



Knowledge for Change

Registered Charity in England and Wales (No. 1146911)
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Appendix 5 Conflict of Interest Policy

July 2023

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Purpose of Policy

This conflict-of-interest policy is designed to help directors, employees, volunteers and associated persons of Knowledge for Change identify situations that present potential conflicts of interest and to provide Knowledge for Change with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

Scope

This policy, as with bribery and corruption offences, applies to all Knowledge for Change employees (permanent, contract and temporary staff) and to all associated persons.

An "associated person" means any third party acting on the Charity's behalf or providing the Charity with a service. This could include any of:
members of staff or employees of the Charity and any subsidiary companies;
students or volunteers conducting placements on behalf of the Charity;
any majority or wholly owned subsidiary companies of the Charity;
agents, sub-contractors, associates and consultants;
partners and collaborators in joint ventures;
recipients of grants or donations from the Charity; and
suppliers of fundraising, professional and other services.

Implementing our Policy

Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. Outside Interests.
 - i. An Agreement or Transaction between Knowledge for Change and a Responsible Person or Family Member.
 - ii. An Agreement or Transaction between Knowledge for Change and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- b. Outside Activities.
 - i. A Responsible Person competing with Knowledge for Change in the rendering of services or in any other Agreement or Transaction with a third party.
 - ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with Knowledge for Change in the provision of services or in any other Agreement or Transaction with a third party.
- c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
 - i. does or is seeking to do business with, or is a competitor of Knowledge for Change; or
 - ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from Knowledge for Change;
 - iii. is a charitable organization;
 - iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible 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 that are not related to any particular transaction or activity of Knowledge for Change.

Definitions

- d. A "**Conflict of Interest**" is any circumstance described in Part 1 of this Policy.
- e. A "**Responsible Person**" is any person serving as an employee, volunteer or member of the board of trustees of Knowledge for Change.
- f. A "**Family Member**" is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- g. A "**Material Financial Interest**" in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

- h. An “**Agreement or Transaction**” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by Knowledge for Change. The making of a gift to K4C is not an Agreement or Transaction within the meaning of this document.

Procedures.

1. Before board or trustee action on an Agreement or Transaction involving a Conflict of Interest, a director or trustee member having a Conflict of Interest and who attends the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
2. A director or trustee member who plans not to attend a meeting at which he or she has reason to believe that the board or trustee member 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.
3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board’s or trustee’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.
4. A person who has a Conflict of Interest with respect to an Agreement 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 Agreement or Transaction and shall not be present in the meeting room when the vote is taken. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting.
5. Responsible Persons who are not members of the board of trustees of Knowledge for Change, or who have a Conflict of Interest with respect to an Agreement or Transaction that is not the subject of board or trustee action, shall disclose to the Director or the Director’s designee any Conflict of Interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect K4C’s participation in such Agreement or Transaction.
6. 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 board of trustees, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

2. Confidentiality.

- a. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be averse to the interests of Knowledge for Change. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Knowledge for Change for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

3. Review of Policy.

- a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Each Responsible Person should also disclose to the board of trustees any potential Conflict of Interest that may arise during the year between the submission of disclosure forms. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Director, and any trustee member appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed annually by each member of the board of trustees. Any changes to the policy shall be communicated immediately to all Responsible Persons.

4. Date of last review: July 2023

5. Date of next review: July 2024