



# **UK Society for Behaviour Analysis**

## **DIRECTOR MANUAL**

**Date of Issue: December 2016**  
**Date of First Review: April 2019**  
**Date of Second Review: November 2020**  
**Date of Latest Review: September 2021**

This manual contains:

1. The role description for UK-SBA Directors including who can act as a Director
2. Role descriptions and person specifications for Officers
3. Code of conduct
4. Fit and Proper Person declaration
5. Conflicts of interest policy and statement
6. Register of Directors' Interests
7. Skills audit questionnaire

## YOUR 12 ROLES AS A UK-SBA DIRECTOR

1. The UK-SBA Director Board is collectively responsible for establishing the essential purposes of UK-SBA and for safe-guarding its ethos and values.
2. Together we, supported by our administrator, develop long-term strategy. Our meeting agendas reflect the key points of the strategy to keep us on track.
3. We create policies to govern organisational activity. These cover:
  - ❖ Guidance and procedures for staff, volunteers and clients/service users
  - ❖ Systems for reporting and monitoring
  - ❖ An ethical framework for everyone connected with the organisation
  - ❖ Conduct of Directors and Board business
  - ❖ Management of risk for service users, staff, volunteers and the organisationUltimate policy-making responsibility belongs to the Board. For this reason, we have the responsibility of keeping apprised of our policies. Revisions to some policies emanating from staff may give rise to a recommendation for the Board to discuss, and debate. Examples of these may include health and safety policies, child and data protection policies and occupational health policies.
4. We support the creation and implementation of comprehensive, fair and legal personnel policies. These protect the organisation and those who work for us. They cover:
  - ❖ Recruitment
  - ❖ Support
  - ❖ Appraisal
  - ❖ Remuneration and other terms and conditions
  - ❖ Discipline and conduct
5. We organise the elections of new Board members and appoint or co-opt additional expertise if we think it's necessary
6. We make sure our governing document (constitution, articles of association) is followed. In particular, our activities must comply with our objectives as stated in our governing document.
7. We are responsible for checking that all our activities are legal and within our constitutional objects and powers.
8. We ensure that UK-SBA as an organisation and a company fulfils our accountability as required by law to:
  - ❖ HM Revenue and Customs
  - ❖ Registrar of CompaniesWe are also accountable to:
  - ❖ Donors and funders
  - ❖ Beneficiaries
  - ❖ Members
  - ❖ Staff and volunteers
  - ❖ Consumers/clients of Behaviour Analysis
  - ❖ The general publicThis means publishing annual reports and accounts.

9. We are responsible for effectively managing the UK-SBA's resources so it can meet its objects.  
This means:
  - ❖ Securing sufficient resources to fulfil the mission
  - ❖ Monitoring spending in the best interests of the organisation
  - ❖ Approving the annual financial statement and budget
  - ❖ Protecting UK-SBA against liability by providing insurance
  - ❖ Seeking to minimise risk for the organisation
  - ❖ Participating in fundraising
  - ❖ Ensuring legal compliance
  
10. We create policy covering the employment of our staff. We also select and support her/him and review her/his performance. We recognise and respect the domain of staff responsibility. At the same time, we create policy to guide staff activities and safeguard the UK-SBA's interests.
  
11. We keep our own house in order by engaging in:
  - ❖ Productive meetings
  - ❖ Effective committees with adequate resources
  - ❖ Development activities
  - ❖ Regular performance reviews
  - ❖ Partnership with consultants where necessary
  
12. Through our own behaviour, our governance oversight and our activities on behalf of UK-SBA, we enhance and protect its reputation. We are good ambassadors for the UK-SBA and adhere to our codes of conduct

## ROLES OF OFFICERS ON THE BOARD

### **PRESIDENT – ROLE DESCRIPTION AND PERSON SPECIFICATION**

The President acts as spokesperson and figurehead for the UK Society for Behaviour Analysis. The President is also a key ambassador for the society and the wider ABA community.

#### **The responsibilities of the President will include:**

- Acting as spokesperson and figurehead as appropriate and as agreed by the Board
- Ensuring that the views of the UK SBA are heard
- Ensuring an organisational focus on public protection
- Acting as an advocate for behaviour analysis in the UK
- Responding to formal consultations either personally or by collaborating with others, or co-ordinating responses from colleagues
- Identifying opportunities to promote and further the study and practice of behaviour analysis in the UK
- Working with the Chair and the Board to deliver its mission and vision
- Influencing decisions makers by ensuring UK SBA presents coherent and persuasive arguments
- Liaising with the Marketing and Communications committee to produce press releases and policy statements as required.

#### **Person Specification:**

- Experience and understanding of how national policy is formulated
- Willingness, time and ability to communicate with key stakeholders
- Possesses tact, diplomacy and powers of persuasion.
- Respected with strong personal presence, credibility, confidence and gravitas
- Good analytical and communication skills
- Able to make decisions
- Possesses relevant knowledge, including good grasp of the sector and current issues
- Understanding of current research (nationally and internationally) and how that might relate to practice in the UK
- Is a Full UK-SBA member

### **CHAIR – ROLE DESCRIPTION AND PERSON SPECIFICATION**

The Chair leads the Board and the organisation to enable it to fulfil its purpose. The Chair provides leadership and direction to the Board and enables the Directors to fulfill their responsibilities for the overall governance and strategic direction of the organisation.

#### **The responsibilities of the Chair will include:**

- Ensuring that the organisation pursues its objects as defined in its governing document, organisation law, company law and other relevant legislation/regulations.

- Working in partnership with staff member(s) helping them achieve the aims of the organisation, particularly in regard to public protection; and optimising the relationship between the Board of Directors and the staff.
- Facilitating the Board of Directors in stimulating excellent, well-rounded and carefully formulated strategic plans and regular review of long-term strategic aims of the organisation.
- Developing organisational policies, define goals, targets and evaluate performance against agreed targets.
- Approving the annual cycle of the Board meetings, meeting agendas, chair and facilitate meetings, monitoring decisions taken at meetings and ensure they are implemented.
- Liaising regularly with the Treasurer to maintain a clear grasp of the organisation's financial position and to ensure full and timely financial transparency and information disclosure to the Board.
- Leading and mentoring other Directors to fulfil their responsibilities and enable access to training/coaching/information to enhance the overall contribution of the Board.
- Annually leading a review of the Board structure, role, and staff relationships and ensuring implementation of agreed changes/developments are carried out.
- Encouraging team working among Directors

#### **Person specification**

- Demonstrates proven leadership skills.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of Directors and adhering to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Commitment to the Boards objects, aims and values and willingness to devote time to carry out responsibilities.
- Strategic and forward-looking vision in relation to the organisation's objects and aims.
- Good, independent judgement, maintains impartiality and the ability to think creatively in the context of the organisation and external environment.
- Good communication and interpersonal skills and the ability to respect the confidences of colleagues.
- Balancing tact and diplomacy with willingness to challenge and constructively criticise.
- Prior experience of committee work.
- Knowledge of the sector and the context in which the organisation works.
- Experience of chairing meetings, committee work, some experience of finance, fundraising and human resources.

#### **SECRETARY – ROLE DESCRIPTION AND PERSON SPECIFICATION**

The Secretary supports the Chair of the Board and ensures that necessary administrative systems and processes are in place. The Secretary manages correspondence and line manages admin support staff.

#### **The responsibilities of the Secretary will include:**

- Ensuring committee meetings are properly administered.
- Ensuring other meetings, such as the AGM, and events are properly administered.
- Keeping membership records up-to-date.
- Acting as Complaints Secretary in line with the Society's Complaints Procedure
- Monitoring committee member action points.

- Providing necessary systems and processes for the Board and the organisation to enable it to fulfil its purpose.
- Line managing admin staff.

The tasks of the Secretary will include:

- Planning and preparing the committee meetings and the AGM with others as appropriate.
- Planning meeting dates, booking rooms, sending out notifications, minutes and other papers.
- Drawing up agendas together with the Chair of the Board.
- Minuting committee meetings or overseeing minuting.
- Accurately recording decisions and actions in the minutes and report to the next committee meeting on the progress of actions and the result of decisions.
- Overseeing accurate and up-to-date membership records together with admin staff
- As Complaints Secretary, receiving and assessing complaints in the first instance and then in liaison with the Public Protection and Benefit Committee
- Dealing with non-routine correspondence, writing letters/emails as requested by Chair/Board, summarising correspondence/emails received at the next committee meetings and drafting replies as appropriate.
- Sending round key info as directed by the Chair of the Board, or as is sent to the society.
- Providing ongoing appraisal, feedback and support for admin staff.

#### **Person Specification**

- To be organised and methodical
- Able to take good minutes
- Able to keep accurate records
- Has the relevant skills to organise a meeting well
- Good written and verbal communication
- Has good grasp of the vision and values of the organisation

#### **TREASURER – ROLE DESCRIPTION AND PERSON SPECIFICATION**

The Treasurer takes the lead in overseeing the financial affairs of the organisation, ensuring its financial viability, and seeing that proper financial records and procedures are maintained. The Treasurer will assist other Directors to perform their financial duties, by interpreting and explaining accounting requirements, ensuring that the Board receives reports containing the information Directors need in an 'easy to understand' format, and helping Directors guide any other professional advisers they have appointed.

#### **The responsibilities of the Treasurer will include:**

- Preparing and presenting financial reports to the Board on a monthly basis, including projected cash-flow.
- Keeping the Board aware of its financial responsibilities.
- Ensuring that the organisation's accounts are prepared in a suitable format.
- Ensuring that the accounts and financial systems are audited as required by law.
- Liaising with the auditors/independent examiners.
- Preparing and presenting budgets, accounts and financial statements.

- Being assured that the financial resources of the organisation meet its present and future needs.
- Ensuring that the organisation has an appropriate reserves policy.
- The preparation and presentation of financial reports to the Board, ensuring that appropriate accounting procedures and controls are in place.
- Liaising with paid staff and volunteers about financial matters.
- Advising on the financial implications of the organisation's strategic plan.
- Ensuring that the accounts are audited, and any recommendations of the auditors implemented.
- Keeping the Board informed about its financial duties and responsibilities.
- Contributing to the fundraising strategy of the organisation.
- Making a formal presentation of the accounts at the annual general meeting and drawing attention to important points in a coherent and easily understandable way.
- Sitting on appraisal, recruitment and disciplinary panels as required.

### **Person Specification**

In addition to the qualities needed by all trustees, the Treasurer should also possess the following:

- Financial experience and business planning skills.
- Some experience of organisation finance and fundraising.
- The skills to analyse proposals and examine their financial consequences.
- A preparedness to make unpopular recommendations to the Board.
- A willingness to be available to give financial advice and answer enquiries from any staff or volunteers on an ad hoc basis.

### **The Executive Committee**

Board Members who are elected by the Board into the four roles defined and described above: President, Chair, Secretary and Treasurer, will form the Executive Committee.

The Executive Committee has delegated responsibility to:

Ensure UK-SBA is in compliance with its legal and fiduciary duties, reporting its findings and recommendations to the board, recommending action to the board for structural changes and is accountable for the board and the Society's governance guidelines, policies and elections with an emphasis on:

- Strategic / Policy Leadership
- Clear Distinction of board roles
- Encouragement of diversity in viewpoints
- Collective rather than individual decisions

### **Other Committees of the Society**

All Board members will be assigned sit on two committees according to their skills and experience, and/or the needs of the society. Our current committees are:

- Public Protection and Benefit
- Strategic Planning
- Membership
- Education
- Marketing and Communications
- Advisory Board



## ELIGIBILITY OF DIRECTORS

### 1 Age

Under law, a person must be aged **18 or over** to serve as a Director unless the organisation is a company, when the minimum age is 16 for Directors under company law.

### 2 Personal Solvency

Under law, a person is disqualified from acting as a Director if he/she:

- ❖ is an undischarged bankrupt or
- ❖ is subject to an order for composition or arrangement with her/his creditors under the Insolvency Act 1986 and the order has not yet been discharged
- ❖ is subject to an Insolvency Act Order for failing to make payments under an administration order is also disqualified, unless s/he has been specifically cleared to be a Director by the Court that made the Order.

### 3 Criminal Record

A person is disqualified from being a Director if s/he has been convicted of a criminal offence involving **dishonesty or deception** which has not been spent under the Rehabilitation of Offenders Act 1974. **NB:** If the sentence on conviction for the offence was **imprisonment (even if suspended) for more than 4 years**, then that person is **disqualified for life**. A person is disqualified from being a Director if s/he has been **disqualified from working with children** under Criminal Justice and Courts Services Act 2000.

### 4 Removal Orders

Directors who have been removed as company Directors by the High Court are disqualified from acting as company Directors.

### 5 Company Directors Disqualification Act 1986

Company Directors cannot act as Directors while disqualified by the Court under this Act. Directors can be disqualified for:

#### 5.1 general misconduct i.e.

- ❖ persistently failing to file accounts and returns
- ❖ conviction on indictment in relation to the formation, management or liquidation of a company
- ❖ fraudulent trading resulting in the winding up of a company

#### 5.2 unfitness to manage i.e.

- ❖ being involved in an insolvent company that has since wound up
- ❖ because the Court declares the person unfit for other reasons

**Anyone who acts as a company Director knowing s/he is disqualified under 2 to 5 above can be made personally liable for the company's debts.**

# Director code of conduct

The purpose of this document is to provide a code of conduct for Directors. A code of conduct for Board members ensures high standards and makes it clear how potential conflicts of interests are dealt with. This code of conduct is based on the Nolan Committee's 'Seven Principles of Public Life'.

## Selflessness

Directors of UK Society for Behaviour Analysis (UK-SBA) have a general duty to act in the best interests UK-SBA as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from or represent.

## Integrity

UK-SBA's Directors:

- ❖ should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- ❖ as well as avoiding actual impropriety, should avoid any appearance of improper behaviour;
- ❖ should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgment.

## Objectivity

In carrying out their role, including making appointments (including Director appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, UK-SBA's Directors should ensure that decisions are made solely on merit.

## Accountability

UK-SBA's Directors:

- ❖ have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in UK-SBA;
- ❖ are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to what scrutiny is appropriate to their role.

UK-SBA's Directors:

- ❖ should ensure that confidential material, including material about individuals, is handled in accordance with due care;
- ❖ should be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands.

## Honesty

UK-SBA's Directors:

- ❖ have a duty to declare any interests relating to their Director role and to take steps to resolve any conflicts that may arise. Where private interests of a Director conflicts with their Director duties, he / she must resolve this conflict in favour of the Director role;
- ❖ must make relevant declarations of interest in the different circumstances and roles they play both within and outside the UK-SBA.

## Leadership

UK-SBA's Directors:

- ❖ should promote and support the principles of leadership by example;
- ❖ must respect the role of the chief executive. There will be circumstances under which Directors will be working directly with UK-SBA staff. Guidelines for such working relationships must be clear to both staff and Directors and, when these occasions arise; the chief executive / Chair should be informed in advance.

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## Board member's declaration

I have read and understood the provisions of the Director contract.

I have received and read the induction material for new Directors and understand my duties and responsibilities as a Director.

I undertake to familiarise myself with the organisation's policies, objectives, plans and financial position.

I shall declare all conflicts of interest as and when they arise. If at any time these conflicts hamper my ability to perform my role as Director, I shall resign from the Board.

I shall keep all the proceedings at Director meetings confidential and shall not discuss any of the issues with others or with the press / media without clearance from the Chairperson or they have been put in the public domain.

I shall not use information I obtain the Board meetings to further the interests of myself or any person or organisation that I have links with.

I confirm I understand the time and commitment needed and can devote this time to the role.

Signed \_\_\_\_\_

## Fit and proper persons help sheet (as issued by HMRC)

### Who is this help sheet for?

This help sheet and the model declaration are for use by 'managers' of a charity, Community Amateur Sports Club (CASC) or other organisation entitled to UK charity tax reliefs. The term 'managers' applies to the trustees of charities, Directors of corporate charities, CASC officials and any other persons having general control and management over the running of the charity or the application of its assets. For example:

- ❖ In a typical small local charity, a manager for the purposes of the fit and proper persons test could include the Chairperson, Treasurer, Secretary and the rest of the management committee who would have control over expenditure.
- ❖ In a larger charity a manager for the purposes of the fit and proper persons test would include all trustees or Directors of a corporate charity but may also extend to certain employees who are able to determine how a significant proportion of the charity's funds are spent. For example, most large charities have a Board of Trustees and an Executive Board of senior employees. In such a case the trustees and members of the Executive Board would be managers of the charity.

If you are a 'manager' of a charity you should read this help sheet and, if appropriate, sign a declaration based on the model below. The charity, CASC or other organisation entitled to charity tax reliefs should keep the signed declaration in case HM Revenue & Customs (HMRC) ask to see it. The signed form should not be sent to HMRC unless HMRC asks to see it.

### Why is there a 'fit and proper persons' test?

The 'fit and proper persons' test exists to ensure that charities, CASCs and other organisations entitled to charity tax reliefs are not managed or controlled by individuals who might misuse the valuable tax reliefs the organisation receives. Unfortunately, fraudsters have been known to exploit charity tax reliefs so the fit and proper persons test exists to help prevent that.

### What does 'fit and proper' mean?

**An individual is 'fit and proper' if they ensure that charity funds and tax reliefs are used only for charitable purposes.**

In signing a declaration like the one below you are confirming that you will ensure that funds are used for charitable purposes and also disclosing certain information about your past that may impact on whether or not you are indeed 'fit and proper'. When a charity notifies HMRC of certain new managers, HMRC cross checks that person's details against any information it has and will raise any concerns it has if there is anything to indicate the person may misuse the charity funds and tax reliefs.

Factors that may lead to HMRC deciding that an individual manager is not a fit and proper person include:

- ❖ individuals with a history of tax fraud, unlawful tax avoidance or other fraudulent behaviour including misrepresentation and/or identity theft and professional advisers who have assisted people in doing these things

- ❖ individuals for whom HMRC has knowledge of involvement in attacks against, or abuse of, tax repayment systems
- ❖ individuals who are barred from acting as a charity trustee by a charity regulator or Court, or have been disqualified from acting as a company Director

However, just because an individual has been, say, barred from acting as a charity trustee or one of the other points above applies, it does not always follow that the charity will not be eligible for tax reliefs. When considering the application of the fit and proper persons test to particular managers, HMRC will take account of the likely impact on the charity's tax position. For example, any person who has no dealings with HMRC and no control over spending charity funds, even if the person is not a fit and proper person, is unlikely to affect the charity's eligibility to tax reliefs.

### **What do I need to do?**

- ❖ If you are confident you will do your best to ensure that charity funds and tax reliefs are used only for charitable purposes and do not need to disclose any information listed on the declaration, then you should sign a declaration and give it to the charity.
- ❖ If you are confident you will do your best to ensure that charity funds and tax reliefs are used only for charitable purposes, but you do need to disclose any information listed on the declaration, then you should sign the declaration suitably amended - for example by crossing out the relevant bullet point - and provide details in the final box before you give the declaration to the charity. The charity will then need to decide what to do.

If neither of the above applies you should not sign the declaration.

### **I've signed the declaration so what happens next?**

The charity will keep the declaration and in certain cases pass your details to HMRC. If HMRC have any concerns about you they will contact you to clarify the situation.

## Declaration for fit and proper persons

Name of organisation in full: UK Society for Behaviour Analysis (UK-SBA)

Name of individual:

Role in the organisation: Director

I, the undersigned, declare that:

- ❖ I am not disqualified from acting as a Director
- ❖ I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent)
- ❖ I have not been involved in tax fraud or unlawful tax avoidance or been a professional adviser involved in such matters
- ❖ I am not an undischarged bankrupt
- ❖ I have not made compositions or arrangements with my creditors from which I have not been discharged
- ❖ I have not been removed from serving as a Director, or been stopped from acting in a management position within a membership organisation

Signed:

Date:

Home address:

Previous address if moved in past 12 months:

Date of birth:

National Insurance number:

If you have signed this declaration but want to make any information known or clarify any points please add them in the space below.

## UK-SBA

### CONFLICTS OF INTEREST POLICY AND PROCEDURES

#### 1. Purpose

1.1 The purpose of this policy is to help Board members (Directors) of the UK-Society for Behaviour Analysis (UK-SBA) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the UK-SBA and manage risk.

#### 2. Objective

2.1 The UK-SBA aims to ensure that Directors are aware of their obligations to disclose any actual or potential conflicts of interest they may have and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of the UK-SBA.

2.2 Even the appearance of a conflict of interest can damage the Society's reputation, so conflicts need to be managed carefully and with transparency.

2.3 The UK-SBA is committed to ensuring its decisions and decision-making processes are, and are seen to be, free from personal bias and do not unfairly favour any individual or group within, related to or with personal or professional interests in the Society.

2.4 It is the policy of the UK-SBA to:

- Ensure every Director understands what constitutes a conflict of interest and that they have a responsibility to recognize and declare any conflicts or potential conflicts that might arise for them. [SEP]
- Document the conflict and the action(s) taken to ensure it does not affect the decision making of the Society. [SEP]

#### 3. Scope

This policy applies to Directors of the UK-SBA and its sub-committees.

- Directors have a legal and moral obligation to act in the best interests of the UK-SBA and its members.
- Directors need therefore to be sensitive to the possibility that their activities outside of the UK-SBA could be perceived as having a bearing on – or coming into conflict with – the objects and integrity of the UK-SBA. [SEP]
- Activities outside of the Society may include:
  - Holding office in other organisations
  - Being employed by other organisations
  - Contributing charitably or professionally to the goals or campaigns of other organisations

- Being otherwise involved in other organisations, companies or political parties

#### **4. Definition of conflicts of interests:**

4.1 A conflict of interest may be actual, potential or perceived. It may be financial or non-financial. Directors have a duty in law to avoid conflicts of interest.

4.2 A conflict of interest occurs when a person's personal, financial or professional interests conflict with their responsibility to act in the best interests of the UK-SBA. These situations must be managed accordingly.

4.3 Personal interests include:

- direct interests – financial or professional
- interests of family, friends or colleagues
- interests of other organisations (professional, charitable, financial) a person may be involved with
- loyalty/commitment interests – to promote goals of another professional group or organisation

4.4 Examples of potential conflicts of interest

- A Director (or an organisation in which she/he has an interest) may be tendering or considering to tender for a contract where it is known the UK-SBA is also tendering for the same contract.
- The UK-SBA has advertised a job and is considering applications for the position. A conflict of interest may arise for any Director related to (as family, fellow professional, co-worker etc.) one or more of the job applicants.
- A Director is an advocate for a particular group or special field covered by the UK-SBA or is a member of a lobbying or pressure group with an interest in Behaviour Analysis and/or behaviour analytic services. Such interests may conflict with a Director's legal and moral obligation to act in the best interests of the UK-SBA and all of its members.
- If a Director has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, s/he should declare the nature of the interest but may remain in the room, participate in the discussion, and vote if agreed by the Board.

#### **5. Policy**

This policy has been developed because conflicts of interest commonly arise. They do not need to present a problem to the organisation if they are openly and effectively managed. It is the policy of the UK-SBA as well as a responsibility of the Board that ethical, legal, financial, professional or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not impede or impair Directors' obligations to the UK-SBA and its members.

The UK-SBA will manage conflicts of interest by requiring Board members to:



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

### **5.1 Responsibility of the Board**

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the UK-SBA
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The organisation must ensure its Directors are aware of UK-SBA governance standards, particularly governance (Memorandum & Articles of Association) section 15 (see Appendix 1) as well as the Directors manual section on Honesty and that they disclose any actual, potential or perceived conflicts of interests as required by those standards.

### **5.2 Identification and disclosure of conflicts of interest**

At the start of each meeting a Director must declare whether any agenda items raise a potential conflict of interest. This will be recorded and minuted.

Once the meeting is in progress, should an unforeseen topic arise from an agenda item which also raises an actual or potential conflict, this must also be declared at the time it arises.

If a Director does not declare an interest but another Director feels a conflict does exist, they should raise the issue. The potentially conflicted Director should be given the opportunity to say why they do not feel a conflict of interest exists. The Board may ask that Director to leave the room so a discussion can take place. The Board will collectively make a decision on whether a conflict of interest does or does not exist. Details of the Board's discussion and its conclusion must be minuted. The conflict of interest will then be treated in the same way as if the individual had made the declaration.

If in any doubt about the application of these rules, a Director must contact the Chair who may want to discuss the issue prior to a forthcoming meeting.

Once an actual, potential or perceived conflict of interest is identified, it must be entered into the UK-SBA's register of interests. The register of interests must be maintained by the Secretary of the Board and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Due to the sensitive nature of information, the Register of Interests must be filed in a secure environment. The individual Registers of Interests should be available at each Director meeting for any updates or reference.

### **5.3 Confidentiality of disclosures**

In most instances the nature of any disclosure related to conflicts of interest will be fully stated in the Board Minutes to ensure openness and accountability. If the information is deemed sensitive the Board may restrict disclosure of the details of the conflict to Board members only. In this instance the Board minutes will record only that a conflict of interest was recorded and the name of the Individual. A confidential minute will also be written that outlines the full details of the disclosure and will be held with the minutes by the Secretary. This will only be shared on a need-to-know basis or if required by law.

## **6. Action required for management of conflicts of interest**

### **6.1 Conflicts of interest of Board members**

Once the conflict of interest has been appropriately disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether or not those conflicted Board members should:

- vote on the matter (this is a minimum),
- 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 Board member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

**6.2 What should be considered when deciding what action to take.** In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the organisation's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the UK-SBA.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

## **7. Compliance with this policy**

If the Board has a reason to believe that a person subject to the 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 may take action against them. This may include seeking to terminate their relationship with the UK-SBA.

## **8. Contacts**

For questions about this policy, contact the UK-SBA Administrator at [admin@uk-sba.org](mailto:admin@uk-sba.org) who will refer you to the relevant Board member.

## **APPENDIX 1: MEMORANDUM & ARTICLES OF ASSOCIATION OF THE UK SOCIETY FOR BEHAVIOUR ANALYSIS, SECTION 15, CONFLICTS OF INTEREST**

### **Conflicts of interest**

**15. (1)** If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) The conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the unconflicted directors consider it is in the interests of the organisation to authorise the conflict if interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or a connected person.

## UK Society for Behaviour Analysis

### REGISTER OF INTERESTS

Before each Board meeting, Directors are required to check agenda items against interests recorded here. Should one or more interests raise an actual or potential conflict with any agenda item, this must be declared at the start of the meeting. Once the meeting is in progress, should an unforeseen topic arise from an agenda item which also raises an actual or potential conflict, this must also be declared at the time it arises.

Register of Interests forms will be available at all meetings and other Board members are entitled to also raise a perceived conflict of interest if they feel it is appropriate (see UK-SBA Conflict of Interest Policy, section 5.2)

Full Name	
Address	
Telephone Number	
I, the above-named Director of the UK Society for Behaviour Analysis give notice that I have set out below under the appropriate headings my interests and I have put "none" where I have no such interests under any heading. If there are any changes to my circumstances, I will advise the Secretary accordingly.	
Employer: name, address and nature of business If also self-employed (e.g. as consultant, trainer, supervisor etc.) please state name and nature of business	
Relationship to members of staff, Directors or governing body members	
Spouse or partner: employer, name, address and nature of business	
Trustee, Governance, Directorship role(s) or membership in other organisations	
Field(s) of special interest or expertise in Behaviour Analysis	
Relation (personal or professional) to anybody, charity, association or organisation with links to Behaviour Analysis or any of its special fields	
Signed:	
Date:	
Review Date:	

**UPDATE OF INTERESTS**

Date	Declaration

**Conflicts of Interest Statement and Agreement**

As a Director, you are required to act in the best interests of UK-SBA. However, inevitably, Directors have a wide range of interests in private, public and professional life and these interests might, on occasions, conflict, (for example: Director of supplier or consultant to charity).

We are obliged to review any possible conflicts when preparing our annual report so ask you to supply the following tails:

Has UK-SBA made any loans to you? Yes No

Have you, or people connected with you through family or business, an interest in a contract or transaction with UK-SBA? Yes No

Have you or any person connected with you derived any pecuniary benefit or gain from UK-SBA? Yes No

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

## DIRECTOR SKILLS AUDIT

### 1. What kind of expertise do you consider you bring to the Board?

(place a tick next to the relevant topic)

Area	
Administration	
Campaigning	
Change	
Conflict Resolution	
Consultancy	
Customer Care	
Development	
Disability	
Equal Opportunities	
Financial	
Fundraising	
General Strategic Planning and Training	
Governance	
History of the Sector	
Human Resources/Training	
Information Technology	
Knowledge of the Community	
Legal	
Marketing	
Media/PR	
Neighbourhood Renewal	
Networks/Alliances	
Organisational Management	
Organisational Restructuring	
Policy Implementation	
Property	
Research	
Systems	
Other (please give tails)	

### 2. What other experience or skills do you feel you offer?

**3. Are there any areas of the organisation's work you have a particular interest in and/or would like to become more involved in?**

**4. What motivated you to become a Director of the organisation?**