



**Mental Health
Ireland**

CONFLICT OF INTEREST POLICY

1. Purpose

The Conflict of Interest (COI) Policy is designed to ensure that all employees, directors, officers, and other individuals associated with Mental Health Ireland maintain the highest standards of integrity, honesty, and transparency in their professional and personal relationships. This policy aims to identify, manage, and minimize conflicts of interest that may arise within the organization.

1.1 Policy Governance

This Policy adheres to the following standard of governance and compliance:

Charities Act 2009

The Ombudsman Act 1980

Under EU General Data Protection Regulation

2. Definition of Conflict of Interest

A conflict of interest arises when an individual's personal interests or activities interfere or have the potential to interfere with the interests of Mental Health Ireland. This includes situations where an individual's loyalties, decisions, or actions may be influenced, compromised, or appear to be influenced or compromised by factors unrelated to the best interests of the company.

2.1 Board Trustees

A conflict of interest is any situation in which a charity trustee's personal interests or loyalties could, or could be seen to, prevent the charity trustee from deciding in the best interests of Mental Health Ireland. This personal interest may be direct or

indirect and can include interests of a person connected to the charity trustee. This policy applies to all directors.

2.2 Staff

A conflict of interest for Mental Health Ireland staff exists in a similar way to trustees, whereby any situation in which a staff member's personal interests, loyalties or additional work could, or could be seen to, prevent the staff member from making a decision in the best interests of Mental Health Ireland. This policy applies to all staff.

2.3 Connected Persons

Section 2(2) of the Charities Act 2009 sets out what is meant by a 'personal connection'. Persons who may be classed as a 'connected person' in respect of a charity trustee include:

A parent, Brother, Sister, Spouse, Grandparent or grandchild of the individual, a child of the spouse of the individual.

Any person the individual is in a partnership with.

Any person the individual is employed by under a contract of service.

A corporate body, if the individual has control of it.

Or if the individual and any of the above-mentioned connected persons together have control over it.

2.4 Examples of potential Conflicts of Interest.

Examples of potential conflict of interest include but are not limited to:

- a) financial interests, such as ownership, investments, or employment with a competitor, client, or supplier of the company.
- b) Professional or personal relationships that could bias or influence decision-making in favour of or against any party.
- c) Receipt of gifts, favours, or entertainment that may influence decision-making.
- d) Outside activities, including involvement in competing businesses or nonprofit organizations that may conflict with the company's interests.

3. Identification and Disclosure

All individuals associated with Mental Health Ireland, including employees, directors, officers, and consultants, have a responsibility to disclose any actual or potential conflicts of interest promptly and fully to the appropriate personnel identified within this policy. The disclosure should include relevant details regarding the conflict, its nature, and the parties involved.

A key test to identify if a conflict of interest exists is to ask the question:

Would a reasonable person, who was aware of the personal interest, believe that the charity trustee / staff member might be influenced by that personal interest when making a decision on behalf on the charity?

3.1 Recruitment & Onboarding

At recruitment of board trustees and staff, the HR Executive will ensure that the recruited person completes a Conflict-of-Interest Declaration.

Any and all disclosures will be reviewed prior to final offer of position and recorded in the conflicts of interest register.

The Board of Directors / Recruitment lead will be informed of the conflict of interest.

Any required action for the successful onboarding of the trustee / staff member will be discussed with the person directly. Such action is described in section 4.

Management of Conflicts of Interest.

3.2 Annual Disclosure

Trustee's and staff members will be asked to complete an annual Conflict of Interest declaration, which will be held on their file for the duration of their role.

3.3 Regular Board Meetings

As standard agenda items of each Board Meeting the Chairperson of the Board will ensure the following process is followed:

- At the start of each Board meeting the chair will request all Board members to state whether they have a conflict of interest based on the agenda.
- If any Board member believes another member has a potential conflict of interest, they will raise this issue for the Board to discuss. The discussion will be minuted.
- If there is no conflict of interests, this is minuted and the meeting proceeds as normal.
- If during the meeting any Board member becomes aware of a potential conflict of interest, they should raise this during the meeting.
- If there is a possible conflict of interest the Board member in question will leave the meeting when the matter is being discussed.
- On return the Board member will be told what decision was reached.
- The conflict of interest and the Board member's departure from the meeting for that agenda item will be recorded in the minutes of the meeting.
- In all discussions relating to the item in question the conflict of interest will be documented.
- The conflicts of interest register will record all conflicts of interest identified.

4. Management of Conflicts of Interest

Upon receiving a disclosure of a conflict of interest, Mental Health Ireland Board of Directors / Senior Management, will evaluate the conflict and determine an appropriate course of action. Options may include:

- Adjusting work assignments or responsibilities to minimize the conflict.
- Prohibiting involvement in certain decision-making processes or transactions.
- Resignation from outside positions or relationships that pose a conflict.
- Restructuring or divesting financial interests that may create conflicts.
- Implementing safeguards to prevent any undue influence or bias.

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

Once a trustee 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 or not a conflicted charity trustee should:

- Be excluded from any vote on the matter.
- 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.

4.2 Considerations in decision making.

In deciding what approach to take, the board of charity trustees will consider whether the conflict needs to be avoided or simply documented. They will also need to consider:

- 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.
- 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.

4.3 Confidentiality of disclosures

All disclosures are treated in the strictest of confidence. Only persons of interest within the process are privy to the details of disclosures. Written and hard copy records will be held on file in a secure location, access to which is restricted to The CEO, Operations, Governance and Compliance Manager, HR executive, Board Members including Chairperson and Governance Committee.

Mental Health Ireland holds an active Data Protection Policy and is contracted to an external Data Control agency to ensure GDPR is upheld.

Confidentiality is of upmost importance to Mental Health Ireland.

5.0 Training

Mental Health Ireland staff / students and volunteers will be offered training in relation to this policy as required, at onboarding stage and at regular intervals determined by the content herein, with the minimum being annual, and if any changes have been made.

6.0 Monitoring

Mental Health Ireland Documentation Control includes the monitoring of policy access, review and understanding and a formal record is held by the Operations, Governance and Compliance Manager. The implementation of and adherence to this policy will be monitored by the relevant workstream manager detailed below in section 16. Formal records of compliance / non-compliance will be kept by the Operations, Governance and Compliance Manager, and may be referred to the CEO for further action where non-adherence is repetitive.

7.0 Consequences of Non-compliance

Failure to comply with this Conflict-of-Interest Policy may result in disciplinary action, up to and including termination, depending on the severity and impact of the unaddressed conflict. Non-compliance may also result in reputational damage to both the individual and the company.

By adhering to this policy, we collectively affirm our commitment to maintaining the highest standards of professionalism, transparency, and integrity in all of our actions and decisions on behalf of Mental Health Ireland.