PHOENIX THEATRE & ARTS CENTRE CONFLICTS OF INTEREST POLICY

Organisation: Phoenix Theatre & Arts Centre
Approved by: The Board of Trustees
Approval date: 27 November 2026
Review date: 27 November 2028

1. Purpose

The arts centre will act in its own best interests and make decisions fairly, transparently and in line with its charitable purposes and governing document. This policy explains how trustees, staff and volunteers identify, disclose and manage actual, potential or perceived conflicts of interest.

A conflict is not, by itself, evidence of wrongdoing. It must be declared and managed so it does not improperly influence a decision—or appear to do so.

2. Who must follow this policy

This policy applies to:

- all trustees, including anyone acting as a trustee whether or not formally appointed;
- employees, freelancers, contractors and volunteers involved in decisions or spending; and
- anyone representing the centre on a committee, panel or procurement exercise.

Trustees remain responsible for ensuring the charity's decisions comply with their legal duties. If this policy conflicts with the centre's governing document or the law, the governing document and law take precedence; the trustees should obtain appropriate advice where needed.

3. What counts as a conflict

A conflict can be actual, potential or reasonably perceived. It includes:

- Financial or personal interests: a person, relative, close associate, or connected organisation may gain money, work, a contract, a benefit or another advantage from a decision.
- Conflicts of loyalty: a person's duties or loyalties to another organisation, employer, funder, artist, family member or close associate could affect their judgement for the centre.

- Other interests: personal relationships, artistic or professional commitments, or access to confidential information could influence—or appear to influence—a decision.

Examples in an arts-centre setting include decisions about selecting artists or performers, awarding commissions or grants, buying or exhibiting artwork, hiring staff, appointing suppliers, renting space, allocating rehearsal or studio time, or entering a partnership where someone involved has a connection.

A good deal or a worthy cause does not make a conflict disappear. Expenses properly incurred while carrying out duties are not, by themselves, a conflict.

4. Responsibilities

Everyone covered by this policy must:

- consider whether a conflict exists before taking part in a decision;
- declare relevant interests promptly, even if unsure whether they amount to a conflict;
- follow any management arrangements and keep information confidential; and
- update their declaration when circumstances change.

The chair will ask for declarations at the start of each board or committee meeting, decide with the unconflicted trustees how a conflict should be managed, and ensure it is recorded. If the chair is conflicted, an unconflicted trustee will lead that item.

The secretary or nominated administrator will maintain the register of interests and record declarations, decisions and management steps in the minutes or decision records.

The board will oversee implementation, review the register at least annually, and ensure concerns about undeclared or poorly managed conflicts are addressed.

5. How to declare interests

Trustees must complete an interests declaration when appointed and review it at least annually. Staff and others covered by this policy must disclose relevant interests to their manager or the chair when they arise. Everyone must update their declaration promptly if something changes.

At each meeting, attendees must declare any interest in an item before discussion begins. A person who becomes aware of a conflict during a discussion must declare it immediately.

Declarations should identify the nature of the interest and the relevant person or organisation. The centre will record them in a register accessible to trustees and, where appropriate, relevant staff. The centre will handle personal information in accordance with its privacy arrangements and applicable law.

6. Managing a conflict

The Chair, or the unconflicted trustees where the Chair is involved, will decide and record proportionate steps. These may include one or more of the following:

1. No further action, where the interest is remote and does not create a meaningful risk—record the reason.
2. Limit involvement, for example by restricting access to papers or confidential information, or requiring the person to leave part of a discussion.
3. Withdraw from discussion and decision-making. A conflicted person must not influence the discussion or vote. They should leave the meeting while the matter is considered, unless the unconflicted decision-makers invite them to provide specific factual information; if so, they must leave afterwards. The minutes must state when they left and returned.
4. Use independent decision-makers, such as an unconflicted panel, independent assessment or external advice. For artist selection or commissioning, use published criteria and keep a record of scoring and reasons.
5. Decline or change the proposed arrangement if the conflict cannot be managed fairly or lawfully.

A conflicted trustee must not count towards the quorum for that item, and must not vote on it, subject to the governing document and applicable law. Check the governing document's quorum rules. If the remaining trustees cannot form a valid quorum, pause the decision and obtain appropriate advice; do not proceed as though the conflict were resolved.

Where a trustee or connected person may receive payment or another financial benefit from the charity, the board must establish before agreeing to it that there is proper legal authority and that all applicable conditions are met. A board vote or this policy alone does not create that authority. The conflicted trustee must not take part in the relevant decision. Seek specialist advice if authority or procedure is uncertain.

7. Gifts, hospitality and outside interests

People covered by this policy must not use their position to obtain an improper benefit. They must disclose gifts, hospitality or offers connected with their work for the centre if these could reasonably influence, or appear to influence, a decision. The centre will record material offers and decide whether they may be accepted, declined or returned. Modest refreshments offered openly at an event may be accepted where they create no influence or expectation.

Outside employment, Board roles, artistic work and business interests should be declared when they could overlap with the centre's activities or affect a decision made for it.

8. Breaches and concerns

Anyone concerned that a conflict has not been declared or managed should raise it promptly with the chair or, if the chair is involved, another unconflicted trustee. Staff may also use the centre's usual reporting or whistleblowing route. The centre will consider the concern fairly and keep an appropriate record.
A failure to disclose or follow agreed arrangements may lead to steps under the relevant employment, volunteer or governance procedures. The board will consider whether a decision needs to be reviewed, whether further advice is needed, and whether any reporting obligation applies.

9. Records and review

The centre will keep an interests register and record, for each material conflict, who was affected, how it was managed, who took part in the decision, the decision and its reasons. Board minutes should show declarations, withdrawals and returns, quorum and voting arrangements, and any advice received.

The Board will review this policy every two years and sooner if the centre's activities, legal structure or relevant guidance changes.
Adoption: The Board adopted this policy on 27 November 2026
Signed: Eric Clifford
Name: Eric Clifford, Chair of Trustees
Next review: 27 November 2028