CANCER RESEARCH UK (‘Charity’)
CONFLICTS OF INTEREST POLICY

This Policy and attached Guidance Note (Appendix) sets out the Charity’s position on conflicts of interest.

The Policy requires that:

(a) any individual who controls or influences the activities of the Charity and its Group must declare his/her interests, whether paid (for example; directorships or employment) or unpaid (for example; voluntary positions), together with any benefits, services, hospitality or gifts received in connection with his/her role in the Charity and/or the Charity’s Group – in accordance with the questions set out in the attached Declaration of Interests form;

(b) a Declaration of Interests form should be completed in writing upon appointment and thereafter annually in the form prescribed and attached to this Policy. It should also be declared orally at any meetings where a conflict of interests may arise. Any changes to the Declaration should be notified in writing to the Company Secretary as soon as the interest arises;

(c) the Chairman should provide confidential advice to any Trustee making a Declaration if requested to do so. The Chairman may also review Trustee Declarations to identify any real or perceived conflicts of interest and will decide how they might be dealt with, consulting with others as necessary;

(d) the Company Secretary shall maintain a Register of Interests declared, including any conflicts which have been identified;

(e) any individual with an interest in a matter being discussed at a meeting must declare his/her interest to the meeting. The chairman of the meeting will then decide whether that individual should withdraw during the discussion and, if not, whether the individual should be entitled to vote on the matter under discussion;

(f) the Guidance Note explaining why the ‘Conflicts of Interest Policy’ is required, and the steps to be followed to ensure compliance with the Policy, should be issued to all those individuals required to complete a Declaration of Interests form; and

(g) the Policy shall be periodically reviewed to ensure it satisfies legal and regulatory requirements, and those of the Charity.

Related documents
- Guidance Note for Conflicts of Interest(s) Policy
- Declaration of Interest(s) Form

<table>
<thead>
<tr>
<th>Policy Sponsor</th>
<th>Professor Sir Leszek Borysiewicz, Chairman</th>
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<tbody>
<tr>
<td>Policy Owner</td>
<td>Niamh O’Sullivan, Company Secretary</td>
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<tr>
<td>EB or Trustee approval</td>
<td>Yes – Council approval required</td>
</tr>
<tr>
<td>required?</td>
<td></td>
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<tr>
<td>Date of last review</td>
<td>Audit Committee 12 September 2018 and Council 25 September 2018</td>
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<tr>
<td>Next review due</td>
<td>September 2020</td>
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<tr>
<td>Superseded Documents</td>
<td>2008 &amp; 2014 Conflicts of Interest Policy, guidance note and DoI form.</td>
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</table>
All amendments to the policy document should be recorded via the table below:

<table>
<thead>
<tr>
<th>Version</th>
<th>Date</th>
<th>Author</th>
<th>Approved by</th>
<th>Description of amendment</th>
</tr>
</thead>
<tbody>
<tr>
<td>V1</td>
<td>2008</td>
<td>Company Secretary</td>
<td>Council</td>
<td>Original</td>
</tr>
<tr>
<td>V2</td>
<td>Nov 2014</td>
<td>Company Secretary</td>
<td>Audit Cttee Council</td>
<td>Minor revisions</td>
</tr>
<tr>
<td>V3</td>
<td>Sept 2018</td>
<td>Company Secretary</td>
<td>Audit Cttee Council</td>
<td>Minor changes: To reflect role changes within CRUK and changes to process relating to Funding Committees &amp; Panels. Agree to state on CRUK website that register of interests is available on request from the Company Secretary. Agreed to include Trustees in the scope of the gifts and hospitality policy.</td>
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</tbody>
</table>
Guidance Note – Appendix to Conflicts of Interest Policy

This Note explains why the Policy applies to certain individuals, what type of ‘interest’ should be declared, when and how to declare such interests, where the potential for conflicts of interest may arise and how such conflicts will be dealt with, so they do not prejudice the activities or reputation of the Charity. Individuals should be aware that it is their personal responsibility to declare their interests.

Circumstances can arise where an individual’s professional, personal or family interests and/or loyalties may conflict or be perceived to conflict with those of the Charity. If not identified and managed, such conflicts may:

- inhibit free discussion;
- allow influence or control over the Charity’s activities by an individual who is not independent of his/her personal interests;
- lead to decisions or actions being taken that are not in the interests of the Charity;
- risk the perception that the Charity may have acted improperly, thus damaging its reputation.

1. Why do we have a Policy?

All members of staff or other individuals in positions of control/influence have an obligation to act:

- in the best interests of the Charity to maintain its reputation and not for his/her own private interest or gain;
- to avoid situations where there may be a potential conflict of interest between the Charity’s interests and those of the individual;
- in accordance with the Charity’s governing documents, such as the Articles of Association.

2. Who must complete a Declaration of Interests Form (‘DoI Form’)?

A DoI Form must be completed by all Trustees, the Executive Board, the Scientific Executive Board, any non-Trustee members of Committees and Advisory Boards/Groups, the Extended Leadership Group, the Boards of directors/trustees of all entities in which the Charity has a controlling or material interest; and all staff members whose roles, in the opinion of the Executive Board, are regarded as bringing them within the ambit of the Policy.

The DoI Form sets out the kinds of interests which need to be declared.

Any conflicts of interest on the part of members of Funding Committees/Boards/Panels (and any ad hoc groups which are responsible for funding decisions) must be identified under the ‘CRUK Code of Practice for Funding Committees and Panels’ held by the Research and Innovation Directorate. Members of those groups need not complete a DoI form but must disclose to CRUK any conflicts of interest effecting their review of applications for grant funding, as described in their Code of Practice.

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1 Charity includes Cancer Research UK and its subsidiaries, both companies and trusts
3. **What should I do if I am unsure whether to declare a matter as an ‘interest’?**

   “When in doubt, declare”.

   Please ask yourself “Are there any circumstances in which this interest (held by either yourself or your immediate family) could prejudice, embarrass or damage the activities of the Charity?” If the answer is “Yes” you should declare the interest.

   The law imposes strict limits on the benefits which may be received by a Trustee. The Charity’s Articles of Association require the disclosure and management of interests to ensure no one party can exercise undue influence or receive an unauthorised financial benefit (whether direct or indirect) from their association with the Charity.

   The Articles state that ‘A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company. The Articles permit Trustees to be reimbursed for reasonable expenses incurred in the performance of their duties, to be indemnified under a Directors and Officers insurance policy, and to enter into and benefit from certain contracts. Further guidance can be obtained from the Company Secretary. (See also CRUK Articles of Association 70-77)

4. **Register of Interests**

   The Charity’s Register of Interests is maintained by the Company Secretariat.

   The Register is open to inspection on request to the Company Secretary. This facility is stated on the CRUK website. If an individual completing the DoI Form requests that any information should not be disclosed without prior notice, any such request must be made to the Company Secretary.

   Where a Trustee receives a payment or benefit, this may be noted in the Charity’s Annual Report and Accounts (in accordance with the current Statement of Recommended Practice ‘Accounting and Reporting by Charities’, known as ‘SORP’).

   Where an individual making a declaration is connected to a party involved in the supply of a service or product to the Charity, this information may also be disclosed in the Annual Report and Accounts.

5. **Will the Data Protection Act apply?**

   The information provided in the DoI Form will be processed in accordance with data protection principles as set out in data protection legislation. Data will be processed only to ensure that the individual acts in the best interests of the Charity. The information provided will not be used for any other purpose without the individual’s prior consent which shall not be unreasonably withheld or delayed.

6. **Who will decide if a conflict exists?**

   Completed DoI Forms will be evaluated by one or more of the following individuals, as appropriate: the Chairman, CEO, Company Secretary and Executive Director of Research and Innovation.

   In the event that a matter of conflict cannot be resolved it may be referred to a Review Panel made up of the Chairman, the Deputy Chairman or his/her nominee, the CEO, the Company Secretary and such other persons as the Chairman and the CEO jointly nominate. The Panel may obtain independent professional advice. The decision of the Review Panel will be final.
In the case of unavoidable or repeated conflicts of interest between the Charity and an individual that may, in the opinion of the Review Panel, harm the reputation of the Charity, the individual may be asked to either surrender the interest that is giving rise to the conflict or resign from his/her position with the Charity.

7. What do you do if a conflict of interest arises at a meeting or in another work situation?

Before, or at the beginning of any meeting, you must declare any potential conflict of interest which may arise in relation to matters on the agenda.

If you are involved in selecting suppliers/partners or similar and you believe you may be in a position of conflict e.g. if a relative or other connected party\(^2\) to you is involved in any way with that supplier/partner, you must declare that interest to your line manager and ensure it is added to the relevant register of interests.

Once a contract is in place in which you have a conflict of interest, you must not be involved in managing or monitoring the contract unless you have been given express permission.

A conflict of interest occurs where, in respect of an item on the agenda or at any other time during any discussion at a meeting or otherwise, the individual has a financial interest or a real danger of bias or where there is a perception that the interest could unduly influence his/her decision. The Chairman of the meeting or line manager, as appropriate, will decide the best course of action which may include deciding whether the individual should withdraw from the meeting while the matter is discussed or removing the individual from further discussions concerning the potentially conflicted matter.

There are situations where you may participate in discussions from which you could indirectly benefit, for example where the benefits are universal to all users, or where your benefit is minimal.

All decisions relating to management of conflicts of interest will be agreed by the Chairman and minuted accordingly.

8. Gifts and Hospitality
CRUK has a separate gifts and hospitality policy. Gifts will be recorded in the Charity’s register of interests maintained by the Company Secretary.

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\(^2\) Connected persons/organisations (extract from FRS102 letter)

A person or organisation connected with you includes the following:

- family members, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity
- a firm or institution controlled by you or any one or more people mentioned above, or in which you or any of the people mentioned above is a partner
- a body corporate in which you or any person mentioned above, or two or more of those persons, has a substantial interest.