Conflict of Interest Policy

1. Purpose

The purpose of this policy is to assist charity trustees and staff of Operation Smile Ireland to effectively identify, record and manage any conflicts of interest to protect the integrity of Operation Smile and to ensure that the charity trustees act in the best interest of their charity.

2. Objective

The Operation Smile Ireland Board of Directors aims to ensure that the charity trustees and Staff are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Operation Smile Ireland.

3. Scope

This policy applies to the trustees and staff of Operation Smile Ireland.

4. Definition of conflicts of interests

A conflict of interest is any situation in which a charity trustee's / Staff members' personal interests or loyalties could, or could be seen to, prevent the charity trustee from making a decision in the best interests of the charity. This personal interest may be direct or indirect and can include interests of a person connected to the charity trustee or staff member.

These situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the charity if they are openly and effectively managed. It is the policy of Operation Smile Ireland, as well as a responsibility of its charity trustees, and staff that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to Operation Smile Ireland.

Operation Smile Ireland will manage conflicts of interest by requiring charity trustees and staff to:

- avoid conflicts of interest where possible
- identify and record any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1 Responsibility of the board of charity trustees

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the charity;
- monitoring compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

- The charity trustees should ensure they are aware of their legal obligations in the management and control of their charity and should refer to the Charities Regulator's 'Guidance for Charity

Trustees', for further information on this see the Charities Regulator website.

Responsibility of the Staff of Operation Smile Ireland:

Staff and Management are responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across their work within the charity.
- monitoring their own and others' compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

Once an actual, potential or perceived conflict of interest is identified, it must be entered into **Operation Smile's register of interests**, as well as being raised with the board of charity trustees. The register of interests must be maintained by Country Director/CEO and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures

[In order to support charity trustees to disclose their conflicts of interest, the level of confidentiality associated with any disclosure should be set out. Include details of who will have access to the information disclosed, such as restricting this to the board of charity trustees and the secretary to the board. It may also be necessary to provide for an alternative disclosure mechanism if additional restrictions on disclosure are required.]

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of members of the board of charity trustees

Once the conflict of interest has been appropriately disclosed, the board of charity trustees (excluding the disclosing charity trustee and any other conflicted person) must decide whether a conflicted charity trustee should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a charity trustee from regularly participating in discussions, it may be worth the board of charity trustees considering whether it is appropriate for the person with the relevant conflict to resign from the board of charity trustees.

6.2 What should be considered when deciding what action to take

In deciding what approach to take, the board of charity trustees will consider whether the conflict needs to be avoided or simply documented whether the conflict will realistically impair the disclosing person's capacity to impartially participate in

- decision-making
- alternative options to avoid the conflict

- the charity's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity.

The approval of any action requires the agreement of at least a majority of the board of charity trustees (excluding any conflicted charity trustee) who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

7. Compliance with this policy

If the board of charity trustees has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board of charity trustees may take action against the person. This may include seeking the person's resignation from the charity.

If a person suspects that a staff member or charity trustee has failed to disclose a conflict of interest, they must discuss with the person in question, notify the board of charity trustees, or the person responsible for maintaining the register of interests.

Contacts

For questions about this policy, contact the board of charity trustees or CEO or Country Director by email to info@OperationSmile.ie