ISEAL Conflict of Interest Policy

March 2016

Background

ISEAL Board and Committee members and ISEAL staff should conduct themselves at all times in accordance with good professional judgement for the benefit of ISEAL and in such manner as to not create a conflict of interest or appearance of such conflict. A conflict of interest may arise when an individual’s duty of loyalty to one organisation can be prejudiced by actual or potential benefit from another source or by a duty of loyalty to another organisation. Board and Committee members and ISEAL staff should be aware of this when entering into a relationship with other organisations and consider whether their duty of loyalty and diligence may be impaired, for example when engaging in an activity that conflicts with the interests or purposes of ISEAL or other member organisations, or which threatens ISEAL’s neutrality, or which inhibits free discussion amongst those present at meetings or within groups

Board and Committee members and ISEAL staff should not, without considering the objectives of this policy, attempt to influence or vote on any debate or decisions which involve either themselves or their member organisations, or their close personal associates, except in the case of Board and committee members, where they or their member organisations are affected to no greater extent than other Board members or other member organisations. Where Board and committee members and ISEAL staff become aware of such situations, they should declare their or their organisation’s interest and withdraw from subsequent discussions of those issues, unless the Board or the Committee in question or the ISEAL Executive Director, in the case of ISEAL staff, agrees that the conflict can be managed satisfactorily.

As a membership organisation, ISEAL regularly contracts its members for specific programmatic activities, and members contract ISEAL for specific activities. Likewise, ISEAL’s overall strategic aim is to improve standards systems, which provides a benefit to all members. These examples of daily operations are not considered conflicts of interest. Board and committee members are expected to act in the interest of the ISEAL membership as a whole.

There could be situations where the appearance of a conflict of interest is present even when no conflict actually exists. The duty to consider and declare a possible conflict applies to the perception of as well as to the actual existence of the conflict.

If a potential conflict of interest has been identified, the conflict needs to be actively managed, or the Board or Committee member or the members of ISEAL staff may need to withdraw from discussions of part or all of certain matters

Policy

Board and Committee members and members of ISEAL are under an obligation when joining the ISEAL Board or Committee or staff, and have a continuing obligation thereafter to:

- make full disclosure of situations involving actual or potential conflicts of interest.
-be clear and to make it clear to all parties involved whether an engagement is on behalf of their organisation, or on behalf of ISEAL or in a private capacity

-be clear, if representing ISEAL, about the legal status of their involvement, roles and responsibilities with any external organisation and of the terms of reference of their engagement

-ensure that ISEAL’s interests are properly safeguarded

-avoid seeking to wield undue or improper influence, or failing to respect the need for confidentiality and discretion

-seek advice where facing uncertainties or actual or potential conflicts of interest

Where Board or Committee members declare an interest, unless it can be satisfactorily managed in the opinion of other Board or Committee members, they may not vote on the matters affected by those interests, nor will they be counted when deciding whether the meeting is quorate for the purpose of discussing and deciding on those matters.

Declaration of Interests records

Board and Committee members: At the beginning of each Board meeting or Committee meeting, the Board chair or Committee meeting chair will ask all attendees to declare any contract of interest. Board members should declare actual or potential conflicts of interest, the nature of which and the actions taken to manage them being recorded in the meeting minutes. The absence of any such declaration shall be taken as a declaration that there no such conflicts. In between Board meetings, any material changes in circumstances should be raised with the Board Chair when they occur. When unable to attend Board or Committee meetings, absentees shall nevertheless provide in advance of the meetings, to the Board or Committee meeting chair, a statement of any conflicts of interest that those absentees would have declared at those meetings had they personally attended. All decisions made under a conflict of interest situation will be recorded as such in the minutes of the relevant meeting.

ISEAL staff: All staff will be required to complete an annual conflicts of interest declaration. All declarations of conflicts of interest by ISEAL staff will be recorded in a Conflicts of Interest Register, maintained by the Director of Finance & Operations and reviewed annually by the Finance Committee.