

Conflict of Interest Policy

Approved by the Board: January 2025

Review due: January 2027

1. Introduction

This policy aims to outline the LI's expectations around identifying and effectively addressing any conflicts of interest and the process that should be followed.

It is predominantly aimed at Trustees in respect of their legal duty and staff – particularly senior staff. However, the ethos and spirit of this policy in relation to identification, management and addressing of any conflict of interest – actual or perceived – applies to LI volunteers and members of LI committees particularly where they have decision making powers.

All trustees have a legal duty to act only in the best interests of their charity. A conflict of interest exists where there is the possibility that a Trustee's personal or wider interests could influence their decision making.

Trustees are responsible for:

- Declaring their individual actual / potential conflicts of interest.
- Ensuring robust systems to identify, record and address conflicts of interest.

The Charity Commission publishes extensive guidance around what is a conflict of interest and the legal duties of Trustees. It is explicit in its expectation that Trustees identify and address effectively any potential conflicts of interest that affect them or their charity and appropriate steps taken in line with their guidance to ensure that they can do this. The Charity Commission guidance can be found here: [Conflicts of interest: a guide for charity trustees - GOV.UK](#).

2. Purpose and scope

This policy sets out the Landscape Institute's policy as regards identifying, recording and addressing potential conflicts of interest. It is predominantly aimed at Trustees because of their legal duties. However, it also applies to all members of LI committees as well as staff and volunteers and particularly where they are acting in a decision-making capacity.

2.1 What is a conflict of interest

A conflict of interest is any situation in which a trustee's personal interests or loyalties could, or could be seen to, prevent the trustee from making a decision that is in the best interests of the charity.¹

More details and examples of potential conflicts of interest can be found in **Appendix 1**.

¹ Charity Commission [Conflicts of interest: a guide for charity trustees - GOV.UK](#)

2.2 Identifying conflicts of interest

Even the perception that there is a conflict of interest can be a risk and potentially damaging. Even where the perception is not accurate because there is no conflict of interest, Trustees should always be able to respond appropriately by managing the risks to the LI and being prepared to explain how they have made their decisions in the best interests of the charity².

Conflicts of interest relate to an individual's personal interests and the interests of those connected to them. This means that there is a conflict of interest, or a potential conflict, where:

- There is a proposed transaction between the LI and a connected person
- There is a benefit, or a potential benefit, to a Trustee or their connected person.

More details about identifying, recording and managing potential or actual conflicts of interest can be found in the following sections.

2.3 Governing Documents

This conflict-of-interest policy forms part of the Landscape Institute's governance documents. Other related governing documents include:

- The Royal Charter
- By-Laws
- Regulations
- Expenses Policy
- Gifts and Hospitality Policy
- Procurement Policy
- Whistleblowing Policy

Other relevant documents include:

- Trustee Code of Conduct
- Trustee role description
- Terms of reference for the Board of Trustees.

3. Principles

The following principles underpin the approach to managing any actual or potential conflicts of interest within the Board as well as for staff, volunteers and members of committees:

- The highest possible standard of integrity will be maintained in all relationships, both inside and outside of the LI.

² The Commission's guidance [It's your decision: charity trustees and decision making \(CC27\)](#) explains the principles that trustees should apply when making decisions affecting their charity.

- Any individual's authority or position will not be used for personal gain.
- At all times, the individual will:
 - Act with impartiality, independence and integrity.
 - Avoid being, or giving the appearance of being, in a position which may result in an actual or perceived detriment to the Institute's reputation and/or interests.
 - Abide by the Trustee Code of Conduct, behaviour policies and this conflicts of interest policy.

3.1 Trustee benefits

The Royal Charter sets out allowed payments including those to Trustees and the processes that need to be adhered to. There is a legal requirement for Charity Commission permission before any transaction involving a Trustee benefit is undertaken outside of these parameters³.

Where a conflict of interest arises because a decision involves a potential Trustee benefit then:

- Where any Trustee or anyone connected to the Trustee will receive a financial benefit from the Charity (directly or indirectly) it is authorised by the Charity's governing document or by section 185 of the Charities Act 2011 or through prior written consent of the Charity Commission or Court.
- The Trustees must follow any conditions attached to the authority which say how the conflict of interest should be handled (legal requirement).

4. Declaration of Interests

The following interests should be declared:

- Posts held in the course of employment or practice
- Consultancies, directorships or advisory positions in the landscape/environment/ planning and related sectors, or in an organisation with which the Institute might do business
- A position of authority in a charity or voluntary organisation in the field of the landscape/environment/ planning and related sectors
- Any public appointments
- Membership/fellowship of other professional bodies and/or specialist societies
- Membership of or affiliation to a political party, lobbying and campaign groups
- Any association with other organisations or individuals which may have an interest or influence in the Institute's work.

³ More details can be found in Charity Commission guidance [Trustee expenses and payments \(CC11\) - GOV.UK](#)

- Any gifts or hospitality offered and received in connection with the role in the Landscape Institute. Gifts of a value over £25 and hospitality over £50 received will be recorded in the register of interests.

The list above is not exhaustive; in all cases, individuals have a responsibility to assess any potential conflicts and actual or perceived conflicts of interest and declare them. Where there is any doubt, then they are to be declared.

A register of Trustee interests will be maintained and reviewed annually. The register will be accessible by the Trustees, staff and volunteers in respect of the relevant Committees and any statutory body which has a legal right to access the information and published on the website.

Trustees will be required to complete a declaration of interests form and review this annually.

5. Procedure

As set down by the Charity Commission, Trustees must make their decisions only in the best interests of the LI and eliminate the effect of any actual / potential conflict of interest will have on decision making.

It is not possible to define all situations or relationships which may create a conflict of interest, so each situation must be evaluated individually as it arises.

5.1. In advance of a meeting:

- Meeting agendas should include a standing item for declaration of interests, including a definition of conflicts of interest, to enable individuals to raise any issues and/or make a declaration prior to or at the meeting.
- The agenda should be circulated to enable attendees (including observers/guests) to identify any interests relating specifically to the agenda items being considered.
- Members should contact the Chair or Board Secretary as soon as an actual or potential conflict is identified on the agenda to ensure that they apply the provisions of this policy and ensure that any conflicts of interest declared are managed in line with this policy.
- The Board Secretary should ensure the register is ahead of the meeting and ensure the Chair is aware of them and can consider how the potential conflict will be perceived externally and the appropriate response to recommend to the meeting.

5.2. At a meeting

- The Chair to request meeting participants to declare any interests in relation to item son the meeting agenda which have not previously been declared and authorised, including the nature of the conflict.
- If during the meeting discussions it becomes the existence of any personal or prejudicial interest becomes clear this and the nature of the conflict must be declared.
- The Chair will decide, in discussion with Trustees, how to manage each potential conflict which has been declared, including whether and to what extent the individual should continue to participate in the meeting, on a case-by-case basis.
- Such a declaration and the associated decision will be recorded in the minutes.

- v. Where there is a substantial interest, the individual may be asked to withdraw from the meeting and will not participate in the discussion or vote in relation to the decision. They will not be counted in the quorum, for that decision. This withdrawal will be recorded in the minutes.
- vi. Where the decision is that the individual can remain in the meeting, they must ensure that the conflict of interest does not affect their decision.
- vii. In exceptional circumstances where the conflict of interest is so acute or extensive that it will prevent Trustees from demonstrating that they have acted in the best interests of the LI, the authority of the Charity Commission may need to be sought.
- viii. The register of interests will be made available for inspection at the meeting if required.
- ix. Following the meeting, all new interests declared to be updated on the declarations of interest register.

6. Consequences

Failure to act properly where there is a conflict of interest is a breach of the Trustees' legal responsibilities.

A transaction affected by a conflict of interest, where the Trustees have not acted properly, could be challenged by the Charity Commission or by an interested party.

Where they have not acted properly, Trustees may have to repay any sums paid by the LI whether they result from an unauthorised Trustee benefit or another breach of duty. This can be the case, even where the LI has benefitted from the arrangement. If the LI has suffered a loss, the Trustees may have to make good such loss.

Failure to comply with the above procedures may also result in disciplinary action in line with the LI's Disciplinary Process or the staff Disciplinary Policy & Procedure or appropriate terms of engagement.

7. Data Protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018 or other relevant legislation in force. Data will be processed only to ensure Trustees act in the best interests of the LI.

Appendix 1: Definition of a Conflict of Interest

A conflict of interest is any situation in which a Trustee's personal interests or loyalties could, or could be seen to, prevent the Trustee from making a decision that is in the best interests of the LI.

1. Conflict of Interests can arise in a number of different contexts

- **Material conflict of interest:** occurs when an individual's financial interest could influence their impartiality in making a recommendation or decision. This type of conflict is significant enough that it might affect the person's ability to act in the best interest of the LI.
- **Financial interest:** where an individual may directly benefit financially from the consequences of a decision, they are involved in making.
- **Personal interest:** where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- **Professional interest:** where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making. For example, increasing their professional reputation or promoting their professional career.
- **Indirect interest:** where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making.
- **Loyalty conflicts:** where a decision involves a person or organisation linked to a Trustee e.g. the Trustee's employer; another charity where they are a Trustee; the organisation that appointed them as a Trustee; their relatives or friends. There can be a conflict because the Trustee's responsibility (or loyalty) to the other organisation or person could compete with their responsibility to the LI.

Examples of common situations which could give rise to a conflict of interest:

- i. Gifts
- ii. Hospitality
- iii. Outside employment
- iv. Shareholdings and other ownership interests
- v. Loyalty interests
- vi. Donations
- vii. Sponsored events
- viii. Sponsored research

2. Examples

Examples of conflicts

- Having a close involvement with an organisation which operates in the same field as the Institute but holds conflicting views on key policy positions
- Having a client that is applying for a contract with the Institute
- Recommending a contractor/consultant to the Institute when they are providing your business with a similar service.

Questions to ask to assess whether a conflict of interest exists

- Will this interest substantially affect my ability to carry out the Trustee role?
- Will this interest interfere in my ability to act in the best interests of the Institute?
- Would this look like a conflict to others?

Scenarios

1. Loyalty interests

The majority of Trustees on the Board are elected by members of the LI and as such are members of the LI themselves.

This creates a permanent conflict of loyalties for the majority of Trustees as they are members but may also have close professional and personal connections with other members who may be affected by the decisions being made.

Even when a Trustee is elected by the members they must act only in the best interests of the LI in making decisions and carrying out their Trustee role.

Trustees need to be conscious of this potential conflict in all decisions and decide on a case-by-case basis when a specific conflict of loyalties occurs how it should be handled. They need to record and demonstrate that that any decision was taken only in the best interests of the LI.

2. Trustee benefit

A company owned by one of the Trustees or a connected person is proposing to rent office space to the LI.

This would be a trustee benefit as it would involve a transaction with a business owned by a Trustee.

The Trustees can only proceed with the transaction once they have a proper authority for the Trustee benefit. In cases which involve a property transaction with a connected person, the Trustees must get authorisation from the Charity Commission and comply with the conditions in the Charities Act 2011 before proceeding.