VISION ACTION INTERESTS, CONFLICTS AND RELATED PARTIES POLICY

Co-CEO Foreword

At Vision Action, we are committed to the highest standards of integrity, transparency, and accountability in all that we do. Our decisions must always be guided by what is best for the communities we serve.

Conflicts of interest are a normal part of organisational life, but it is essential that they are identified, declared, recorded and managed openly and responsibly. By doing so, we protect our governance, reputation, and the trust placed in us.

This policy sets out clear expectations to ensure we meet our legal obligations and uphold good governance, including our responsibilities under our Memorandum and Articles of Association, (in particular Article 5 of the Articles governing trustee benefits), the UK Charity Commission, and the Charity Governance Code.

Thank you for your commitment to these principles, which help ensure Vision Action continues its work with fairness, credibility, and purpose.

Tiwonge Mwase-Vuma

Co-CEO

Jale Canlibalik

Co-CEO

Contents

1. Purpose and Scope 2
2. What is a Related Party 2
3. What is a Conflict of Interest? 3
4. Duty to Disclose 3
5. Management of Conflicts (The 4 D's) 4
6. Managing Conflicts in Procurement, Hiring and Fundraising 4
7. Records and Confidentiality 4
8. Gifts and Hospitality 5
9. Violations 5
10. Monitoring and Review 5
ANNEX A: POLICY COMPLIANCE 6
Interests, Conflicts and Related Parties Documents 6

Vision Action – Registered Charity No. 1081695 (England & Wales)
Companies House registration No. 4027804 (England & Wales)

1. Purpose and Scope

This policy sets out how Vision Action identifies, records and manages conflicts of interest and related party relationships to ensure decisions are made appropriately and in line with legal, regulatory and governance requirements.

It applies to all trustees, staff, volunteers and relevant third parties involved in the organisation's work.

The policy covers:

- actual, potential and perceived conflicts of interest;
- conflicts of loyalty;
- related party relationships and transactions;
- the declaration, recording and management of interests that may affect decision-making.

Clear processes are provided for declaring interests and related parties, maintaining records, and managing conflicts where they arise, including withdrawal from decision-making where necessary.

2. What is a Related Party

A related party is a person or organisation that has a relationship with a trustee, member of staff or decision-maker which could influence, or be perceived to influence, decisions involving Vision Action, or which may require disclosure for governance, legal, regulatory or financial reporting purposes.

Vision Action requires Trustees, members of the Senior Management Team and other designated decision-makers to disclose related party relationships and transactions.

A related party may include:

- Trustees and key management personnel.
- Close family members, spouses, partners or members of the same household.
- Business partners and close personal associates.
- Organisations over which those individuals exercise significant influence, control, ownership or decision-making authority.
- Organisations that work with, supply, partner with, receive funding from, compete with, or may seek funding from the same funding bodies as Vision Action where a conflict could arise.
- Organisations that may transact with Vision Action.

The purpose of collecting this information is to:

- support transparency and sound governance;
- identify and manage potential conflicts of interest;
- ensure compliance with charity accounting and reporting requirements;
- support accurate disclosure of related party transactions where required.

Related party relationships must be declared on appointment, reviewed annually and updated whenever circumstances change.

A related party relationship does not automatically create a conflict of interest. However, it must be declared so that any actual, potential or perceived conflicts can be identified and appropriately managed.

Related Party = relationship requiring disclosure.

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3. What is a Conflict of Interest?

A conflict of interest arises when a person's private interests or loyalties (personal, financial, family, or business) compete or conflict with the interests of Vision Action. Conflicts may be actual, potential, or perceived. Perceived conflicts must be treated with the same seriousness as actual conflicts.

This includes:

- **Financial Conflicts:** A staff member or trustee (or their related parties) stands to gain financially from a transaction, vendor, or partnership..
- **Conflicts of Loyalty:** A trustee, employee or volunteer has duties, loyalties or commitments to another organisation, group or individual which could influence, or be perceived to influence, their decision-making for Vision Action
- **Gifts and Hospitality:** Accepting gifts, entertainment, or favours from suppliers, donors, or contractors that could influence, or appear to influence, decision-making.
- **Nepotism:** Hiring, managing, or influencing the selection of family members, friends, or close associates.
- **Use of Position or Information:** Using confidential information or one's position within Vision Action for personal advantage or to benefit another organisation.

Conflict of Interest = situation requiring management.

As part of their induction all trustees should read Charities Commission's Conflict of Interests: A guide for Charity Trustees (CC29) and guidance for managing conflicts of interest in a charity.

4. Duty to Disclose

All Trustees, Senior Staff, and employees involved in procurement or decision-making must disclose any potential conflicts of interest immediately upon arising, or upon appointment. Vision Action will implement an:

- **Annual Declaration Cycle:** All Trustees, members of the Senior Management Team and other employees authorised to make significant financial, procurement, recruitment, partnership or funding decisions must complete both:
    - a Conflict-of-Interest Declaration; and
    - a Related Parties Declaration

  upon appointment and at least annually thereafter.
- **Updates During the Year:** Individuals must notify the Chair, Co-CEOs or the Grants and Organisational Compliance Lead as soon as any new conflict of interest or related party relationship arises.
- **Meeting Declarations:** Trustees must also declare any conflict of interest, conflict of loyalty, connected person interest or related party matter relevant to the agenda at the start of each Board or committee meeting, regardless of whether it has previously been declared.
- **Standing Declaration Agenda Item:** At the start of every Board and committee meeting, trustees will be asked to declare any interests, conflicts of interest, conflicts of loyalty, connected person interests or related party matters relating to the agenda under consideration.

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- **Central Register of Interests:** A register of declared Conflicts of Interests will be held and updated accordingly.

Declarations must be updated whenever circumstances change and not only during the annual declaration cycle.

5. Management of Conflicts (The 4 D's)

Once a conflict is declared, it must be managed to protect the charity's integrity:

1. **Disclose:** The interest is recorded in the Register of Interests and Related Parties.
2. **Distance:** The conflicted individual must not receive related papers or attempt to influence the decision outside the meeting.
3. **Delegate:** Where conflicts affect multiple trustees, the Chair must ensure the meeting remains quorate and that decisions are taken only by unconflicted members.
4. **Disassociate:** Any trustee benefit must be authorised in accordance with the governing document, applicable law, or Charity Commission guidance and must clearly be in the charity's best interests.

Chair Conflicts: If the Chair has a conflict of interest, they must step aside for that agenda item and the Vice-Chair or another trustee will chair the discussion.

All actions taken must be consistent with the charity's governing document, Charity Commission guidance, and applicable law.

6. Managing Conflicts in Procurement, Hiring and Fundraising

To safeguard integrity and ensure fairness across Vision Action's international operations:

- Individuals must not participate in procurement, recruitment, or partner selection processes where a conflict exists.
- Competitive and transparent procurement procedures must be followed in accordance with Vision Action financial policies and donor requirements.
- Any relationship between staff, trustees, suppliers, consultants, implementing partners, funders or government counterparts must be disclosed.
- Individuals can only participate in fundraising where the conflict has been declared to both Vision Action and the funder.
- Related-party transactions may only proceed where:
    - they demonstrably serve the charity's best interests,
    - value for money is evidenced,
    - the conflict is recorded and managed, and
    - approval is granted at the appropriate level.

Programme country conflicts involving implementing partners, local suppliers, or government officials must be declared and managed in accordance with this policy.

7. Records and Confidentiality

- **Register of Interests and Related Parties:** The charity will maintain a central Register of Interests and Related Parties. The Register will be reviewed annually by the Board and updated whenever new interests are declared.

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- **Minutes:** Minutes of meetings will record:
    - Any conflict of interest, with the nature of the conflict.
    - That the conflicted person withdrew from the discussion.
    - That they did not vote.
    - The decision made.
    - Minutes will confirm that any related decision was in the best interests of the charity and represented value for money.
- **Data Protection:** Information provided will be treated as confidential and handled in compliance with GDPR/data protection regulations.

8. Gifts and Hospitality

- Gifts or hospitality of any value that could influence, or be perceived to influence, decision-making must be declared.
- Cash or cash-equivalent gifts must never be accepted.
- Trustees may not receive any gift or hospitality that constitutes a material benefit under Article 5 of the Memorandum of Association, unless expressly permitted under Article 5.2.1
- All other staff and volunteers may only accept hospitality that is modest, proportionate, and consistent with Vision Action's values, and must declare it if there is any risk of perceived influence.
- Any exceptional benefit to a trustee requires prior written Charity Commission consent under Article 5.2.5.

9. Violations

Failure to disclose or appropriately manage a conflict of interest may result in disciplinary action, including termination of employment or removal from the Board of Trustees. Serious breaches may be reported to the Charity Commission and relevant regulatory authorities where required.

10. Monitoring and Review

The Board of Trustees is responsible for oversight of this policy and will review the policy at least annually and following any significant governance, regulatory, or operational change.

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ANNEX A: POLICY COMPLIANCE

I have received and been briefed on the Vision Action Conflict of Interest Policy and undertake to discharge my duties by promptly informing Vision Action of any conflict of interest using appendix A of this policy or at any Board (including sub-committees) or other meeting.

Name	
Position within Vision Action	
Signature	
Date	

Interests, Conflicts and Related Parties Documents

Code	Name	Document type	Where to find it
CR01	Interests, Conflicts and Related Parties Policy	Policy	This document
CR02	CR02 Annual Declaration of Interests, Conflicts and Related Parties	Form	Sharepoint, HR & Admin, Interests, Conflicts and Related Parties
CR03	Register of Interests and Related Parties	Register	Sharepoint, Governance/Trustee declarations
CR04	Chair Governance Statement	Governance	https://www.visionaction.org.uk/about-us/governance/

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