

ENGLAND NETBALL

	Conflicts of Interest Policy	
	Responsible Officer	Company Secretary
	Group Owner	Board
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England Netball is charged with maintaining procedures for managing “potential and actual conflicts of interest, including financial interest” and mitigating the risks resulting from them. As such, each board director and employee is required to declare to England Netball any situations where private interests and duties may conflict with their role and responsibilities at England Netball. Also, the International Standard of Auditing 550 (ISA 550) requires auditors to obtain an understanding of related party relationships and related party transaction. The relevant sections of this policy will form part of the employment contracts for employees.

This conflict of interest policy (including related parties) is designed to:

- help board directors and employees of England Netball to identify situations that present potential conflicts of interest between themselves and/or a related party and England Netball
- identify England Netball’s related parties and the nature of the relationships between England Netball and these related parties including whether England Netball has entered into any transactions with these related parties.
- provide England Netball with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in England Netball operations.

Conflict of Interest.

For the purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest or give rise to a potential conflict of interest:

1. **Financial Interest:** When a board director or employee (or a related party to them):
 - a. is a party to a contract or involved in a transaction with England Netball for goods or services.
 - b. has a material financial interest in a transaction between England Netball and an entity in which the board director or employee (or a related party to them) is a board director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. is engaged in some capacity or has a material financial interest in a business or enterprise that competes with England Netball.
2. **Netball Activity:** When a board director or employee (or a related party to them):
 - a. works for Sport England,
 - b. chairs/leads/influences another National Governing Body
 - c. chairs/leads/influences a County or Region
 - d. chairs/leads/influences an international association governing netball
 - e. chairs/leads/influences a Superleague Franchise

- f. chairs/leads/influences a club
 - g. could be seen to derive a competitive or financial advantage for themselves or a third party through access to EN's commercially sensitive information or association with the England Netball brand.
 - h. Could be seen to be sharing their own views as those of England Netball.
3. **Gifts and Hospitality:** Accepting gifts, hospitality or other favours from individuals or entities can also result in a conflict interest. England Netball has an Anti-Bribery Policy to which board directors and employees must comply when considering accepting gifts, hospitality or other favours irrespective of the value.
 4. **Other:** Other situations may create the appearance of a conflict or could be interpreted as an ability to have an influence over the activities or finances of England Netball.

Related Party

Under the Financial Reporting Standard 8 (FRS 8) a related party is:

- a. An individual or entity that controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries)
- b. An individual or entity that has an interest in the entity that gives it significant influence over the entity (say shareholding with more than 20%) or has joint control over the entity
- c. An associate or joint venture of the entity
- d. Directors and key management personnel of the entity or its parent
- e. A close family member* of any individual referred to above
- f. An entity that is controlled, jointly controlled or significantly influenced by any individual referred to above
- g. A pension scheme for the benefit of employees of the entity or of any entity referred to above

*Family members or members of the same household, who may be expected to influence or be influenced by that person in their dealings with England Netball. This would normally include a person's spouse, parent, child (adult or minor), brother, sister and the spouse of any of these (please note that this is not exhaustive).

Identifying, Reporting and Recording a Conflict of interest

- Each board director and employee shall be provided with and asked to review a copy of this Policy and complete the Conflict of Interest Declaration Form as they become a board director or employee.
- Employees are required under the terms of their Contracts of Employment to seek permission before undertaking any outside employment.
- On an annual basis the Company Secretary will seek completion of the Conflict of Interest Declaration Form by all board directors and members of the executive team. Failure to complete the form could result in the suspension of all or part of the duties of the individual.
- On an annual basis confirmation will be sought from employees that their or their related parties' circumstances haven't changed to give rise to an actual or potential conflict of interest. The assumption of no change will be made from a non-declaration by the employee; the Conflict of Interest Declaration Form will only need to be completed if the circumstances have changed and do give rise to a potential or actual conflict of interest.
- If at any point the circumstances of a board director changes resulting in a conflict of interest arising, they should inform the Company Secretary.
- If at any point the circumstances of a member of the executive team changes resulting in a conflict of interest arising, they should inform the Company Secretary and HR & People Development Manager .
- If at any point the circumstances of an employee changes resulting in a conflict of interest arising, they should inform the HR & People Development Manager.

- 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 the Company Secretary (if board director or member of the executive team) and/or HR & People Development Manager (executive team and other employees). For board directors and members of the executive team the Nominations Committee will determine whether there is a conflict of interest. For staff the HR & People Development Manager in conjunction with the appropriate member of the executive team will determine whether there is a conflict of interest.
- All conflicts of interest will be logged on a declaration of interests register.

Addressing a Conflict of Interest

- Once a conflict of interest has been disclosed for an employee, the HR & People Development Manager in conjunction with the appropriate member of the executive team will judge whether the interests of the Company could be harmed as a result. For a board director or member of the executive team, the Nominations Committee will judge whether the interests of the Company could be harmed. There are three responses following a declaration:
 - a. No action other than the process of open declaration.
 - b. Partial exclusion. The person can engage in discussions or provide advice to meetings about a specific topic, contract or transaction but is excluded from developing recommendations and decision making or they are given restrictions in the activity or role that is causing the conflict.
 - c. Complete exclusion. The person can have no input to a specific topic, contract or transaction or they are instructed to refrain from the activity or role which is causing the conflict.
- An employee will be informed in writing if they are to be partially or completely excluded from meetings about a specific topic, contract or transaction or an activity or role disclosed in their Conflict of Interests Declaration Form. They will have the right to appeal the decision in writing to the CEO. If an employee does not comply with the partial or complete exclusion, the England Netball Disciplinary Policy and Procedure for employees and workers will be followed.
- A board director or member of the executive team will be informed in writing if they are to be partially or completely excluded from meetings about a specific topic, contract or transaction or an activity or role disclosed in their Conflict of Interests Declaration Form. They will have the right to appeal the decision in writing to the Senior Independent Director. If a member of the executive team does not comply with the partial or complete exclusion, the England Netball Disciplinary Policy and Procedure for employees and workers will be followed.

Procedure for Managing a Conflict

- A board director or employee who plans to attend a meeting at which they have reason to believe that the meeting will act on a matter in which they have a Conflict of Interest must declare the Conflict of Interest to the meeting at the start of the meeting. Such disclosure shall be reflected in the minutes of the meeting. The individual's level of participation in the meeting will be determined by whether they are partially or completely excluded from inputting on a specific topic, contract or transaction.
- If a conflict of interest for an employee or board director arises unexpectedly during a meeting, they must declare it immediately and the disclosure should be reflected in the minutes of the meeting. The individual should have no input on the specific topic, contract or transaction.
- A board director or employee who plans not to attend a meeting at which they have reason to believe that the meeting will act on a matter for which they have 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.

Confidentiality

Each board director and employee 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 England Netball. Furthermore, board directors and employees shall not disclose or use information relating to the business of England Netball for their personal profit or advantage or the personal profit or advantage of any related parties.

Any such information regarding the business interests of a board director or employee, or a related party thereof, shall be treated as confidential. For board directors and members of the executive team, this information shall generally be made available only to the Chair, the Company Secretary, the Nominations Committee, the Finance and Audit Committee and anyone else they consider necessary to address the Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy. For the executive team and employees, this information shall generally be made available only to the HR Department, the relevant member of the executive team, the Company Secretary and anyone else they consider necessary to address the Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Appendix 1

DECLARATION OF INTERESTS FORM

GUIDANCE NOTES

The organisation is charged with maintaining procedures for dealing with '*potential and actual conflicts of interest, including financial interest*'. As such, each employee is required to declare to the Company any situations where private interests and duties to the Company may conflict.

If you are in doubt about an interest which you feel may conflict, ask yourself:

- ◆ Am I or might I be in a position where my family/friends or I could gain from the connection between my private interests and my employment or Directorship of the Company?
- ◆ Do I have access which could influence purchasing decisions?
- ◆ Could my outside interests be in any way detrimental to England Netball or the Members' interests?
- ◆ Could my outside interests be considered as an extension of my England Netball role by others?
- ◆ Does my outside interest present a direct conflict with the views of England Netball ?
- ◆ Do I have any other reason to think that I may be risking a conflict of interest?

Please also note that employees are required under the terms of their Contracts of Employment to seek permission before undertaking any outside employment. They must also ensure that any outside employment does not conflict with their work at the Company or be detrimental to it. To this end, employees are required to notify the HR & People Development Manager if they think that they be risking a conflict of interest in this area, who will in conjunction with the appropriate Executive Director judge whether the interests of the Company could be harmed.

Procedure:

- ◆ All new employees will be asked to make a declaration as part of the appointment process and these will be held on the employee's personnel file.
- ◆ Access will be restricted to the Human Resources Department, Line Manager, Executive Director and the Chief Executive.

- ◆ Should an employee become involved with any potential conflicting interest during the year, it is their responsibility to inform the HR& People Development Manager immediately.

- ◆ Should an employee have any financial interest, direct or indirect, in any matter being considered at a meeting it is their responsibility to disclose this either at the meeting or as soon as possible after the meeting and to withdraw from the meeting during the consideration of the matter.

- ◆ All employees will be contacted annually in April with a request to complete a new declaration if their circumstances have changed from those originally declared on appointment.

Please complete the online form here <https://forms.office.com/r/pPAGcLYESj>