

RTPI Trustees Declaration of Interests and Register of Interests

**1.0 Trustee Duties and Responsibilities**

**1.1** Conflicts of interest affect all charities, they can lead to decisions that are not in the best interests of the charity and which are invalid or open to challenge. Conflicts of interest can also damage a charity’s reputation or public trust. Trustees’ personal and professional connections can bring benefits to the work of a charity, and they may form part of the reason why an individual has been asked to be a Trustee. The existence of a conflict of interest does not reflect on the integrity of the affected trustee, so long as it is properly addressed.

**1.2** Trustees have a legal duty under the Trustee Act 2000 to act only in the best interests of the charity. The Charity Commission expects them to take appropriate steps in line with this.

**1.3** Trustees are also required by the Institute’s governing documents to exercise their powers only in furtherance of the objectives of the Institute and in accordance with the Institute’s Charter and Bye-laws. These governing documents also lay down rules for the conduct of Trustees including how conflicts of interest should be dealt with.

**1.4** The Charity Commission guidance states that to act only in the best interests of the charity, trustees must not put themselves in a position where their duties as a trustee may conflict with a personal interest. The guidance suggests using the following steps;

* **IDENTIFY** Individual trustees have a responsibility to declare conflicts of interest that affect them, and the Institute should have in place strong systems to identify conflicts of interest.
* **PREVENT** Trustees must consider the issue of the conflict of interest so that the effect on decision making is eliminated. A particular course of action can be avoided, or the conflict removed altogether.
* **RECORD** Trustees should record conflicts of interest and how they have been handled and where permitted trustee benefits should be disclosed.

**1.5** Legal Consequences. Failure to act properly where there is a conflict of interest is a breach of trustee’s legal responsibilities. A transaction affected could be challenged by the Charity Commission or by an interested party. In some circumstances the transaction may be unsafe and capable of being invalidated or, in the worst case, might be void from the start. Where a trustee has not acted properly, they may have to repay any sums paid by the charity or make up a loss to the charity.

**1.6** Regulatory Consequences. The regulatory consequences of a decision which is subject to a conflict of interest largely depend on the nature and severity of the conflict, its impact on the charity, and the ability of the trustees to remedy the situation and operate in line with their duties. The Charity Commission will intervene where it has concerns about trustee misconduct or mismanagement or if there is a risk to charity property.

**2.0 Trustee Declaration of Interests Form**

I [insert name] have set out below my interests in accordance with the Institute’s Conflict of Interest Policy:

|  |  |
| --- | --- |
| **Category** | **Details of the interest and whether it applies to yourself or where appropriate, a connected person** |
| Current employment and any previousemployment in which there is a continued financial interest. |  |
| Appointments over the last five years to organisations, charities or voluntary bodies, paid or unpaid, including trusteeships, directorships, LLP partnerships, local authority membership, tribunals or committee membership. |  |
| Membership of any professional bodies, special interest groups or mutual supportorganisations (excluding trade unions and political parties). |  |
| Investments in companies, partnerships andother forms of business, in which you or a connected person have major shareholdings, (>£25k market value or 1% of the share capital), or significant beneficial interest. Excluding funds held in a pension fund. |  |
| Any connected or contractual relationship with the RTPI for the supply of goods and services now or in the last twelve months. |  |
| Ownership of any property that could create a conflict of interest, excluding a main residential address unless an income is derived from it. |  |
| Any other conflicts that are not covered above where there could be perceived to be conflicts of interests. |  |
| Any other people, organisations, companies or institutions with whom you are a connected person (see 3.3 below) and not already referred to on this form. |  |
| Gifts or hospitality in relation to your position as a Trustee not already declared offered by external bodies or an RTPI supplier and whether this was declined or accepted in the last twelve months |  |

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided as changes occur, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed:……………………………………………………………………. Dated:……………………

**3.0 Reference Information**

## Payment of Trustees:

As set out in the charter Trustees may only be paid expenses and to carry out APC assessments (where agreed in advance by the Board).

### **3.1 Extract from: RTPI Royal Charter**

***Income and property*** *4. The income and property of the Chartered Institute wheresoever derived shall be applied solely towards the promotion of the objects of the Chartered Institute as set forth in this Our Charter, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Institute and save as hereinafter provided no Trustee shall be appointed to any office of the Chartered Institute paid by salary or fees or receive remuneration from the Chartered Institute: provided that nothing herein contained shall prevent the payment in good faith by the Chartered Institute:
(a) of reasonable and proper remuneration and expenses to any member or employee of the Chartered Institute (not being a Trustee) in return for services actually rendered or reasonable and proper pensions to former employees of the Chartered Institute or their dependants;
(b) to any Trustee who acts as an examiner, assessor or invigilator at or in connection with examinations of the Chartered Institute of reasonable fees for work of that nature done by the Trustee when instructed by the Board of Trustees to act on behalf of the Chartered Institute but on condition that:
(i) at no time may a majority of the Board of Trustees benefit under this provision; and
(ii) a Trustee must withdraw from any meeting whilst his or her appointment or remuneration is being discussed;
(c) of reasonable and proper interest on money borrowed by the Chartered Institute from a member for the objects of the Institute;
(d) of reasonable and proper out of pocket expenses incurred by any member or Trustee on behalf of the Chartered Institute;
(e) of all reasonable and proper premiums in respect of Trustees’ indemnity insurance effected in accordance with Article 9 of this Our Charter*

## Process when a conflict of interest arises:

Trustees should declare any relevant interests at the start of the meeting and all agendas have a standing item to enable disclosure; The Bye-Laws set out the process to be followed where a conflict arises:

### **3.2 Extract from: RTPI Bye-Laws**

***Declaration of Interests***

*75. A Trustee must declare the nature and extent of:*

* 1. *any direct or indirect interest which they have in a proposed transaction or arrangement with the Chartered Institute; and*
	2. *any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Chartered Institute or their duties to the Chartered Institute.*

***Participation in decision-making***

1. *If a Trustee’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Chartered Institute, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.*
2. *If a Trustee’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Chartered Institute, they may participate in the decision making process and may be counted in the quorum and vote unless:*
	1. *the decision could result in the Trustee or any person who is Connected with them receiving a benefit other than:*
		1. *any benefit received in their capacity as a beneficiary of the Chartered Institute and which is available generally to the beneficiaries of the Chartered Institute;*
		2. *the payment of premiums in respect of indemnity insurance effected in accordance with Clause 4(e) of the Charter;*
		3. *payment under the indemnity set out at Bye-law 105; and*
		4. *reimbursement of expenses in accordance with Clause 4(d) of the Charter; or*
		5. *(except as prohibited by Clause 4(b) of the Charter) a majority of the other Trustees participating in the decision-making process decide to the contrary, in which case they must comply with Bye-law 78.*
3. *If a Trustee with a conflict of interest or conflict of duties is required to comply with this Bye-law 77, they must:*
	1. *take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;*
	2. *not be counted in the quorum for that part of the process; and*
	3. *withdraw during the vote and have no vote on the matter.*

**3.3 Charity Commission Definition of a Connected Person**
This means family, relatives or business partners of a trustee, as well as businesses in which a trustee has an interest through ownership or influence. The term includes a trustee’s spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, as well as businesses where a trustee or family member holds at least one-fifth of the shareholding or voting rights.

**3.4 Other Reference Materials**

The RTPI Conflicts of Interest Policy

The RTPI Gifts and Hospitality Policy

[Conflicts of Interests A Guide For Charity Trustees – The Charity Commission](https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29/conflicts-of-interest-a-guide-for-charity-trustees)

**4.0 Questions**

If you are unsure as to whether an interest or relationship you hold constitutes a potential conflict of interest then you are encouraged to err on the side of caution and include it.

If you have any questions on the declarations process or require further clarification please contact the governance team at governance@rtpi.org.uk