

THE JAMES JOYCE CENTRE



35 North Great George's St · Dublin 1

Tel. +353 (1) 8788547 . Email info@jamesjoyce.ie . Web www.jamesjoyce.ie

Conflicts of Interest Policy for Directors/Trustees and members of the Company

1. Purpose

The purpose of this policy is to assist charity directors/trustees of the James Joyce Cultural Centre to effectively identify, record and manage any conflicts of interest, to protect the integrity of the James Joyce Cultural Centre and to ensure that the charity directors/trustees act in the best interest of the charity.

2. Objective

The James Joyce Cultural Centre Board aims to ensure that the charity directors/trustees are aware of their obligations under charity legislation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure that they, and the company/charity, may effectively manage those conflicts of interest, as representatives of the James Joyce Cultural Centre.

3. Scope of policy applicability

This policy applies to the directors/trustees of the James Joyce Cultural Centre, members of the Company and members of committees approved by the Board.

4. Definition of conflicts of interests

A conflict of interest is any situation in which a charity trustee's personal interests or loyalties could prevent, or could be seen to prevent, the charity director/trustee from deciding in the best interests of the company/charity.

Director/trustee personal interests, potentially of a conflictual nature, may be direct or indirect, and can include interests of a person connected to the charity directors/trustees of the James Joyce Cultural Centre.

These situations present the risk that a person will make, or support a decision based on, or affected by, conflicting influences which differ from the best interests of the charity. They must therefore be avoided or managed accordingly.

5. Conflicts of Interest Policy – managing the process

This policy recognises that conflicts of interest commonly arise, but they do not need to present a problem to the company/charity if they are openly and effectively managed.

It is the policy of the James Joyce Cultural Centre and its charity directors/trustees to ensure that ethical, legal, financial, business, personal or other interests, or other conflicts of interest, be avoided, and that any such conflicts (where they do arise) do not interfere with their obligations to the Centre.

The James Joyce Cultural Centre will manage conflicts of interest by requiring directors/trustees to:

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

For purposes of assisting directors/trustees to recognise what might present a conflict of interest, the following provide examples;

- Being a beneficial owner of, or being a connected person to, a key supplier of materials or professional services to the James Joyce Cultural Centre;
- Being involved in recruitment process for a position at the James Joyce Cultural Centre, for which a close family member, or other close personal contact, or connected person, is a candidate, or otherwise has an interest;
- Handling cash, or being able to sanction purchase and /or payments;
- Dealing with service contractors or sensitive business tender documents;

5.1 Managing Conflict of interest: Actions

The Board will:

- Establish a system for identifying, disclosing, and developing protocols for managing conflicts of interest across the range of Centre business activity;
- Set up a system for director/trustee self-disclosure of interests and company/charity recording process;
- Monitor compliance with this policy;
- Undertake regular review of its Conflict of Interests Policy and protocols for the Register of Interests process, and;
- Review the system on an annual basis to ensure that policy and process is operating effectively.

5.2 Identification and disclosure of conflicts of interest

An actual, potential, or perceived conflict of interest must be identified by each director/trustee and must be entered into the James Joyce Cultural Centre Register of Interests. The Register of Interests will be maintained by the Company Secretary, who will record all information related to a conflict of interest as identified by the actual director / trustee. It will be the responsibility of the actual Director /Trustee to identify and supply the detail of the conflict of interest.

Should an actual conflict of interest be identified, the Board, or its delegated committee members, will determine what steps, if any, other than recording, are required to address the issue.

Any steps taken will be dependent on a risk management process of assessment, based on potential damage to the Company.

Examples of conflict of Interest are given above.

Confidentiality of disclosures

The Board of the James Joyce Cultural centre will adhere to a strict protocol of ensuring confidentiality associated with disclosure of information by individual Directors/Trustees in respect of conflicts of interest, actual or potential. The information provided will be processed in line with the data protection principles as set out in the Data Protection Act, and in accordance with the James Joyce Cultural Centre policy on General Data Protection Regulations (GDPR).

Access to details of information disclosed will be restricted to the Company Secretary, who, if necessary, will make it available, on a confidential basis, to the Chair and to members of the Board. If required, details will be made available to appropriate authorities, as required by law.

6. Action required for management of conflicts of interest

Directors/trustees, on election to the Board, and as may arise thereafter, must;

- Advise the Company Secretary, in writing, of any conflict of interest which exists, or which may exist between them and the business of the James Joyce Cultural Centre;
- Declare as soon as possible, in writing, to the Company Secretary, any new conflict of interest that arises during their service as a Board member;
- If a potential or previously unforeseen conflict is seen to emerge at the beginning of a meeting, or during the meeting, the director/trustee should immediately declare an interest to the Chair and ask to be excused;
- The Board will consider the matter and take whatever action it determines to be appropriate within its conflict-of-interest policy and process for managing such conflicts;

6.1 Conflicts of interest of members of the Board.

In the event of a conflict of interest being disclosed at short notice, the Board of the James Joyce Cultural Centre, may immediately, if appropriate, determine, having regard to the nature of the conflict disclosed, whether the conflicted person/s may be allowed:

- participate in any debate on the issue;
- Be present in the meeting room during the debate, and the voting.
- Vote on the issue;
- Decide that the disclosure requires further consideration, at another date;
- Decide that the person conflicted should not be recalled to the meeting,
- Arrange date for further informed discussion.

6.2. Actions for management of declared interests

In the event of further consideration, the Board of the James Joyce Cultural Centre will determine what action should be taken, using processes which include:

- Informing itself about the detail of the matter at issue; and consider,
- Whether the conflict can be avoided, or simply documented;
- What, if any, alternative options exist which might avoid the conflict;

- Company /charity objectives and resources;
- Whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- Possibility and consequences of the conflict of interest creating an appearance of improper conduct that might impair confidence in, or cause damage to the reputation of, the charity.

In exceptional circumstances, such as where a conflict of interest is significant, or likely to prevent a company/charity director/trustee from regularly participating in discussion thereafter, the Board of the James Joyce Cultural Centre may decide that it is appropriate for the person with the relevant interest to resign from the board of the James Joyce Cultural Centre, and if so, request their resignation.

The approval of any action will require the agreement of a majority of the board of charity directors/trustees (excluding any conflicted charity director/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 the James Joyce Cultural Centre has a reason to believe that a person subject to this policy has failed to comply with the policy, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the board of charity directors/trustees may decide to take appropriate action. This may include seeking the person's resignation from the Board. The Board will, however, take mitigating circumstances into consideration, dependent on the nature of the matter at issue.

If a person suspects that a director/charity trustee has knowingly failed to disclose a conflict of interest, they must discuss the issue with the person in question and notify the Board or the Company Secretary, responsible for maintaining the Register of Interests.

For questions about this policy, please contact secretary@jamesjoyce.ie or, Company Secretary, James Joyce Cultural Centre, 35 North Great Georges Street, Dublin.1.

Approved by the Board.

Date: 29 February 2024