision for doubtful debts) with related parties at the balance sheet date
- VI. any amounts written off from such balances during the accounting year; and
- VII. any other elements of the transactions which are necessary for the understanding of the accounts

## Data Protection

Any information provided, pursuant to this policy, will be processed in accordance with our Data Protection Policy. Data will be processed only to ensure that Directors act in the best interests of The Foundation. The information provided will not be used for any other purpose.