



Hospital Caterers Association

Promoting Catering Excellence

President: *The Rt Hon Lord Hunt of Kings Heath PC OBE*

Conflicts of Interest Procedure

1. Introduction

- 1.1 The aim of this document is to give guidance on the legal requirements and set out the procedure of Hospital Caterers Association Limited (herein called 'Association') in relation to conflicts of interest.
- 1.2 Each Director owes a duty of loyalty to Association and must always act in its best interests. Failure to do so may constitute a breach of trust and may result in the Director being personally liable.
- 1.3 All elected or co-opted Directors may face potential conflicts and must manage such conflicts carefully. When engaged in the business of Association the Directors must act independently of any other organisation that they may represent and act only in the best interests of the Association. If this would lead to a Director acting in a way which conflicts with the interests of any other organisation of which he or she is also a member/director, the Director must consider whether they personally have a conflict of interest.
- 1.4 Directors must act in accordance with Association Articles of Association and Bye-law's and must properly declare and manage situations where there may be a conflict of interest.
- 1.5 More detailed guidance on the management and reporting of potential or real conflicts of interest are set out in Appendices attached to this Procedure.

2. What is a conflict of interest?

2.1 Conflicts of interest are:

- (a) Any direct or indirect interest which he or she has, in a proposed transaction or arrangement with other person/s or company/organisation; and
- (b) Any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association

(c) **Types of an interest include:**

- **Financial interests**
- **Non-financial professional interests**
- **Non-financial personal interests**
- **Indirect interests**

Where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non-financial personal interest in a commissioning decision.

3. Overview of the conflicts procedure

- 3.1 Principles of good governance for consideration, include the **Seven Principles of Public Life** (commonly known as the Nolan Principles)
- 3.2 A Director must declare any real or potential interest in a matter to be decided by the Directors.

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3.3 Any conflict between the interests of the Association and the interests of a Director; and any conflict between interest and responsibility owed to the Association and the duty of being a Director may have to any other organisation must be:

3.3.1 Identified

3.3.2 Managed in accordance with Association Articles

3.3.3 Minuted

3.4 The law relating to conflicts of interest for companies is complex. However, identification and management of conflicts of interest is not complex and Directors who comply with this procedure and its attendant procedures such as the Register, should not breach their legal duties.

4. Declaring interests

4.1 All Directors must declare any personal and professional interests. Directors should err on the side of caution when completing their Declaration of Interests Form, listing all interests which may give rise to a conflict of interests.

4.2 A Director Declaration of Interests Form is attached at Appendix 1. This should be completed:

- By all new Directors.
- Annually of all existing Directors.
- When any existing Director becomes aware of a new interest.
- Ex-officials who attend decision making meetings.

4.3 A Register of Directors' Interests will be maintained by the Association and be accessible to the Directors. A model register is attached at Appendix 2.

5. Identifying conflicts of interest

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

5.2 Prior to, or at the beginning of any Director decision making process (or committee meeting), Directors must declare any interest in relation to matters on the agenda and whether or not they think this may give rise to a conflict of interest. Directors not attending the meeting or taking part in the decision making process should declare any interest in advance to the Chair. The Associations procedure requires that all interests are declared at each meeting to avoid uncertainty.

5.3 The declaration can be by oral notification to the Chair or, in the case of interests not previously declared, by using the form attached as Appendix 1. Any new interests declared in this way will be entered in the Register.

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6. What to do if there is a conflict of interest

6.1 After disclosure by a Director of an interest, the other Directors will have the right to determine (without the conflicted Director being present) whether a conflict exists in the circumstances. Any determination regarding the existence of a conflict will be made by a majority vote of the other Directors taking part in the decision-making. The interested Director cannot vote or be counted in the quorum in relation to the decision about whether their interest does or does not give rise to a conflict.

6.2 Directors with a conflict of interest can remain, vote and be counted in the quorum in certain situations. In these circumstances a Director can participate in the decision making process, be counted in the quorum and vote unless: a majority of the other Directors participating in the decision-making process decide to the contrary. The steps in this procedure are summarised in the checklist at Appendix 3.

7. Additional considerations where interests arise from potential benefits to a Director

7.1 The Directors and certain persons regarded as “connected” with them cannot receive any benefits from the Association except to the extent permitted by the Bye-Laws of the Association;

8. Situations where all the Directors have a conflict of interest

8.1 There may be situations where all the Directors have an interest and arguably a conflict of interest, for instance because of an actual or potential benefit to organisations or interests that they represent. In such situations, or a conflict of duties, the procedure in section 6 will not apply and each Director, having declared his or her conflict of interest or conflict of duties may remain at and contribute to discussion at the meeting, be counted in the quorum and vote on the matter.

9. Record keeping

9.1 All discussions and decisions about a conflict of interest must be recorded and reported in the Register and minutes of the meeting.

10. Procedure Review

10.1 This procedure shall be reviewed bi-annually or more frequently as required.

Approved March 2023 Board

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Appendix 1

DECLARATION OF INTERESTS BY THE DIRECTORS / ex-officials /visitors

In performing their role, Directors must act with integrity and objectivity and in the best interests of The Hospital Caterers Association Limited (HCA), and must not use their position for personal advantage or seek to gain preferential treatment.

Under the Companies Act 2006 directors have a duty to avoid a situation in which either: there is, or may be, a conflict between the interests of the company and the direct or indirect interests of the director; or between the director's duties to the company and to those of another person. HCA's Articles of Association allows the directors to authorise such conflicts of interests by declaring them to the Board for approval. A register of such interests will be kept to formally record the declared interests. These details will be kept up to date by means of an annual review of the register. Any Directors appointed subsequently must declare their interests upon appointment. Any interim changes must be notified to the National Secretary immediately and an updated form submitted.

Declaration of Interests

		Type of interest			
		Financial interests	Non-financial professional interests	Non-financial personal interests	Indirect interests where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non-financial personal interest in a commissioning decision
1.	Please give details of any directorships, including non-executive directorships, held in private or public limited companies (except dormant companies).				
2.	Please give details of any shareholding and other ownership interests in any publicly listed, private or not for profit company, business, partnership or consultancy which is doing or might reasonably be expected to do, business with HCA				
3.	Please give details of any position of authority that you hold in another organisation or commercial, charity, voluntary professional, statutory or other body which could be seen to influence decisions taken in your role. This includes advisory groups or other paid or unpaid decision making forums that can influence how the organisation spends Association money.				
4.	Please give details of any connection that you have with organisations that contract for NHS Services.				
5.	Please give details of research funding or grants that you may have received as an individual or organisation relating to health or social care.				

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6.	Do you currently hold any ministerial appointments made by or on behalf of Ministers? If "yes" please give details below				
7.	Do you hold an elected public office, for example as a district or county councillor, MP or MEP? If so, please give details.				
8.	Please give details of any patents or other intellectual property rights held (either individually, or by virtue of association with a commercial or other organisation), including where applications to protect have started, or are ongoing, which are, or might reasonably be expected to be, related to items to be procured or used by HCA?				
9.	Please provide details of any affiliations to political parties or pressure groups.				
10.	Please declare any of the above relating to a spouse or cohabiting partner.				
11.	Other than those already listed above, please declare any other details which you feel relevant for inclusion on the register as outlined in the Associations' Financial Instructions and the Managing Conflicts of Interest.				

If a financial, professional, personal or indirect conflict of interest arises, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors, I will immediately declare that interest and take no part in the transaction or decision making process.

The information submitted will be held by HCA for personnel or other reasons specified on this form and to comply with the organisation's policies. This information may be held in both manual and electronic form in accordance with Data Protection legislation.

I confirm that the information provided is complete and correct. I acknowledge that any changes in these declarations must be notified to HCA as soon as practicable as and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, internal disciplinary or professional regulatory action may result.

Signed:		Date:	
Full name:		Branch:	

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Appendix 2

Register of interests

Name	Current position (s) held in the Association i.e. Board member; Committee member; ex-official	Declared Interest (Name of the organisation and nature of business)	Type of Interest				Nature of Interest	Date of Interest		Action taken to mitigate risk
			Financial Interest	Non-Financial Professional	Non-Financial Personal	Is the interest direct or indirect?		From	To	

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Appendix 3

Declarations of interest checklist

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Timing	Checklist	Responsibility
On appointment / annual	Issue declaration forms (appendix 1)	secretariat
	Complete declaration document (appendix 1)	Meeting members
Changes	advise National Secretary Director of any interim changes immediately and complete updated form	Directors /ex-officials / visitors
In advance of the meeting	1. The agenda to include a standing item on declaration of interests to enable individuals to raise any issues and/or make a declaration at the meeting.	Meeting Chair and secretariat
	2. Agenda to be circulated to enable attendees (including visitors) to identify any interests relating specifically to the agenda items being considered.	Meeting Chair and secretariat
	3. Members should contact the Chair as soon as an actual or potential conflict is identified.	Meeting members
	4. Visitors in attendance who participate in the meeting must also follow the meeting protocol and declare any interests in a timely manner.	
	5. A copy of the members' declared interests is checked to establish any actual or potential conflicts of interest that may occur during the meeting.	Meeting Chair and secretariat
During the meeting	6. The Register is issued with meeting papers.	
	7. Check and declare the meeting is quorate and ensure that this is noted in the minutes of the meeting.	Meeting Chair
	8. Chair requests members to declare any interests in agenda items- which have not already been declared, including the nature of the conflict.	Meeting Chair

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	<p>9. Chair makes a decision as to how to manage each interest which has been declared, including whether / to what extent the individual member should continue to participate in the meeting, on a case-by-case basis, and this decision is recorded</p>	Meeting Chair and secretariat
	<p>10. As minimum requirement, the following should be recorded in the minutes of the meeting:</p> <ul style="list-style-type: none"> • Individual declaring the interest; • At what point the interest was declared; • The nature of the interest; • The Chair's decision and resulting action taken; • The point during the meeting at which any individuals retired from and returned to the meeting - even if an interest has not been declared. 	Secretariat
<p>Following the meeting</p>	<p>11. All new interests declared at the meeting should be promptly updated onto the declaration of interest form;</p> <p>12. All new completed declarations of interest should be transferred onto the register of interests.</p>	<p>Individual(s) declaring interest(s)</p> <p>Designated person responsible for registers of interest</p>

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