



**Michael &
Suzanne
Borrin
Foundation**

INTERESTED MEMBERS

Policy and Practice Guide

Version 1.1
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Interested members: Policy and Practice Guide

The Borrin Foundation Grants and Scholarships Committee (GSC) has a process in place to deal with situations in which a GSC member has an interest in a matter being considered by the GSC (including where the GSC member has duties to other persons in connection with that matter). The process for handling such interests consist of three steps:

1. **Identify:** The GSC member identifies that they may have an 'actual', 'potential' or 'perceived' interest in a matter before the GSC.
2. **Declare:** The GSC member declares the interest at any meeting at which the matter is considered – based on “If in doubt, declare.”
3. **Manage:** The GSC collectively agrees on how an interest should be managed on a case by case basis.

This policy and process shall apply also to staff and all people doing work for the Borrin Foundation, including the Chief Philanthropic Officer and the Operations and Programme Associate.

What do we mean by 'actual', potential or perceived conflicts of interest?

An **actual** conflict of interest is where circumstances are or could be perceived to influence your judgement to the detriment of the Borrin Foundation.

A **potential** conflict of interest occurs when it is reasonably probable that in future, an actual conflict of interests will come into play.

A **perceived** conflict of interest happens where the 'interests come close but do not intersect'. In these situations, careful management is required. We should all be confident that a GSC member with another connected interest, is appropriately motivated and free from bias.



A more 'proactive approach'

The GSC will not maintain an Interest Register, but instead expects interests to be disclosed proactively by members as and when relevant, as set out below:

Step One: Identify

All GSC members should turn their mind to Conflicts of Interests when considering the agenda items and reading the meeting papers, before a meeting.

Step Two: Declare – 'If in doubt, declare'

All GSC members must declare any actual, potential or perceived interest in a matter before discussions on that matter begin. For emphasis – the operating principle will be: "If in doubt, declare."

Step Three: Managing the Conflict of Interest

Broadly speaking, when an Interest is declared, the GSC will have two options:

Option 1: The GSC agrees that there is no (or no significant) conflict and the GSC member participates as usual.

Option 2: The GSC agrees that some sort of conflict exists – whether actual, potential or perceived. The GSC directs that the conflicted GSC member:

- a. Stays for the course of the discussion but does not vote
- b. Stays for some of the discussion, but withdraws for some of the discussion to allow free and frank discussion
- c. Withdraws from the meeting for the course of the discussions and does not vote.

The declared 'interest' plus the chosen option and rationale must be recorded in the minutes.

In most cases, the most likely option is 2a) – that the GSC member would be entitled to participate in discussions, but not vote. However, this would be assessed on a case-by-case basis.



Document owner and review period

The Chairperson and Chief Philanthropic Officer are responsible for this policy and practice guide. It will be reviewed as required and at least every two years.

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