



The Association of British Riding Schools (ABRS) is a national member body for riding school, trekking and livery businesses. The ABRS requires that conflicts of interest and the appearance of a conflict of interest are openly, fully and correctly managed. This policy is designed to help trustees, officers, employees and volunteers of the ABRS identify situations where potential conflicts of interest may exist and provide the ABRS with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the ABRS operations. Trustees of the ABRS should also refer to Articles 7, 8, 9, 50 & 65 of the ABRS' Memorandum & Articles of Association and the Charity Commission's Guide to Trustees on 'Conflicts of Interest' (CC29).

Definitions

The following terms are used within this Policy:

- An "Interested Person" is any person serving as an officer, employee or member of the Board of Trustees of the ABRS or a major donor to the ABRS or anyone else who is in a position of control over the ABRS who has a personal interest that is in conflict with the interests of the ABRS.
- A "Family Member" (also referred to as a "connected person" in the Articles of Association of the ABRS) is:
 - A child, parent, grandchild, grandparent, brother or sister of an interested person or
 - The spouse or civil partner of the interested person or of any person.
- A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organisation. The making of a gift to the ABRS is not a Contract or Transaction per se and refer to the section below headed 'Gift, Gratuities and Entertainment.

Conflict of Interest

For purposes of this policy, a person with a conflict of interest is referred to as an "interested person". The following circumstances shall be deemed to create a Conflict of Interest:

- A trustee, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the ABRS for goods or services.
- A trustee, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between the ABRS and an entity in which the trustee, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- A trustee, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the ABRS.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the ABRS. All such circumstances should be disclosed to the Chair of Board of Trustees and a decision made as to what course of action the organisation or individuals should take so that the best interests of the ABRS are not compromised by the personal interests of stakeholders in the ABRS.

Examples of Conflicts of Interest are at **Annex 1** to this Policy

Gifts, Gratuities and Entertainment

Accepting gifts, entertainment or other favours from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favour does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the ABRS.

Procedures

The following procedures shall be used to prevent or manage Conflicts of Interest:

- Prior to Board or committee action on a Contract or Transaction involving a Conflict of Interest, a trustee or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If Board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- A trustee or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the Chair of the meeting all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Trustees of the ABRS has a conflict of interest when he or she stands for election or re-election as Trustee or Officer.
- Interested Persons who are not members of the Board of Trustees of the ABRS, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such

disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect the ABRS participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full Board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

Confidentiality

Each trustee, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of the ABRS. Furthermore, trustees, officers, employees and volunteers shall not disclose or use information relating to the business of the ABRS for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

Review of Policy

This policy shall be reviewed every three years by a person (or persons) appointed by the Board of Trustees. Any changes to the policy shall be communicated to all trustees, officers, staff and volunteers.

Annually each trustee, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which she he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another organisation, or ownership of a business that might provide goods or services to the ABRS. Any such information regarding the business interests of a trustee, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

APPENDIX 1

A conflict of interest arises in the workplace when an employee has competing interests or loyalties that either are, or potentially can be, at odds with each other. A conflict of interest causes an employee to experience a struggle between diverging interests, points of view, or allegiances. Conflicts of interest are generally forbidden in company codes of conduct and / or employee handbooks.

Examples of Potential Workplace Conflicts of Interest

These are examples of situations in which an employee might experience a conflict of interest:

- A relative or close friend reports to a supervisor who affects their job responsibilities, pay, and promotions.
- A manager dates an employee who reports to him.
- A lawyer represents a client in a civic dispute while accepting fees from litigants who hold the opposing point of view.
- A purchasing agent hires his brother-in-law to provide vending services to the company lunch areas.
- An employee starts a company that provides similar services to similar clients as those of her full time employer.
- An employee who is a member of a company employee selection team fails to disclose that he is related to a job candidate whom the company team is considering for a position.
- A manager provides paid consulting services on the weekend to a company customer or supplier.
- An employee works part time in the evening for a company that makes a product that competes with the products of his full time employer.
- A member of the company board of directors accepts fees and provides advice to a company that is in direct competition with the company on whose board of directors he sits.
- An HR director decides to investigate a charge of sexual harassment, using internal resources she controls, against a fellow corporate executive whom she has known and worked with professionally for years.
- A member of the company board of directors provides services to the company which could compromise integrity in decision making.