

## **Project Arts Centre Conflict of Interest Policy – November 2020**

This is an update to the current Project Arts Centre Conflict of Interest Policy dated July 2017

### **1. Purpose**

The purpose of this policy is to assist the Board of Project Arts Centre to effectively identify, record and manage any conflicts of interest in order to protect the integrity of Project Arts Centre and to ensure that the Board act in the best interest of their charity.

### **2. Objective**

The Board aims to ensure that all members of the Board are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Project Arts Centre.

### **3. Scope**

This policy applies to the Board of Project Arts Centre. Staff and Members share similar responsibilities. Project Arts Centre's Board and Membership is made up of a diverse group of people, including many artists who have a relationship with Project as practitioners. The aim of this policy is to allow them to maintain an artistic relationship with Project Arts Centre alongside their essential Governance role while ensuring the integrity of the organisation. In relation to staff, no Staff Member will be involved in managing or monitoring a contract in which they have a personal interest.

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

A conflict of interest is any situation in which the personal interests or loyalties of a Board member could, or could be seen to, prevent the Board 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 Board Member. 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 Project Arts Centre as well as a responsibility of its Board Members, 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 Project Arts Centre. Project Arts Centre will manage conflicts of interest by requiring Board Members 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*: 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. The Board will ensure they are aware of their legal obligations in the management and control of Project Arts Centre and will stay updated on any developments in this regard.
- 5.2 *Identification and disclosure of conflicts of interest*: Once an actual, potential or perceived conflict of interest is identified, it will be entered into Project Arts Centre's register of interests, as well as being raised with the Board. The register of interests will be maintained by the Company Secretary and will 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.
- 5.3 *Confidentiality of disclosures*: In order to support Board Members to disclose their conflicts of interest, only the Board, the Company Secretary and the Senior Executive at Project Arts Centre will have access to the information disclosed.

## **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 Members (excluding the disclosing Board Member and any other conflicted person) will decide whether or not the conflicted Board Member should vote on the matter, participate in any debate, or be present in the room during the debate and the voting. In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board Member from regularly participating in discussions, the Board will consider whether it is appropriate for the person with the relevant conflict to resign from the Board.
- 6.2 *Deciding what action to take*: In deciding what approach to take, the Board 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 charity trustee) who are present and voting (if applicable) at the meeting. A quorum must be present for the discussion and the decision.
- 6.3 *Recording the decision*: All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting. Where a Board Member benefits financially from the decision, this will be reported in the annual accounts, with amounts for each Board Member listed for the year in question. Any conflict of interest involving a staff member or a person belonging to Project's Membership will be treated in a similar way.

## **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 charity. If a person suspects that a Board Member has failed to disclose a conflict of interest, they must discuss this with the person in question, notify the Board, or the Company Secretary responsible for maintaining the register of interests.

For questions about this policy, please contact the Company Secretary via the General Manager ([orla@projectartscentre.ie](mailto:orla@projectartscentre.ie)).