



Irish Centre for European Law

## **CONFLICT OF INTEREST POLICY**

### **1. Purpose**

The purpose of this policy is to assist Board members of ICEL, in their capacity as charity trustees, and members of the Committee and Sub-Committees, to effectively identify, record and manage any conflicts of interest in order to protect the integrity of ICEL and to ensure that the charity trustees and members of Committees and Sub-Committees act in the best interest of their charity.

This policy adds to and does not alter Part XII, Article 83 of the Constitution of ICEL.

### **2. Objective**

The Board of Directors of ICEL (“the Board”) aims to ensure that the charity trustees and members of Committees and Sub-Committees (collectively, “decision-makers”) aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure that they effectively manage those conflicts of interest as representatives of ICEL.

### **3. Scope**

Subject to Clause 8, this policy applies to the trustees of ICEL, being the Board, and to members of Committees and Sub-Committees.

#### **4. Definition of conflicts of interests**

A conflict of interest is any situation in which a charity trustee's personal interests or loyalties could, or could be seen to, prevent the decision-maker from making a decision in the best interests of the charity. This personal interest may be direct or indirect, and can include interests of a person connected to the decision-maker.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

#### **5. Policy**

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the charity if they are openly and effectively managed. It is the policy of the ICEL as well as a responsibility of its decision-makers, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to ICEL.

ICEL will manage conflicts of interest by requiring decision-makers to:

- avoid conflicts of interest where possible
- identify and record any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

##### **5.1 Responsibility of the board of charity trustees**

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the charity;
- monitoring compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

##### **5.2 Responsibility of the Secretary**

The Secretary is responsible for including the following in the Agenda and Minutes of every meeting of the Board (and the secretary of each Committee for including the following in the Agenda and Minutes of every meeting of each Committee):

**Conflict of Interest Statement:**

NOTE: Any member of the Board, or a committee thereof or of a sub-committee, who has (or whose family member or business partner has) a pecuniary or other material interest in any matter which is the subject of consideration at a meeting at which the member is present, shall declare an interest in the matter and withdraw from the meeting for the duration of discussions or decision making on the matter. Every declaration of interest shall be recorded in the minutes.

**5.3 Identification and disclosure of conflicts of interest**

Any decision-maker who has a potential or actual, financial or other interest in a matter under discussion should declare their interest at the earliest opportunity. Even where the interest creates a perceived minimum risk of bias but might reasonably cause others to think it could influence that member's decisions, the nature of the interest should be declared.

If any decision-maker is in any doubt about whether they have a conflict of interest, they should consult with the chairperson.

If a decision-maker fails to declare an interest that is known to other members, another member may declare that interest at the meeting.

Once an actual, potential or perceived conflict of interest is identified, it must be entered into ICEL's register of interests, as well as being raised with the Board. The register of interests must be maintained by the Secretary of ICEL and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

**5.4 Confidentiality of disclosures**

The register of interests will be maintained confidentially and only the trustees of ICEL will have access to the register.

Trustees of the ICEL may seek information on the register of interests at any time.

## **6. Action required for management of conflicts of interest**

### **6.1 Conflicts of interest of members of the Board**

Once the conflict of interest has been appropriately disclosed, the Board, Committee or Sub-Committee (excluding the disclosing decision-maker and any other conflicted person) must decide by vote whether the interest affect the conflicted decision-maker's ability to act in the best interests of the Centre, or whether or not a conflicted decision-maker should:

- vote on the matter,
- participate in any debate, or
- be present in the room during the debate and the voting.

### **6.2 What should be considered when deciding what action to take**

- In deciding what approach to take, the relevant body will consider whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the charity's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted decision-maker) who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

### **6.3 Appropriate action**

- Where there is no conflict, it is suggested that the decision-maker should return to the meeting in their full capacity.
- Where the Board, Committee or Sub-Committee determines that the conflict is low-level, a potential conflict may be tolerated if certain actions are taken to protect the interests of the Centre (such as excluding the conflicted members's vote from relevant decisions).
- Where there is a serious conflict, a conflicted member should be excluded from the meeting and any decision-making related to the conflict.
- In exceptional circumstances, such as where a conflict is very significant or likely to prevent a decision-maker from regularly participating in discussions, it may be necessary for the

board or committee or sub-committee to consider whether it is appropriate for the person with the relevant conflict to resign from the said Board or committee or sub-committee.

## **7. Compliance with this policy**

If the Board has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may take action against the person. This may include seeking the person's resignation from the Board, Committee or Sub-Committee and/or from the ICEL.

If a person suspects that a decision-maker has failed to disclose a conflict of interest, they must notify the Board, Committee or Sub-Committee or any member of the Board, Committee or Sub-Committee, other than the decision-maker to whom the suspicion applies. Any notified Board member must raise this with the decision-maker in question and, if they deem it necessary, convene a Board, Committee or Sub-Committee meeting to raise the suspect failure to disclose with the Board, Committee or Sub-Committee

## **8. Other persons bound by this policy**

The provisions of this policy which apply to decision-makers shall apply, *mutatis mutandis*, to the Chief Executive with respect to the Centre.

## **Contacts**

For questions about this policy, contact the Secretary at [icel@tcd.ie](mailto:icel@tcd.ie).

By Order of the Board

28 October 2021