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CATHEDRAL

CONFLICT OF INTEREST POLICY

INTRODUCTION

The purpose of this policy is to prevent Trustees, Committee Members, Chief Officers and staff from making decisions in circumstances that could reasonably be perceived as violating their duty of office.

The entirety of this policy applies to all members of the Chapter of Carlisle Cathedral.

Only parts 1, 3 and 4 of this policy apply to members of any committee and sub-committee of the Chapter, the Chief Operating Officer and the Head of Finance.

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1. WHAT ARE CONFLICTS OF INTEREST & LOYALTY?

1.1. Purpose of this policy

All Chapter members, as charity trustees, have a legal duty to act in the best interests of the Chapter of Carlisle Cathedral. Failure to do so may constitute a breach of trust and may result in the Chapter member being personally liable. One of the consequences of this duty is that the Chapter members need to avoid putting themselves in a position in which their duty to act only in the best interests of the Chapter of the Cathedral could conflict with any personal interest or competing duty or loyalty they may have.

This has implications in practice for both members as individuals and for the Chapter collectively:

- individual members must identify and declare any conflict of interest on their part; and
- the Chapter collectively must ensure that it has arrangements in place that enable conflicts of interest on the part of its members to be identified and dealt with effectively.

If not declared and managed appropriately, conflicts of interest or loyalty may create problems as they can, among other things:

- inhibit free discussion
- result in decisions or actions that are not in the best interests of the charity, and which are invalid or open to challenge
- give the impression that the Chapter has acted improperly and so may damage the Chapter's reputation

Conflicts also arise in respect of a transaction with, or a benefit being conferred on, a person who is considered to be a "connected person" to a Chapter member. A definition of "connected person" and some further guidance has been included in Appendix 1.

The existence of a conflict of interest does not reflect on the integrity of the affected Chapter member so long as it is properly addressed. The prompt identification of conflicts of interest and loyalty is therefore key to ensuring that both individual members and the Chapter collectively do what is expected of them.

1.2. What is a conflict of interest?

A conflict of interest is any situation in which a member's personal interests or competing duties or loyalties could prevent, or could be seen to prevent, the member from making a decision only in the best interests of the Chapter.

Such a situation may arise either:

- where there is a potential financial benefit to a Chapter member, whether directly or indirectly through a "connected person"[1]; or
- where a Chapter member's duty to the Chapter may compete with a duty of loyalty he or she owes to another organisation or person (such a situation being known as a "conflict of loyalty").

Examples of a conflict of interest are:

[1] See Appendix 1.

- The Chapter wishes to sell some land and a Chapter member owns adjoining land, the value of which could be affected by the proposed sale
- The Chapter is advertising a job and a family member of a Chapter member applies for it

1.3. What is a conflict of loyalty?

Conflicts of loyalty arise because, although the Chapter member affected does not stand to gain any personal benefit, the Chapter member's decision making could be influenced by his or her other interests. Some conflicts of loyalty arise because a member has a competing legal obligation or duty to another organisation or person. Others result from conflicting loyalties which a member owes or feels towards family, friends or other people or organisations that are part of the member's network. For example, a member's loyalty to the Chapter could conflict with his or her loyalty to:

- another organisation, such as his or her employer
- another charity of which he or she is a trustee
- a member of his or her family
- another connected person or organisation

An example of a conflict of loyalty is where the Chapter is agreeing a lease with a Cathedral school and several Chapter members are also governors of that school.

The question in each case is whether the Chapter member's other interest could, or could be seen to, interfere with their ability to decide the issue only in the best interests of Carlisle Cathedral. In all cases, actual or potential conflicts of interest or loyalty must be disclosed **before** a substantive discussion takes place on the issue concerned and before a decision is taken.

1.4. What are the potential consequences of failing to identify, manage & record conflicts of interest in accordance with this policy?

If the Chapter does not identify or properly respond to and record a conflict of interest, there can be serious consequences for the affected Chapter member and the Chapter itself, and to the public's trust and confidence in the Chapter. The failure may constitute a breach of trust and could result in the Chapter member being personally liable.

Where the failure to identify and manage a conflict of interest means that the Chapter has acted outside the terms of its constitution and statutes or the law, that decision may not be valid. It could be challenged by the Charity Commission, the Church Commissioners or by an interested party, such as a member of the cathedral community.

Where the Chapter (or an individual Chapter member) fails to act properly or makes a mistake, the Charity Commission always expects them to act promptly to put things right and prevent a recurrence of the same or similar issue.

Where actions or failings by a Chapter member or the Chapter itself present a serious risk to the Cathedral, the Charity Commission is likely to regard this as mismanagement or misconduct and may take remedial action.

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2. YOUR ENTITLEMENTS

2.1. Benefits permitted to Chapter members

The Chapter's assets may only be used to further its purposes as set out in its constitution. Therefore, a benefit may only be received by a Chapter member if it is permitted by law and in the best interests of the Chapter to do so.

Chapter members may only receive those benefits which are either:

- explicitly authorised by the Cathedrals Measure 2021; or
- in absence of any explicit prohibition in the Cathedrals Measure 2021, are explicitly authorised by charity law, the Cathedral's constitution, by the Charity Commission or by the court (provided such authorisation is obtained **before** any decision conferring a benefit on that member is taken by the Chapter).

The Cathedrals Measure 2021[2] permits Chapter members to receive the following benefits from the Chapter:

- Executive Chapter members are entitled to receive stipends or any other emoluments in accordance with sections 26 or 28[3]
- an Executive Chapter member who is a residentiary canon and does not receive stipends or any other emoluments in accordance with section 26 or 28 is entitled to receive stipends or any other emoluments from the Chapter or from any other person in respect of any functions (other than as a charity trustee) relating to the Cathedral; and
- all Chapter members are entitled to reimbursement of reasonable expenses incurred in exercising functions as such and as a charity trustee.

The Cathedrals Measure 2021[4] explicitly prohibits the following benefits to be conferred on any non-executive Chapter members or on any person who is "connected[5]" to a non-executive Chapter member:

- The receipt of any emoluments from the Chapter (other than as described in 16(c) above); and
- The receipt of any emoluments from the Church Commissioners in respect of any functions (whether as a charity trustee or otherwise) relating to the cathedral.

The Cathedrals Measure 2021[6] explicitly prohibits any Chapter member from receiving a benefit from the cathedral pursuant to Section 185 of the Charities Act 2011 (remuneration for a charity trustee providing services to a charity).

Legal advice must always be sought before any transaction involving a benefit to a Chapter member, or a person connected[7] to a Chapter member, is entered into.

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[2] Paragraph 4 of Schedule 1.
[3] Stipend payments and housing grants from the Church Commissioners.
[4] Paragraph 4 of Schedule 1.
[5] See Appendix 1 for the definition of a "connected person".
[6] Paragraph 4 of Schedule 1.
[7] See Appendix 1.

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3. IDENTIFYING, PREVENTING & RECORDING CONFLICTS OF INTEREST

The steps outlined below should enable the Chapter to identify any conflicts of interest, prevent those conflicts identified from affecting decision making and record how those conflicts were dealt with.

3.1. Identifying conflicts of interest & loyalty

Each Chapter member, as a charity trustee, have an individual personal responsibility to declare conflicts of interest which affect them. This policy also requires members of any Chapter committee or sub-committee, as well as the chief officers, to make similar declarations.

The following processes must be complied with to enable the Chapter to identify conflicts of interest or loyalty that may arise so they can be dealt with properly.

Register of Interests

All Chapter members, members of any Chapter committees and sub-committees, the Chief Operating Officer and Head of Finance must complete the form and declaration in Part 4 of this policy:

- when this policy is first adopted and, thereafter, on appointment
- annually, and
- when a person becomes aware of a new interest that needs to be declared.

The information provided in this form will be held as part of the Cathedral's Register of Interests[8]. Any interest which might reasonably be thought by a member of the public to influence their judgement in the exercise of his or her duties as a member of the Chapter, committee, sub-committee, or the Chief Operating Officer and Head of Finance should be declared.

The Chief Operating Officer, or delegated person, is responsible for the compilation of the Register of Interests from the declarations received under this policy and for keeping it up-to-date as declarations are made each year.

In particular, the following are expected to be declared:

- financial interests, whether direct or indirect
- personal non-financial interests, including those which arise from membership of, or holding office in, the Church and other bodies.

Examples of financial interests include:

- stipends, salary and/or pension entitlements from the Church Commissioners, the Chapter or the Diocese of Carlisle
- the right to occupy housing provided wholly or partly by the Cathedral or the Diocese of Carlisle.
- shareholdings or other financial interests (including remunerated directorships) in commercial organisations with which the Chapter has, or may reasonably be expected to have, a financial relationship; and

- interests under contracts with any trading subsidiary of the Chapter or with the Diocesan Board of Finance.

Examples of non-financial interests include acting as a trustee or office holder of any body (such as a Diocesan Board of Finance, or governor of a school connected with the Cathedral) whose affairs are, or may reasonably be expected to be, materially affected by decisions of the Chapter.

Members should also consider the need to register the financial interests of persons and companies which are "connected"[9] to them.

A person who has completed a declaration of interests may ask the Chief Operating Officer to see and review the declarations of interest held on their behalf and should correct and update them as necessary.

The information disclosed will be processed in accordance with the Data Protection Act 2018 and UK GDPR legislation and only used in the manner set out in the Cathedral's Privacy Notice

The Register of Interests will be available for inspection on request to the Chief Operating Officer by Chapter members and Chairs of Chapter committees and sub-committees (in relation to members of the relevant committee). In addition, any person who has made a declaration under this policy is entitled to inspect and update their interests on the Register, on reasonable notice to the Chief Operating Officer.

Oral declaration of interests

Each meeting agenda will include an item for declaration of interests and identification of any conflicts or potential conflicts of interest.

An oral declaration of a relevant interest must be made at the beginning of each meeting of the Chapter and any committee or sub-committee (notwithstanding its inclusion in the Register of Interests) if, in the context of the particular item of business under consideration, the interest could, or could reasonably be seen to, prevent the person concerned from taking a decision only in the best interests of the Cathedral.

A person should err on the side of caution if he or she is in doubt about whether he or she is conflicted and declare the interest in question.

If a person is aware of an undeclared conflict of interest affecting another member, he or she should notify the Chair of the relevant meeting.

3.2. Managing a conflict of interest or loyalty once identified

A person need not withdraw from a meeting if his or her interest (whether financial or non-financial) is common to a class of persons and is neither significant nor substantially greater than the interests of other members of that class.

Subject to the previous paragraph, where a conflict of interest arises in connection with a personal benefit, the person concerned must withdraw from the meeting and not take part in any discussions relating to it (including discussions for the purpose of obtaining the authority that will be required to authorise the benefit). Subject to the previous paragraph, where a conflict of loyalty arises, the Chapter, committee or sub-committee will consider what level of participation, if any, is acceptable on the part of the conflicted person, having regard to the duty to act in the best

[9] See definition in Appendix 1.

interests of the Cathedral. However, the normal expectation will be that the conflicted person should withdraw from the meeting during discussion of the item of business in question.

In exceptional cases, there may be an unresolvable conflict of interest or loyalty that prevents the Chapter from making a quorate unconflicted decision due to the number of Chapter members who are conflicted. In such a situation, the Chapter must seek an Order from the Charity Commission to enable the decision to be made in order to demonstrate that the Chapter has acted in the best interests of the Cathedral.

3.3. Recording how conflicts of interest or loyalty are managed

The Chapter and each committee and sub-committee must keep a written record (usually in the minutes of the relevant meeting) of the nature of any conflict of interest or loyalty declared and how it was dealt with. The written record should include the following information to help the Chapter demonstrate that the Chapter or relevant committee/sub-committee has acted properly and complied with their duties:

- the nature of the conflict
- which Chapter or committee or sub-committee members were affected
- whether any conflicts of interest were declared in advance
- an outline of the discussion
- whether anyone withdrew from the discussion
- how the Chapter or the committee or sub-committee members took the decision in the best interests of the Cathedral.

In addition, the Chapter must disclose any benefits to Chapter members and to persons or businesses connected[10] to Chapter members in the annual accounts. The disclosure in the accounts should state under what legal authority the payments or benefits have been made, together with the reason for them.

3.4. Lobbying of others

A member of the Chapter, committee or sub-committee must not seek to lobby other members or staff about a matter in which he or she has a conflict of interest or loyalty.

4. REGISTER OF INTERESTS

4.1. Declaration of interests of Chapter members

I, _____, a member of the Chapter, have set out below my interests that might conflict with those of the Chapter and the Chapter sub-committees listed above. I understand that declaring potential conflicts or perceived conflicts is important and that a failure to declare a conflict of interest may be a breach of my legal duties.

[10] See Appendix 1.

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Unless authorised, I will not put myself in a position where my personal interest's conflict, or may be perceived to conflict, with my duty to act in the best interests of the Cathedral. Where there is a conflict of interest and/or potential conflict of interest, I will ensure that I declare it so that the Chapter can manage it effectively.

4.2. Declaration of interests of committee & sub-committee members

I, _____, a member of the [ ] Committee, have set out below my interests that might conflict with those of the Chapter. I understand that declaring all potential conflicts or perceived conflicts is important.

Unless authorised, I will not put myself in a position where my personal interests conflict, or may be perceived to conflict, with my duty to act in the best interests of the Chapter. Where there is a conflict of interest and/or potential conflict of interest, I will ensure that I declare it so that it can be managed effectively.

4.3. Declaration of interests of the Chief Operating Officer & Head of Finance

I, _____, employed as _____

have set out below my interests that might conflict with those of the Chapter. I understand that declaring all potential conflicts or perceived conflicts is important.

Unless authorised, I will not put myself in a position where my personal interests conflict, or may be perceived to conflict, with my duty to act in the best interests of the Chapter. Where there is a conflict of interest and/or potential conflict of interest, I will ensure that I declare it so that it can be managed effectively.

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4.4. Declaration of interest form

Category	**Please give details of the interest and whether it applies to yourself or to a connected person**[11] *If in doubt as to whether an interest is relevant, please include.*
List your current employment and any previous employment in which you have a financial interest.	
Appointments: Company directorships	
Appointments (voluntary or otherwise) e.g., charity trusteeships, professional chairs, elected positions in a political party, local authority membership, tribunals, etc.	
Membership of any professional bodies, special interest groups or mutual support organisations which could potentially create a conflict of interest.	

[11] See Appendix 1.

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Businesses: List all current investments in unlisted companies, partnerships and other forms of business, significant[12] shareholdings and beneficial interests in listed companies.	
Declare any gifts or hospitality offered to you in the last 12 months by external bodies whilst acting in your position as a Chapter member and whether this was declined or accepted.	
List any contractual relationship with the Chapter [or any trading subsidiary of the Chapter] [or any charity of which the Chapter is [either] a trustee] [or has the power to appoint one or more trustees].	
Please declare any other conflicts of interest not covered by the above.	

[12] 'Significant' means over 5% of issued capital.

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I confirm that to the best of my knowledge the above information is correct and complete. I agree to review and update this declaration annually. I understand that the information I provide will, in accordance with the Data Protection Act 2018 and UK GDPR legalisation, only be used in the manner set out in the Chapter's Privacy Notice.

Signed: _____ Date: _____

Name: _____

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REVIEW OF THIS POLICY

This policy will be reviewed at least every two years and may be subject to revision. Please refer to the ALL STAFF shared area within the Cathedral's IT system to view the most recent version. If you do not have access (e.g. café staff), please ask your line manager who will provide you with the most recent version of this policy.

Re-adopted by Chapter: – October 2026
Date of next review by Audit and Risk Committee:- 2028
Date for re-adoption by Chapter: – 2028

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APPENDIX 1. DEFINITION OF "CONNECTED PERSON"

"Connected person" has the meaning given to it in section 188 of the Charities Act 2011 and generally includes family, relatives or business partners of a charity trustee, as well as businesses in which a charity trustee has an interest through ownership or influence. The term includes a charity trustee's spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, as well as businesses where a trustee or family member holds at least one-fifth of the shareholding or voting rights.

If there is a doubt about whether a person or business is a "connected person" to a member of the Chapter for these purposes in relation to a proposed transaction or benefit, the Chapter should seek legal advice.

In more detail, a person is "connected" with a charity trustee or trustee for a charity if they are:

(a) a child[13], parent, grandchild, grandparent, brother, or sister of the trustee.

(b) the spouse or civil partner[14] of the trustee or of any person falling within paragraph (a);

(c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b);

(d) an institution which is controlled[15]:

  (i) by the trustee or by any person falling within paragraph (a), (b) or (c), or

  (ii) by two or more persons falling within sub-paragraph (i), when taken together.

(e) a body corporate in which—

  (i) the trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest[16], or

  (ii) two or more persons falling within sub-paragraph (i), when taken together, have a substantial interest.

[13] Includes a stepchild or an illegitimate child.
[14] Where two people are not married to, or civil partners of, each other but live together as if they were a married couple or civil partners, each of them is to be treated as the spouse or civil partner of the other.
[15] A person controls an institution if the person is able to secure that the affairs of the institution are conducted in accordance with the person's wishes.
[16] A person has a substantial interest in a body corporate if the person or institution in question:
(a) is interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital; or
(b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.

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APPENDIX 2. EXAMPLE REGISTER OF INTERESTS

Name of member	Body/Staff/ Committee	Category	Description of Interest	Does the Interest relate to the Chapter member or to a "connected person"? (Please describe)	Date notified	Is the Interest current?