BANDAMA CHARITY FOUNDATION SIERRA LEONE

CONFLICTS OF INTEREST

A Guide for BCF-SL Trustees on Identifying, Declaring and Managing Conflicts of Interest

BCF-SL | Save Lives | Empowering Communities Through Service

Document Series:	BCF-SL Trustees Governance Guidance Series — Document 3 of 5
Audience:	BCF-SL Governing Board and Trustees Mandatory Reading for All Board Members
Legislative Basis:	Sierra Leone Companies Act 2009 (Directors' Duties) | BCF-SL Constitution | BCF-SL Code of Conduct
Owner:	Covenant Chancellor / Governing Board Chairperson / Legal & Communication Director

SECTION 1: WHAT IS A CONFLICT OF INTEREST?

A conflict of interest arises when a Trustee's personal interests financial, professional, family, or social could, or could appear to, influence their judgement when acting in their capacity as a BCF-SL Trustee. The key word is 'could': a Trustee does not need to have actually been influenced, or to have acted improperly, for a conflict of interest to exist and to need to be declared. Even the appearance of a conflict where a reasonable observer might question whether BCF-SL's best interests were fully protected must be managed with the same rigor as an actual conflict.

Conflicts of interest are not necessarily wrongdoing. They are a natural part of the lives of capable, connected people who serve as Trustees. What matters is that they are identified, declared openly, and managed appropriately not that they never arise.

SECTION 2: TYPES OF CONFLICTS OF INTEREST

Type	Description	BCF-SL Example
Financial Conflict	Trustee stands to gain financially from a BCF-SL decision	A Trustee's spouse's business is being considered for a BCF-SL procurement contract
Personal / Relationship Conflict	Trustee has a close personal relationship with someone who would benefit from a BCF-SL decision	A Trustee's family member is applying for a BCF-SL staff position
Dual Loyalty / Competing Duty	Trustee serves on another organisation's board and BCF-SL is considering a matter that affects both	A Trustee also serves on a partner NGO that BCF-SL is considering for a sub-grant
Professional Conflict	Trustee's professional role creates an interest in a BCF-SL decision	A Trustee who is a lawyer is being considered to provide paid legal services to BCF-SL
Indirect / Perceived Conflict	No direct interest but the appearance of a conflict could undermine confidence in BCF-SL's decision	A Trustee is close friends with a donor that BCF-SL is considering approaching for major funding

SECTION 3: BCF-SL'S CONFLICT OF INTEREST PROCEDURE

3.1 Standing Declaration at Every Board Meeting

At the start of every BCF-SL Governing Board meeting, the Chairperson invites all Trustees to declare any conflicts of interest with any item on the agenda. This is a standing procedural obligation not optional. The Company Secretary records all declarations in the meeting minutes. Declarations are also made as soon as a Trustee becomes aware of a potential conflict, even between meetings.

3.2 Conflicts of Interest Register

BCF-SL maintains a Conflicts of Interest Register, updated at least annually and at each Board meeting. All Trustees disclose their outside interests, directorships, employment, and significant financial interests as part of their annual return to the Chairperson. The Register is maintained by the Company Secretary and is available for inspection by any Trustee.

3.3 Managing a Declared Conflict — Step by Step

1. The Trustee declares the conflict at the start of the meeting or as soon as it becomes apparent during discussion.
2. The Chairperson confirms the conflict is recorded in the minutes by the Company Secretary.
3. The conflicted Trustee withdraws from the relevant part of the discussion. They may provide factual information if requested, but do not participate in the debate or deliberation.
4. The conflicted Trustee does not vote on the matter. Their abstention and its reason are recorded in the minutes.
5. Where a conflict is particularly serious or material, the Board may ask the conflicted Trustee to leave the room entirely during the relevant discussion.
6. Where a majority of Trustees have a conflict on a particular matter, the Board must seek external independent advice before proceeding.

3.4 Trustee Benefits and Remuneration

BCF-SL Trustees serve voluntarily and may not receive personal financial benefit from their role as a Trustee — except for legitimate, receipted out-of-pocket expense reimbursement. Any arrangement where a Trustee, or a person connected to a Trustee, receives payment from BCF-SL — even for legitimate services — must be: authorised in BCF-SL's Constitution or by a special Board resolution; declared in advance; documented; and reported in BCF-SL's Annual Report.

Executive Director	**Chairperson, Governing Board**
Signature & Date	*Signature & Date*
Covenant Chancellor	**Legal & Communication Director**
Signature & Date	*Signature & Date*