



Salto Gymnastics Club: Conflict of Interest

1. Background

- 1.1 SGC (SALTO) each have their own board which meet regularly, at least on a quarterly basis.
- 1.2 SGC is governed by a Constitution ("Governing Document")
- 1.3 The SGC board currently has 7 members drawn from the general public and people with a long association with SALTO.
- 1.4 The Governing Document has been redrafted and approved in October 2018 to comply with Charity Commission guidelines and Sport England's governance code.
- 1.5 Sport England's governance code states that the board must issue and circulate a conflict of Interest proceedings document. The contents are outlined within section 2 below.

2. Conflict of Interests – A summary of procedures to be followed.

- 2.1 Unless Article 2.2 applies, a Trustee (any Senior Member of staff – as defined by the Board) (collectively referred to as SALTO Senior Leadership) must declare the nature and extent of:
 - 2.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the organisation; and
 - 2.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the organisation or his or her duties to the organisation.
- 2.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware, but for the sake of transparency this is recommended. Each member of the SALTO Senior Leadership should complete a Declaration in the form shown in Appendix A.

Participation in decision-making

- 2.3 If the interest or duty of a member of the SALTO Senior Leadership cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the organisation, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether the interest or duty of a member of the SALTO Senior Leadership is likely to give rise to a conflict shall be determined by a majority decision of the other members of the SALTO Senior Leadership taking part in the decision-making process.
- 2.4 the interest or duty of a member of the SALTO Senior Leadership gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the organisation, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
 - 2.4.1 the decision could result in a member of the SALTO Senior Leadership or any person who is connected to him or her receiving a benefit other than:



(a) any benefit received in his, her or its capacity as a beneficiary of the SALTO (as permitted under Governing Document Clause 8) and which is available generally to the beneficiaries of the organisation;

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.30;

(c) payment under the indemnity set out at (as permitted by Clause 8); and

(d) reimbursement of expenses in accordance with (as permitted by SGC Clause 8); or

2.4.2 a majority of the other members of the SALTO Senior Leadership participating in the decision-making process decide to the contrary; in which case he or she must comply with (as permitted by Clause 8).

2.5 If a member of the SALTO Senior Leadership with a conflict of interest or conflict of duties is required to comply with this (as permitted by Clause 8), he or she must:

2.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

2.5.2 not be counted in the quorum for that part of the process; and

2.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the organisation

2.6 Where a member of the SALTO Senior Leadership has a conflict of interest or conflict of duties and such person has complied with his or her obligations under these Governing Documents in respect of that conflict:

2.6.1 such person shall not be in breach of his or her duties to the organisation by withholding confidential information from the organisation if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

2.6.2 such person shall not be accountable to the organisation for any benefit expressly permitted by the Governing Document which he or she or any person Connected with him or her derives from any matter or from any office, employment or position. Approved (Feb 2019)
Reviewed June 2020

3. Register of SALTO Senior Leadership members' interests

The Trustees must ensure a register of SALTO Senior Leadership members' interests is kept.

4. Actions

Board members are asked to ensure that the processes and procedures outlined within item 2 above are adhered to at all times. The document will be circulated annually and made available to new SALTO Senior Leadership members on appointment to their position with SALTO.

Appendix A

Trustees and Senior Staff
Declaration of Interests



Trustees and Senior Employees have a responsibility to act in the best interests of SALTO Gymnastics Club (referred SALTO) in accordance with its Governing Document and to avoid situations where there may be a potential conflict of interest.

Conflicts of interests may arise where an individual's personal or family interests and / or loyalties conflict with those of SALTO.

Such conflicts may create problems. They can:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of SALTO; and
- risk the impression that the charity has acted improperly.

The aim of asking Trustees and Senior Employees to declare their other interests is to protect both the organisation and the individuals involved from any appearance of impropriety.

Accordingly, Trustees and Senior employees are asked to declare their interests, and any gifts or hospitality received in connection with their role in SALTO.

If you are not sure what to declare, or whether / when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the incumbent Chair of Board of Trustees, for confidential guidance.

Declaration

I, (name) as a trustee / employee (delete as appropriate) of (name of organisation) have set out below my interests in order to identify any areas in which conflicts of interest may occur.

Category	<i>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.</i>
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, i.e. more than 5% of issued capital, and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.	
Any contractual relationship with the charity or its subsidiaries.	
Any other conflicts that are not covered by the above.	

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.

Signed:		Date:	
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Appendix B

Terms of Reference for the Nominations Committee (the 'Committee')

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SALTO Gymnastics Club (referred to as 'SALTO')

Adopted by the Board of Trustees of SALTO on [Date] 2018

1. Purpose

1.1 The Board of Trustees of SALTO (the 'Board') works towards the appointment of Board Trustees and Senior Executives in accordance with the Board's power of delegation and the provisions on committees set out in Clause 4 of the Governing Document

1.2 The Board may appoint a sub-committee shall be administered and managed in accordance with these Terms of Reference and with any instructions or guidelines issued from time to time by the Board (provided these do not conflict with relevant provisions of the Governing Documents).

2. Membership

2.1 The Committee shall be composed of such members as determined by the Board for such term of office as the Board determines and the Board may at any time remove a member of the Committee.

2.2 The Committee shall at all times include two members of the Board, subject to which the Committee may, in accordance with such resolution, co-opt additional members so long as its membership does not exceed 3 at any time.

2.3 A member of the Committee shall cease to hold office if he or she:

2.3.1 becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;

2.4 is absent from meetings of the Committee for a period of six months and the Committee resolves that his or her office be vacated; or

2.5 resigns in writing (but only if at least 2 members of the Committee will remain in office when the resignation is to take effect).

2.6 A majority of the Committee shall be Independent Directors (as defined in the Governing Documents) and shall be chaired by the Chair of the Board, except when it is dealing with the appointment of a successor to the Chair of the Board, when it shall be chaired by an Independent Director.

Approved (Feb 2019)

Reviewed June 2020

Updated August 2023



3. Responsibilities

3.1 The Committee has the following responsibilities, as authorised by the Board:

3.1.1 Leadership and delivery of an open, formal, publicly advertised and transparent selection process for the appointment of ordinary trustees,

3.1.2 Leadership and delivery of an open, formal, publicly advertised and transparent selection process for the appointment of senior executives, and

3.1.3.

4. Meetings of the Committee

4.1 The Committee shall meet as required by the demands of operating SALTO.

4.2 The quorum necessary for meetings of the Committee shall be 2 .

4.3 The Chair of the Committee shall have the following responsibilities:

4.3.1 To ensure the efficient and proper conduct of Committee meetings, ensuring that all meetings are quorate and that all members of the Committee are given the opportunity to express their views before any important decision is taken but at the same time to ensure that only those who are eligible to speak and to vote, are invited to do so.

4.3.2 To establish a constructive working relationship with, and ensure that the Committee meets its obligations to, the Board.

4.3.3 To ensure that the Committee receives professional advice when it is needed (whilst complying with clause 5.1.3 below).

4.3.4 To be satisfied that the minutes of Committee meetings are approved by the Committee as an accurate and complete record.

4.3.5 To guide general meetings and meetings of the Committee through agenda items in the order they appear (unless modified with the agreement of the meeting), ascertaining the "sense of the meeting" and summing up the general agreement on a particular conclusion.

4.4 The meetings and proceedings of the Committee shall otherwise be governed by the Governing Document regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees in accordance with clause 1.2.



5. Obligations

5.1 The Committee shall:

5.1.1 ensure that the Committee Secretary reports regularly to the Board or a representative thereof the deliberations of the Committee, including reporting promptly any resolution passed or taken by the Committee;

5.1.2 not knowingly incur expenditure or liability on behalf of the SALTO except where authorised by the Board or in accordance with a budget which has been approved by the Board;

5.1.3 comply at all times with such regulations, terms and conditions and mandates to any committee as may from time to time be made or imposed by the Board;

6. Minutes

6.1 The Committee shall ensure that minutes are made of all proceedings at meetings of the Committee, including the names of the persons present at each such meeting, and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee, be sufficient evidence of the proceedings.