Imperial Society of Teachers of Dancing

IMPERIAL SOCIETY OF TEACHERS OF DANCING

Group Conflicts of Interest Policy and Procedures

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Conflicts of Interest Policy and Procedures

for

ISTD (The "Charity")

And its subsidiary companies

(Together the "ISTD Group")

1. Introduction

1.1 The aim of this policy document is to protect the integrity of the ISTD Group as a business and the integrity of its qualifications and assessments. The document is designed to provide guidance on the legal and regulatory requirements applying to the ISTD Group in relation to managing actual and potential conflicts of interest which may arise in relation to any of its activities (including the development, delivery, assessment and awarding of qualifications), and to set out the responsibilities of individuals covered by the policy to ensure that the ISTD Group meets the relevant requirements set by the Charity Commission and Ofqual in the Conditions of Recognition.

1.2 Conflicts of interest may arise where an individual's personal or family interests and/or loyalties can conflict with those of the Charity. The Charity's activities and those of its employees must be free from conflicts of interest that could affect their judgement and objectivity, particularly in relation to decisions the Charity takes as an awarding organisation. The Charity recognises that some individuals may take part in legitimate activities and work outside their role with the Charity, but any potential conflict of interest must be declared upon appointment, or promptly as and when they arise. The most important feature of the policy is the instruction that individuals should always disclose an activity if there is any doubt about whether it represents a conflict of interest.

2. Scope

2.1 This document:

(a) sets out the principles for identifying conflicts of interest.

(b) sets out the principles underpinning the management of conflicts of interest.

(c) sets out the responsibilities for managing conflicts of interest.

(d) outlines the procedures to mitigate potential conflicts of interest; and

(e) describes the action(s) which will be taken if the policy is breached.

2.2 The policy and procedures in this document apply to Trustees and Directors that sit on the Boards of the ISTD Group and to all staff employed, contracted, or otherwise engaged by the ISTD Group, and it extends to all the entities in the ISTD Group, as well as all other individuals and organisations who interact with the ISTD Group, such as contractors and Approved Dance Centres This includes individuals involved with any aspect of the design and development, marketing, sales, distribution, delivery, examining, quality assurance, awarding or any other activity for the Charity's qualifications and assessments, and supporting resources and services.

2.3 This document should be read alongside the Charity's Malpractice & Maladministration Policy, Sanctions Policy and the Approved Centre Agreement (as applicable).

2.4 Overall responsibility for the implementation of those policies and procedures set out in this document which relate to the requirements of the Charity Commission lies jointly with the Chief Executive Officer, the Policy and Governance Manager, and the Board of Trustees (Council).

2.5 With regard to the operation of the Charity as an Awarding Organisation, the individual with responsibility for the implementation of the relevant policy and procedures set out in this document is the Director of Examinations (the "**Responsible Officer**").

3. Definition of conflicts of interest

3.1 For the purposes of the policy and procedures set out in this document, a conflict of interest is defined as a situation in which an individual or organisation has or may be perceived to have competing interests or loyalties which could lead to a potentially subjective, biased or corrupt decision being made by that individual or organisation.

3.2 A conflict of interest exists in relation to the Charity, the ISTD Group and approved centres developing, delivering or awarding qualifications where:

(a) The Charity's interests in any activity which is undertaken by it, on its behalf by a centre, or by a member of the ISTD Group, has the potential to lead it to act contrary to its interests in the development, delivery and award of qualifications in accordance with regulatory requirements.

(b) A person who is connected to the development, delivery or award of qualifications

by the Charity has interests in any other activity which has the potential to lead them to act contrary to the development, delivery or award in accordance with regulatory requirements; or

(c) An informed and reasonable observer would conclude that either of these situations was the case.

3.3 More generally, there is the potential for conflicts of interest to arise in a number of other circumstances, for example where an individual:

(a) has a position of authority in one organisation that conflicts with their interests in another organisation (including two organisations within the ISTD Group).

(b) works for or carries out work on the ISTD Group's behalf, but may have personal interests in another business which either uses the ISTD Group products or services, or provides similar products or services; or

(c) has friends or relatives taking the Charity's assessments.

4. Policy: General Principles for Identification and Risk Management of Conflicts

4.1 The Charity is responsible for monitoring compliance with this policy and taking appropriate action when non-compliance is suspected or known to exist. The Charity is responsible for ensuring that all employees and individuals with a role relating to the development, delivery and awarding of the Charity's qualifications and assessment are aware of this policy and proactive in adhering to it.

4.2 The Charity must:

(a) ensure staff are trained to recognise existing or potential conflicts of interest at awarding organisation and centre level and are aware how to appropriately mitigate the associated risks.

(b) ensure conflicts of interest declared by awarding organisation staff are recorded, clearly stating how these conflicts have been appropriately mitigated.

(c) continuously monitor existing and potential conflicts of interest at awarding organisation level.

(d) ensure Approved Dance Centres are fully aware of their responsibility to declare and appropriately mitigate conflicts of interest that may arise.

(e) ensure conflicts of interest declared by Approved Dance Centres are recorded, clearly stating how these conflicts have been appropriately mitigated.

(f) maintain current internal and external conflict of interest registers, updating details and removing items as appropriate.

(g) provide advice and guidance to Approved Dance Centres on how to identify and mitigate conflicts of interest.

(h) monitor Approved Dance Centres' management of conflicts of interest through external quality assurance activities (e.g., moderation, external quality assurance visits); and

(i) take the necessary action to ensure the integrity of the assessment process is maintained when conflicts of interest cannot be avoided.

4.3 The individuals to whom this policy applies recognise and accept that they have a duty to identify, manage and mitigate potential conflicts of interest in line with the constitutional documents of the ISTD Group and this policy. Any potential conflicts must be raised as early as possible. If there is any doubt about a potential conflict of interest, please speak to the Responsible Officer.

4.4 In line with the contractual agreements in place within the ISTD Group, including the Centre Agreement, it is expected that centres will do the following:

(a) read and abide by the contents of this policy.

(b) adhere to any contractual agreement with the Charity in relation to conflicts of interest.

(c) establish, maintain, and comply with an appropriate conflict of interest policy in compliance with this policy and any other relevant policies and procedures of the Charity as may be amended from time to time.

(d) fully adhere to the policies and procedures relating to the identification, minimisation and mitigation of risks relating to conflicts of interest.

(e) notify the Charity promptly of any conflicts of interest which relate to it, including personal interests.

(f) take all reasonable steps to ensure that no conflict of interest which relates to it has an Adverse Effect[1]

[1] *"an act, omission, event, incident, or circumstance has an Adverse Effect if it (a) gives rise to prejudice to Learners or potential Learners, or (b) adversely affects (i) the ability of the awarding organisation to undertake the development, delivery or award of qualifications in a way that complies with its Conditions of Recognition, (ii) the standards of qualifications which the awarding organisation makes available or proposes to make available, or (iii) public confidence in qualifications"* (Ofqual).

(g) where a conflict of interest which relates to it has or is likely to have an Adverse Effect, to immediately notify the Charity and cooperate with any action taken by the Charity that seeks to mitigate the Adverse Effect as far as possible and correct it.

5. Role Specific Procedures

Trustees of the Charity

5.1 Each Trustee owes a duty of loyalty to the Charity and must always act in its best interests. Failure to do so may constitute a breach of trust and may result in the Trustee being personally liable. Trustees must act in accordance with the constitution of the Charity to manage situations where there may be a conflict of interest.

5.2 A conflict of interest can arise in relation to a Trustee or person connected to them. Where a conflict of interest arises for a Trustee because of circumstances affecting a connected person, it is the Trustee that must comply with this policy – not the connected person (unless the connected person is also a Trustee).

5.3 The following are typical examples where the Trustee concerned is likely to have a conflict of interest:

(a) The Charity wants new office premises, and a Trustee has some suitable premises to rent, and would expect to be paid for renting them.

(b) The Charity is advertising a job and one of the Trustees or a member of their family is considering applying; or

(c) Some Trustees of the Charity also sit on the board of one of its subsidiary companies and the Charity is considering partnering with that subsidiary company to deliver a new programme or entering into a framework agreement with that subsidiary company.

5.4 Trustees are required to declare any actual or potential conflict of interest. Upon joining the Board, Trustees must complete the Trustee Declaration of Interest Form at Appendix B which must thereafter be updated on an annual basis or when a Trustee becomes aware of a conflict.

5.5 Each agenda for Trustee meetings (or for a Trustee decision to be made outside a meeting) will include an item for declaration of interests and identification of any conflicts or potential conflicts of interest.

5.6 Prior to, or at the beginning of any Trustee decision making process (or committee meeting), Trustees must declare any interest in relation to matters on the agenda and whether or not they think this may give rise to a conflict of interest. Trustees

not attending the meeting or taking part in the decision-making process should declare any interest in advance to the Chair.

5.7 Apart from interests which the other Trustees ought reasonably to be aware, this policy requires that, to avoid uncertainty, all interests relevant to the agenda should be declared at each meeting. The declaration can be by oral notification to the Chair or by using the form attached as Appendix B.

5.8 A Register of Trustees' Interests ("Register") will be maintained by the Secretary or if none, the Chair, and be accessible to the Trustees. A model Register is attached at **Appendix C**.

5.9 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, that Trustee is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. This is a situation where there is a coincidence of interest, as opposed to a conflict.

5.10 If a Trustee has a conflict of interest which does not give rise to a direct or indirect benefit passing to them, the non-conflicted Trustees may by unanimous agreement, authorise the conflict and the conflicted Trustee can participate in the discussion, be counted in the quorum and vote on the matter.

5.11 Any uncertainty about whether a Trustee's interest or duty does in fact give rise to or can reasonably be regarded as giving rise to a conflict will be determined (without the interested Trustee being present) by a majority decision of the other Trustees taking part in the decision-making process. The interested Trustee cannot vote or be counted in the quorum in relation to the decision about whether their interest does or does not give rise to a conflict.

5.12 For the avoidance of doubt, the Trustees or certain persons connected to them cannot receive any benefits from the Charity except to the extent permitted by its constitution, the Charity Commission or the court.

5.13 The benefits permitted under the Charity's constitution are:

(a) Payment of interest on money lent to the Charity at a reasonable and proper rate per annum not exceeding 2% less than the published lending rate of a clearing bank to be selected by the relevant Trustee.

(b) Payment of fees, remuneration of other benefit in money or money's worth to any company of which a Trustee is the member holding not more than 1/100th in the issued capital of the company.

(c) Payment of reasonable and proper rent for property let by a Trustee.

(d) Payment of reasonable out of pocket expenses incurred by a Trustee.

(e) Purchase of indemnity insurance premiums in respect of trustee liability insurance.

(f) Payment of reasonable charges to a Trustee with specialist knowledge relating to the administration of the Charity when they are engaged by the Charity to act on its behalf; and

(g) Provision of an indemnity from the Charity against any costs, charges, losses, expenses and liabilities incurred by then in execution / discharge of their duties.

provided that at no time will a majority of the Trustees be in receipt of the benefits described above, that the Trustee receiving the benefit does not take part in the decision to grant the benefit, and subject to the Trustees (through the Council of Management) reviewing the continued provision of any such benefits on an annual basis.

5.14 **Appendix E** contains a definition of who is regarded as "connected" to a Trustee.

5.15 If a proposed benefit to a Trustee is not permitted under the constitution, legal advice should be obtained before proceeding. Trustees who are also involved with the development, delivery or awarding of qualifications by the Charity should have regard to the additional considerations set out at paragraph 6 and 7 below.

Directors of the Subsidiary Companies

5.16 The Charity may from time to time establish subsidiary companies and this policy will apply to the Directors of any such subsidiary company.

5.17 The Directors of a subsidiary company have a duty under Company Law to promote the success of the subsidiary company and to act in its best interest.

5.18 It is likely that some of the Directors of a subsidiary company will have a connection to the Charity (for example, they may be Trustees or employees of the Charity). It is important that such Directors uphold the independence of the subsidiary company from the Charity in line with the Charity Commission guidance on charities working with non-charities.

5.19 The articles of the subsidiary companies specifically authorise any conflict of interest (at subsidiary level) that arises from a Director's role within the Charity. Unless a Director has personal financial interest in the matter to be decided, a Director is entitled to take part in decision making, vote and be counted in the quorum.

5.20 Where a Director is otherwise conflicted in relation to any matter (e.g., in relation to any arrangement with a third party), this may be authorised by the Charity, as sole member, under and in accordance with the provisions under the subsidiary articles and company law (under section 175(5) of the Companies Act 2006), unless the Director has a personal financial interest.

5.21 In any case, the Directors of the subsidiary company will follow the process set out in paragraphs 5.4 to 5.11 above and references to "Trustees" will be read as references to "Directors".

5.22 The law relating to conflicts of interest for companies is complex. It is summarised in **Appendix A** for reference. Directors who are also involved with the development, delivery or awarding of qualifications by the Charity should have regard to the additional considerations set out at paragraphs 6 and 7 below.

6. Procedures for Identification of Conflicts of Interest

6.1 The Charity will carry out continuous monitoring of operations and employees to ensure that any conflicts of interest in relation either to the organisation's activities, or to the activities of employees and others working for the ISTD Group are identified and alleviated as soon as possible. This includes, for example, anything relating to training activities especially where examiners may be involved.

6.2 To do this, the Charity will carry out the following activities:

(a) In the course of normal operations, the Director of Examinations will monitor and ensure that activities undertaken by the Charity as an awarding organisation do not conflict with its other functions. Any conflicts identified will be flagged to the Chief Executive Officer directly and dealt with, and referred to the Trustees as necessary.

(b) In relation to identification of potential conflicts of interest in relation to contractors, the Charity will identify potential conflicts of interest as follows:

(i) As part of the initial appointment process, CVs will be checked by the Director of the contracting department to identify any possible conflicts of interest. Where uncertainty remains, these will be explored as part of the interview process.

(ii) Upon appointment, individuals will sign an agreement which specifies rules in relation to their ISTD work. They are also required to sign a form declaring where they currently and recently have worked so that they are not allocated work from those schools, and that work they accept can be monitored to ensure there is no conflict of interest. These forms are issued and retained by the contracting department. They will be asked to notify their departmental director of changes of employment which may affect their ability to examine in the immediate future, and re-complete on an annual basis. Examiners and assessors must also confirm that they will not knowingly accept work where they have knowledge of the candidates, and declare any work for external organisations that may lead to a conflict of interest with regard to assessment or examining work.

(iii) Where a conflict of interest is declared or arises, and where this relates to assessing candidates for any reason for a specific teacher or Approved Dance Centre, this will be dealt with by a bar within the examinations systems.

(iv) Where an examiner/teacher who delivers or expects to deliver the qualification is involved in the development of the qualification, that development work must be subject to scrutiny by an expert panel to ensure that it meets the needs of all learners and has no bias towards any specific group or type of learners. All materials are scrutinised by ISTD teams to ensure fitness for purpose and to minimise bias.

(v) Where the Charity's training courses are delivered by an examiner, records of attendees are maintained to enable audit of any potential candidates if necessary. In some cases, this would lead to a bar on examination systems for a period of time.

(c) For other personnel:

(i) On initial appointment to the Council or a Committee or working group, members will be expected to declare any conflicts of interest that may prevent them from carrying out their roles with objectivity. CVs and other documentation will be checked by the Policy and Governance Manager to ensure that there are no potential conflicts of interest.

(ii) Similarly, senior staff applying to work for the Charity will complete a declaration during the application process. Employment of new staff in the event of a potential conflict will be subject to the agreement of the Chief Executive Officer.

6.3 Anyone with a personal interest in the outcome of an investigation into potential malpractice will be prohibited by the Charity from carrying out investigations of suspected or alleged malpractice.

6.4 Anyone with a personal interest in the outcome of the investigation into potential breaches of confidentiality will be prohibited by the Charity from carrying out investigations of suspected or alleged breaches of confidentiality.

6.5 Anyone with a personal interest in a qualification / assessment decision being appealed will be prohibited by the Charity from taking decisions on that appeal.

7. Procedures for Monitoring Conflicts of Interest

7.1 For all examiners, assessors, moderators and External Quality Assurers:

(a) The Charity has a policy of not allowing examiners to examine:

(i) Candidates they have taught within the last 18 months, including those on the Charity's courses.

(ii) Candidates they know personally, e.g., family or friends; and

(iii) Teachers with who they have a personal or professional employment relationship.

(b) To reduce the likelihood of any conflicts of interest, on receipt of a timetable for a session, the Charity's examiners and assessors must declare if for some reason they know a candidate. In this case, the examiner/assessor will be replaced.

(c) Examiners are not allocated to a session for the same teacher until two further examination sessions have taken place.

(d) In addition, the Charity will use the following monitoring and administrative procedures to further protect against any potential conflict of interest:

(i) Candidates for Vocational Graded Examinations and Professional examinations will be required to give the names of those who trained them, and courses attended within the last 18 months, to ensure that examiners do not examine those they have trained.

(ii) Records of attendees on the Charity's training courses will be maintained to enable audit of any potential candidates if necessary, especially where the course is delivered by an examiner.

(iii) Examination sessions will be monitored to check examiners allocation to centres and proximity.

(iv) All assessments for markers and portfolios for assessors will be allocated to ensure they do not view any assessments in which they may have any personal or professional interest.

(e) The actions taken may be the following, depending on the severity of the circumstances:

(i) If found prior to the examinations, the immediate replacement of the examiner, or if no other examiner is available, the removal of the specific candidate(s) from the timetable, or cancellation of the session.

(ii) If immediate post examination, as examinations are performance–based external examinations which cannot be adjusted, the results would not be issued, and the candidate(s) re-examined by another independent examiner.

(iii) Should any ongoing monitoring find any conflicts of interest arising, actions will be taken to ensure that whilst being resolved, there is the minimum necessary impact on learners. This may result in learners' work being remarked by another marker/assessor, or in the case of a performance examination, re-examined by another examiner and may impact on results and certification timescales. Should this be the case, the ISTD will inform the teacher accordingly.

7.2 For other personnel:

(a) Charity trustees and key management personnel and subsidiary directors will be required to complete the Related Party Interests form annually, which also includes a declaration of any gifts or hospitality over a defined value. Any changes to the information within a year must also be declared forthwith.

(b) Service providers will either be prohibited from having any conflict of interest with the Charity in their contract of services, or where a conflict cannot be avoided, will be required to declare any conflicts of interest on a Declaration of Related Party Interests form, at the time of entering their contract.

(c) Existing employees will be required to declare any change in their circumstances immediately to their senior manager, and any issue arising will be resolved by their senior manager in agreement with the Chief Executive Officer.

8. Record keeping

8.1 All discussions and decisions about conflicts of interest must be recorded and reported in the meeting minutes for the relevant ISTD Group entity. The report should record:

(a) any relevant interests of the Trustees / Directors / staff.

(b) any conflicts of interest, including any decisions made as to whether a Trustee / Director / staff did or did not have a conflict of interest.

(c) the actions taken to manage the conflict in accordance with the ISTD Group constitutional documents and this policy.

(d) the names of persons present for discussion; and

(e) any other relevant information.

8.2 The Charity and any subsidiary companies will maintain a Register of Interests to list all potential conflicts of interest. The Register of Interests will be made available to the Charity on request to assist the Charity in managing conflicts across the ISTD Group.

9. Data protection

Any personal data collected as part of the procedures set out in this policy may be recorded in the Register or minutes of the relevant meeting and will be processed in accordance with the Charity's privacy policy.

10. Policy Review

10.1 This policy will be reviewed annually by the Charity and circulated to the ISTD Group as part of the ISTD Group's self-evaluation activity, which considers customer and regulatory feedback and good practice guidance, changes in the ISTD Group's practices, actions from the regulators, changes in legislation, or trends identified from previous cases. In addition, this policy may be updated following:

(f) An issue arising in relation to an actual or potential conflict of interest; and/or

(g) Consideration of operational feedback to ensure the ISTD Group's arrangements for the withdrawal of approval remain effective.

11. Contact ISTD

11.1 If you are unsure in any given situation whether or not a conflict of interest exists or there is the potential for one to arise, please contact the Responsible Officer for advice and guidance.

11.2 If you have any queries about the contents of the policy, please contact policy@istd.org.

Appendix A – Conflicts of interest and the Companies Act 2006

1. **Under the Companies Act 2006, the Trustees have the following duties in respect of interests and conflicts of interest:**

1.1 to avoid situations in which they have, or can have, a direct or indirect interest that conflicts, or might conflict, with the interests of the company (s.175);

1.2 to declare an interest in proposed transactions or arrangements (s.177). There is also a separate requirement to disclose interests in an existing transaction or arrangement (s.182); and

1.3 not to accept benefits from third parties (s.176). This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

2. **The duty to avoid conflicts of interest will not be infringed if:**

2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

2.2 provisions in the articles for dealing with conflicts of interest have been complied with; or

2.3 the other directors have authorised the situation. For charitable companies, the directors only have power to authorise a conflict if the articles include such a power.

3. **A director also has a duty (s.176) not to accept a benefit from a third party conferred by reason of being a director or doing (or not doing) something as a director.**

This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

4. **In addition to the above dealing with disclosure of interests and management of conflicts of interest, there are further requirements under the Companies Act 2006 in relation to certain transactions**

4.1 If a director's interest or conflict of interest arises in relation to any of the following there are further requirements under the Companies Act 2006 that must be complied with before the transaction can proceed:

(a) long term service contract – see s.188 to s.189;

(b) substantial property transactions – see s.190 to s.196;

(c) loans to directors – s.197 to s.214; and

(d) payments for loss of office – s.215 to s.222.

4.2 Broadly speaking each of the above, in addition to any charity law requirements, requires the consent of the company's members although there are some exceptions.

Appendix B - Charity Trustee / Company Director Declaration of Interests Form

I, _____, as Trustee of the Charity or Director or Key Management Personnel of the Company (delete as applicable) have set out below my interests in accordance with its conflicts of interest policy.

I am a new Trustee / Director (delete as applicable). ☐

I have also completed the Trustee Declaration Form (only relevant for Trustees). ☐

I am an existing Trustee / Director (delete as applicable). ☐

Category	***Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection.***
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise), e.g., trusteeships, directorships, local authority membership, tribunals, etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings (charities may set a figure here, e.g., more than 1% or 5% of issued capital) and beneficial interests.	
Gifts of hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.	
Do you use, or care for a user of, the organisation's services?	

Category	***Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection.***
Any contractual relationship with the Charity or its subsidiary companies.	
Any other interests not covered by the above which could give rise to a conflict of interest.	

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, 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: _____

Position: _____

Date: _____

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Appendix C - Register of Trustees' / Directors' Interests

This Register can be used either to record each interest chronologically as they are disclosed or to record the interests for each Trustee or Director on separate rows.

This register is maintained by the Policy and Governance Manager (who is the Company Secretary for the Charity and for the subsidiary companies), who must:

- **record all interests, hospitality and gifts declared by the Trustees and Directors; and**
- **circulate amendments or additions to the register (if any) to the Trustees or Directors with the papers for each trustee meeting or decision-making process.**

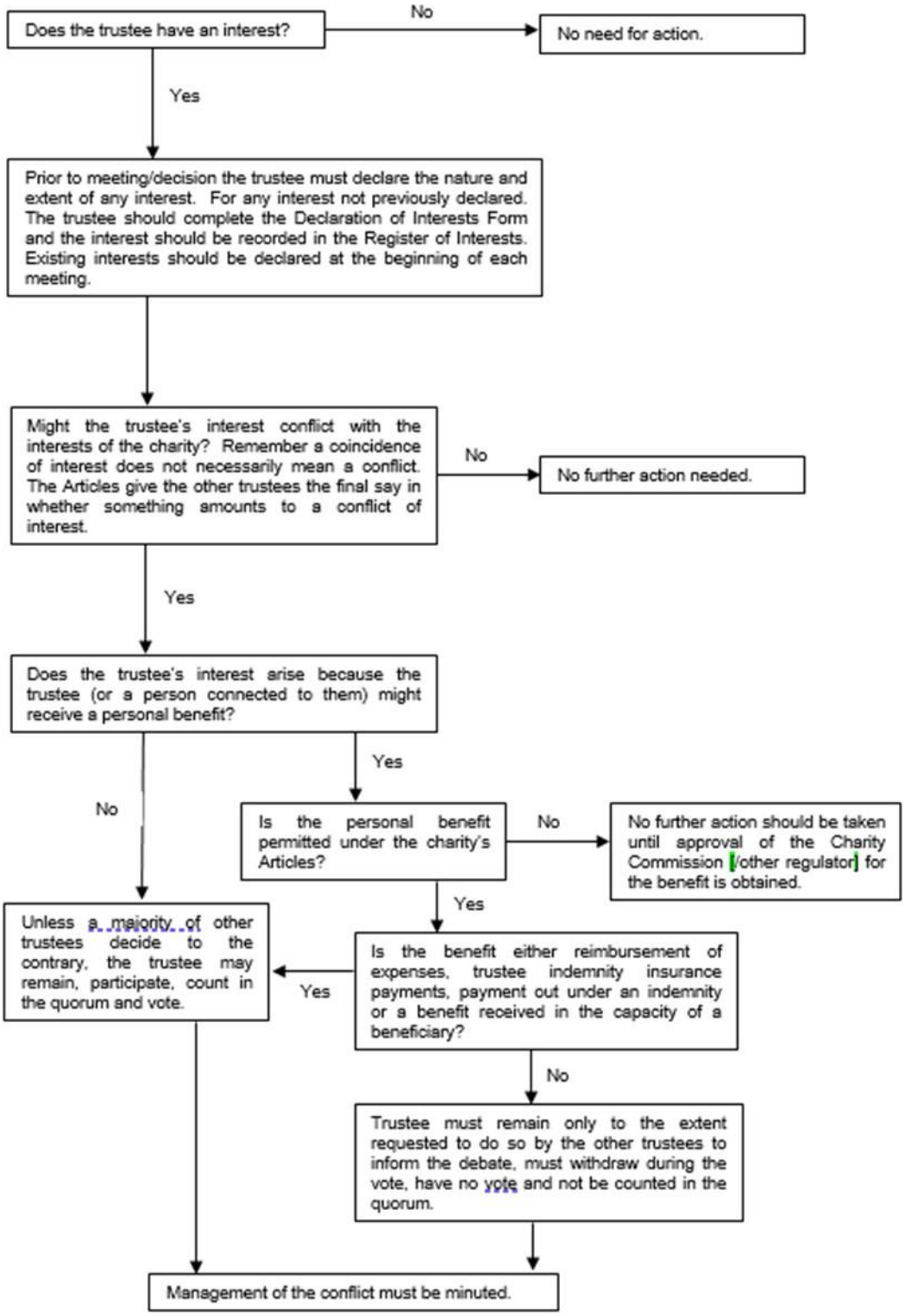
At least once in every 12-month period, the Policy and Governance Manager must ask all Trustees and Directors to review the information relating to themselves contained in this register and declare that the information is correct or make a further declaration if necessary.

This register is available for inspection by any of the Trustees or Directors on request.

Name	Current Employment / Financial Interest	Appointments (Voluntary or Otherwise)	Membership of Any Professional Bodies, etc	Investments, Partnerships, etc	Any Connections with a Person Supplying Services to the Charity	Any Contractual Relationship with the Charity	Any Other Conflicts	Date of Declaration

Appendix D - Management of Conflicts of Interest Flow Chart for Trustees of Charity

Note this flowchart is specifically tailored to reflect the provisions in the Charity constitution and is not appropriate for general use by the subsidiary companies.



Appendix E - Definition of "connected"

"Connected" means any person falling within one of the following categories:

1. any spouse, civil partner, parent, child, sibling, grandparent or grandchild of a Trustee; or

2. the spouse or civil partner of any person in (a); or

3. any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or

any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital.