



**ANTHONY  
NOLAN**

Saving lives through stem cells

# Conflicts of Interest Policy

**Author:** Governance Officer

**Owner:** Chief Financial Officer

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## 1. GENERAL

- 1.1 The purpose of this policy is to ensure that Trustees and employees of Anthony Nolan identify and declare any situation in which their personal interests, or interests which they owe to another body, influence (or appear to influence) their decision making. This includes individuals involved in working with pharmaceutical companies or in the evaluation of scientific research funding who may also be involved with a variety of organisations and projects or may hold financial investments that might create an actual, potential or perceived conflict of interest. The Working with Pharma Policy covers our approach and reporting requirements in more detail and should be read in conjunction with this Policy.
- 1.2 Even the appearance of a conflict of interest could damage Anthony Nolan's reputation. All commitments that may be a potential or perceived conflict of interest should be declared in advance or advice sought from the Company Secretary to clarify the situation.
- 1.3 This policy applies to employees, Trustees and other volunteers of Anthony Nolan, as well as anyone else who is involved in providing advice, or making decisions, relating to Anthony Nolan. Volunteers expected to comply with this policy are those whose role with the Charity requires them to receive an induction asking them to agree to comply with Anthony Nolan's policies and procedures.
- 1.4 In this policy "Anthony Nolan" means all Anthony Nolan entities, including the Anthony Nolan Research Institute and Anthony Nolan Trading Limited.
- 1.5 This policy aims to ensure:
  - 1.5.1 compliance with the provisions of the Companies Act 2006, (Anthony Nolan is a registered company as well as a charity) which requires directors to declare any interest in any proposed contracts;
  - 1.5.2 compliance with guidelines set out in the Charity Commission's Guide to Conflicts of Interest for Charity Trustees ([Conflicts of interest: a guide for charity trustees - GOV.UK](#));
  - 1.5.3 compliance with the Charity's governing documents, the Memorandum & Articles of Association (Mem & Arts);
  - 1.5.4 that Anthony Nolan's decision making is transparent and fair; and
  - 1.5.5 protection of the reputation and integrity of Anthony Nolan;
  - 1.5.6 ensure compliance with the guidelines of the Association of Medical Research Charities (AMRC), as required of Anthony Nolan as members.
- 1.6 This policy should be read together with Anthony Nolan's Anti-Bribery Policy.
- 1.7 The word "must" is used throughout this policy. "Must" is recommended by the Charity Commission where there is a specific legal or regulatory requirement that must be complied with. 'Should' is used for minimum good practice guidance that should be followed unless there's a good reason not to.

## 2. WHO THE POLICY APPLIES TO

### 2.1 This policy applies to:

2.1.1 trustees;

2.1.2 employees (permanent, temporary, and honorary contract);

2.1.3 consultants;

2.1.4 committee members;

2.1.5 volunteers (see 1.3 above); and

2.1.6 in certain circumstances, family members or close personal contacts who have links with organisations, suppliers or customers linked to Anthony Nolan's activities or policy interests.

### 2.2 The above persons must:

2.2.1 sign a declaration (as provided by Anthony Nolan) when they join Anthony Nolan declaring if they have any potential conflicts of interest; (note: this is a standard clause in the terms of employment contract which all employees sign when joining the Charity. See also 2.3 below. Volunteers whose role with the Charity requires an induction and agreement to comply with the Charity's policies, may be asked to declare any potential conflict of interests during their induction process, see also 6.5 below);

2.2.2 not participate in any decision involving a transaction in which they may have a conflict of interest; and

2.2.3 declare the existence, nature and extent of any actual, perceived, or potential conflict of interest.

2.3 Trustees, members of the Strategic Leadership Team (SLT), and the Company Secretary must complete a declaration of interests form and a fit and proper person declaration on appointment. The declaration of interests form is updated annually in line with the year end audit. These declarations are subject to examination by the external auditor during the year end audit and will be kept up to date by Anthony Nolan's Company Secretary.

## 3. CONFLICTS OF INTEREST TO BE DISCLOSED

### 3.1 External Conflicts of Interest

Interests which must be disclosed by such individuals as listed in section 2.1 above include, but are not limited to:

3.1.1 direct financial gain or benefit to a Trustee such as:

a) payment to a Trustee for services provided to the Charity; and

b) the award of a contract to another organisation in which a Trustee has an interest, and from which a Trustee will receive a financial benefit;

- 3.1.2 the award of a contract to another organisation in which a Trustee or employee has a financial interest, such as a shareholding, or holds any other post, whether paid or voluntary, including non-executive directorship, or membership of a board, advisory group or governing committee, and any consultancy arrangements. This includes, without limitation, awards of contracts to drug companies, hospitals, healthcare providers, IT providers and travel agencies;
- 3.1.3 indirect financial gain, such as employment by Anthony Nolan of a spouse or a partner of a Trustee or employee; and
- 3.1.4 conflict of loyalties, such as where a Trustee is appointed by one of Anthony Nolan's funders, or where a friend of a Trustee is employed by Anthony Nolan.

### 3.2 Supplier declarations

All new suppliers must complete the onboarding due diligence process which includes a Conflict of Interest declaration. This process is owned by Procurement. For more information, please see *Matchbook > Find a Document > Finance and Resources > Procurement*. Here you can find the Procurement Policy, Supplier Onboarding Guidance and a copy of the latest Conflict of Interest Declaration form.

### 3.3 Conflicting interests relevant to a particular scientific research proposal

The following clauses are particular requirements of the AMRC, which Anthony Nolan as a member of the Association must comply with:

- 3.3.1 An individual will normally be deemed to be connected with a research funding proposal if the individual is any of the below:
  - a) an applicant, co-investigator or collaborator on an application;
  - b) belongs to the same institution as an applicant or co-investigator;
  - c) has co-authored a paper with the lead applicant in the last three years;
  - d) a relative of one of the grant applicants ("relative" for this purpose includes, but is not limited to, spouse, partner (current or past), children, siblings and parents);
  - e) a personal friend of one of the grant applicants;
  - f) a business partner of one of the grant applicants; or a member or employee of the same university, or other institution, as the grant applicant or co-applicant;
  - g) has a direct or indirect financial interest with the grant application being considered which may result in a strong decision bias during the time of his/her commitment for the committee; or
  - h) is aware of any other issues (whether academic, scientific, financial, business, personal or otherwise) that might give rise to a conflicting interest.
- 3.3.2 Committee members should be aware that they are appointed to a committee as an individual and not as a representative of an organisation by which they are employed or with which they have significant contracts or connections.

### 3.4 Consultants' contracts

The standard template contract for consultants engaged to work with, or on behalf of the Charity, states that they are able to work concurrently for other clients providing there is no conflict of interest between such other work and the services provided to the Charity, in the reasonable opinion of Anthony Nolan.

## 4. EXCEPTIONS TO THE REQUIREMENT TO DECLARE AN INTEREST

- 4.1 The rule about declaration of an interest in a contract does not apply to scientific employees at Anthony Nolan whose involvement with various medical organisations has already been made known in writing to Anthony Nolan. Anthony Nolan requires that these declarations of interest are updated annually.
- 4.2 The conflict of interest rules do not apply to benefits which are very small or available to everyone, such as reasonable expenses. It is the potential, as well as actual, benefit from which the conflict of interest arises which requires authority.

## 5. WHO TO TELL ABOUT A CONFLICT

- 5.1 Trustees and employees must disclose conflicts of interest by contacting the Company Secretary (who is also the Director of Legal and Governance) as soon as the Trustee or employee is aware of the potential conflict. If in any doubt, the Trustee or employee must make the declaration. The Company Secretary will decide how to deal with the particular circumstances of the conflict. If the Company Secretary may himself/herself be subject to a conflict of interest, the matter shall be dealt with by the CEO, the Chair of the Trustees or another appropriate member of the SLT.
- 5.2 Volunteers should discuss with their volunteer lead any potential conflicts of interest as soon as they are aware of them. The volunteer lead must make the declaration to the Company Secretary, who will decide with the Strategic Volunteering Manager how to deal with the particular circumstances of the conflict.
- 5.3 When there is a conflict which compromises an individual's ability to continue his/her position within Anthony Nolan, and it relates to a member of a committee, the matter will be discussed by the Chair of the committee together with a committee staff member. If agreement cannot be reached by this means, the case will be referred to the committee as a whole, whose decision will be final. If the Chair may himself/herself be subject to a conflict of interest, the matter shall be dealt with by another member of committee.
- 5.4 Each Board or Board Sub-Committee agenda should have a standing item at the start of each meeting where Trustees with a potential conflict of interests should declare them. A conflict of interests declaration form should be completed and circulated to the other members of the Board or Committee for information (either with the agenda or tabled). The declaration should include:
  - 5.4.1 A description of the nature and extent of the potential conflict, including any shareholding or financial benefit to be gained from the supplier, and in particular any financial gain from the specific awarding of a contract;

5.4.2 the value of the project, contract or commitment with which a conflict exists;

5.4.3 the decision-making group/people at the Charity involved in the decision to award the contract, and the timing and recording of such decision.

5.5 The Company Secretary shall ensure the proper recording of the declaration in the Board minutes and make the documentation available to the external auditor as part of the year end audit.

5.6 Employees or Trustees who become aware of a potential conflict of interests during the course of their work with any suppliers or external organisations, should contact the Company Secretary or Governance Officer as soon as possible. (See also the Whistleblowing Policy).

5.7 See the Conflicts of Interest Declaration forms available on request from the Company Secretary or the Governance Officer (see section 8, related policies and procedures).

## **6 RESOLUTION OF CONFLICTS OF INTEREST**

6.1 Anthony Nolan understands that the majority of conflicts or potential conflicts will relate to a particular issue and as such will not present any long-term restrictions on an individual's ability to work or volunteer for Anthony Nolan or to serve on its Board or committees.

6.2 If an individual is in any doubt as to the relevance of an interest that he or she has, such interest should be disclosed in advance to the Chair of the meeting or, if not practical, as soon as the potential conflict becomes apparent at the meeting.

6.3 All potential conflicts by Trustees must be declared to the Board in advance of the award of any business and in advance of any contract signing. The Board will have regard to the Memorandum and Articles of Association which permit Trustees with specialist knowledge to introduce potential suppliers to the Charity. However, this must always be considered in the light of what is in the best interests of the Charity and the Board should have consideration for this in accepting the declarations. The Board should consider the potential reputational risk when considering conflicts and the agreement to award the business will be ratified only if a majority of the Board support the signing of the contract.

6.4 Trustees who are the subject of a potential conflict of interests should withdraw from the Board, or other meeting, while the other Trustees are discussing the declaration and any resolution of the conflict. Such withdrawal should be recorded in the Board minutes.

6.5 Volunteers should discuss with their volunteer lead any potential conflicts of interest as soon as they are aware of them. The volunteer lead must make the declaration to the Company Secretary, who will decide with the Strategic Volunteering Manager how to deal with the particular circumstances of the conflict.

## **7. CONSEQUENCES OF BREACH**

7.1 Breach of this policy for employees may give rise to disciplinary action as set out in the Anthony Nolan staff handbook. Volunteers may be subject to the volunteer 'Volunteer Concerns Resolution' procedure.

## 8. RELATED POLICIES AND PROCEDURES

All the policies and procedures referenced below are available on the Anthony Nolan intranet, Matchbook:

- Anti-Bribery Policy
- Supplier Onboarding guidance
- Conflict of Interest Declaration for suppliers or potential suppliers
- Conflict of Interest Declaration for Employees and Trustees
- Employee and Trustees Expenses Policy
- Delegation of Financial Authorities Policy and Schedule
- Serious Incident Reporting Policy
- Whistleblowing Policy
- Anthony Nolan Disciplinary Policy and Procedure
- Volunteer Concern Resolution Policy
- Anti-Fraud Policy
- Working with Pharma Policy

## 9. CONTACTS

The Company Secretary contact details can be found on the Anthony Nolan intranet, Matchbook. The Company Secretary is also the Director of Legal and Governance for the Charity.

## 10 VERSION HISTORY

### 10.1 Version control and summary of changes

Revision Date	Version	Primary Author(s)	Role	Summary of changes
29/3/16	2.0	Hanah Burgess	Finance & Resources Director	The original Conflicts of Interests Policy was revised at the recommendation of the Association of Medical Research Charities (AMRC), as part of their peer review audit of Anthony Nolan, to include reference to scientific research funding. The only substantial change to the policy was the addition of a new section, 3.3, which addresses circumstances in which scientific funding decisions will be made. Whilst it is acknowledged that Anthony Nolan is not a grant giving organisation there may be instances where conflicts could arise, for example, during the quinquennial review (a thorough peer review process conducted every five years to assess the scientific quality of the research we fund. This is a requirement of being a member of the AMRC).

7/2/19	3.0	Caroline Crawford	Governance Officer / Company Secretary	Three yearly review - update in line with new procedures on declarations of interests by Trustees for potential conflict, and also the New Supplier Appraisal Pack and contract templates for consultants.  New clause 7.3 checked with Ian Krieger 20/2/19
28/2/19	3.1	Caroline Crawford	Governance Officer/Company Secretary	New additions from Jo Gibney, Volunteer Manager; Simon Bano and Kara Burnett, from the Procurement Team; Katja Apura, HR Manager; Caroline Harris, in-house solicitor.
26/3/2019	3.3		Governance Officer	Approved by the Board on 26th March 2019, after review by the Audit & Finance Committee on 18th March 2019.
Feb 2022	4		Governance Officer/CFO	Minor updates
Nov 2024	5		Governance Officer/CFO	Minor updates and rebranding

## 10.2 Approval history

Name	Role	Reviewer or Approver	Date of Review/ Approval	Version	Comments
Board of Trustees		Approver	29/3/16	2.0	Approved by the Board of Trustees 29 <sup>th</sup> March 2016
Audit & Finance Committee		Reviewer	18/1/19	3.2	To review and agree - for recommendation to the Board. The AFC asked for the role of volunteers subject to the requirements of the policy to be made clearer. Nick Sladden, our independent auditor from RSM asked for the policy to record that Trustees should withdraw from meetings where their potential conflict of interests declarations are discussed.
Board of Trustees		Approver	26/3/19	3.3	Approved by the Board.
Strategic Leadership Team		Reviewer	24/02/2022	4	Recommended to GRC
Governance & Risk Committee		Reviewer	10/03/2022	4	Recommended to the Board for approval
Board of Trustees		Approver	23/03/2022	4	Approved
Strategic Leadership Team		Reviewer	31/10/2024	4	Recommended to GRC
Governance & Risk Committee		Reviewer	07/11/2024	4	Recommended to the Board for approval
Board of Trustees		Approver	20/11/2024	4	Approved