

Conflicts of Interest Policy

Sponsor: Corporate Director, Business Services
Owner: Company Secretary
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| <p>Policy Statement</p> | <p>Barnardo's is committed to conducting its operations in accordance with the highest standards of integrity and ethics. The organisation expects all of its Trustees, employees, volunteers and partners to meet the same standards.</p> <p>As such, we are committed to ensuring that Barnardo's, its Trustees, employees and volunteers avoid situations where there may be a potential, perceived or actual conflict of interest. This will protect Barnardo's and its officers, employees and volunteers against any risks which may arise to their reputation for integrity and propriety.</p> <p>This policy should be read in conjunction with the policies highlighted in the relevant sections.</p> | | | | |
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| <p>Policy Objectives</p> | <p>The objectives of this policy are to:</p> <ul style="list-style-type: none"> ▪ Define what constitutes a conflict of interest and why conflicts may pose a risk to Barnardo's, its reputation and the children, young people and families we serve; ▪ Detail our expectations of all Trustees, employees and volunteers in relation to: <ul style="list-style-type: none"> ○ undertaking training in relation to conflicts of interest to understand the risks they pose; ○ following approved processes and procedures to identify, declare and manage any potential, perceived or actual conflicts of interest which may arise; and ○ the giving or receiving of gifts and hospitality. | | | | |
| <p>Scope</p> | <p>This policy applies to all Trustees, members of the Corporate Leadership Team, members of the Corporate Leadership Group, members of the National Advisory Board, directors of subsidiaries of Barnardo's and any Responsible Person as defined in this policy.</p> | | | | |
| <p>Definitions and Key Concepts</p> | <p>The following details various terms and definitions used within this policy.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Term</th> <th style="width: 50%; text-align: center;">Explanation</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table> | Term | Explanation | | |
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| Associated Party or Partner | Any individual or corporate party which is associated with Barnardo's in terms of provision of services (either providing services to Barnardo's or receiving services from Barnardo's), other than Service Users. |
| Conflict of Interest | Any situation in which a Trustee's, employee's or volunteer's personal interests, (including those related to any interests outside Barnardo's that the individual may have), and those of the Charity arise simultaneously or may appear to clash. Even the appearance of a conflict could damage Barnardo's reputation. Further information on what may constitute a conflict of interest, together with the relating legal and reputational risks, is detailed in Appendix 1 attached. |
| Connected Person | Any person who is closely connected to the Barnardo's Trustee, director, employee or volunteer who may benefit from a decision/payment made by Barnardo's. This includes: <ul style="list-style-type: none"> ▪ members of your direct family; ▪ others with whom you have a close personal relationship (eg close friends); or ▪ where you have a financial relationship with another company, LLP or firm (i.e. you receive a salary from the company, own capital within a private company or more than 5% of the shares of a publicly listed company). |
| Contractual Partner | Any individual or corporate body that Barnardo's contracts with to provide services to it, including where we operate as a sub-contractor of a broader contract. |
| Employees | Includes all staff, workers and contractors. |
| Gift (including Hospitality) | The giving or receiving of a financial or other advantage. This applies to cash or cash equivalents, such as: <ul style="list-style-type: none"> ▪ hospitality, (e.g. meals and hotel accommodation); ▪ gifts and entertainment, such as: branded promotional items; items provided on special occasions (e.g. to celebrate national or religious festivals); food and refreshment; and hospitality such as tickets to sporting events or concerts; ▪ free goods or services; and ▪ other non-cash favours. |
| Outside Business Interest | An interest of the relevant Trustee, director, employee or volunteer which is external to Barnardo's, such as employment by, shareholding/capital interest in or association with an external organisation. This is broadly defined to capture interests of Connected Persons. |
| Public Official | For purposes of this Policy, the term "public official" includes: <ul style="list-style-type: none"> ▪ elected or appointed officials at all levels of government; ▪ employees or representatives of national, regional or local governments, government-owned or government-controlled entities; ▪ employees or representatives of international public organisations; and |

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| | <ul style="list-style-type: none"> ▪ employees or representatives of political parties, political party officials, and candidates for public office. <p>In the context of Barnardo's operations, relevant public officials might include:</p> <ul style="list-style-type: none"> ▪ elected councillors or non-elected officials in local commissioning authorities; ▪ officials in public grant-making bodies, such as the Department for Education; and ▪ social workers responsible for supervising or regulating Barnardo's activities. <p>Responsible Person Any Barnardo's Trustee, director, employee or volunteer who is responsible for engaging and/or managing a Service Partner; or tendering for, contracting with and/or managing the ongoing service provision or relationship with a Contractual Partner.</p> <p>Service Providers Any individual or corporate body that is engaged by Barnardo's to perform services on its behalf, including all sub-contractors or agencies of Barnardo's.</p> |
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Roles and Responsibilities

The main roles and responsibilities in relation to this policy are as follows:

| Role | Responsibility |
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| Board of Trustees | To ensure that this policy is in place and is appropriately communicated and embedded in the organisation, clearly highlighting its importance. |
| Governance Committee | To review and approve the policy at relevant intervals; and oversee and monitor the adequacy and effectiveness of the policy and associated processes and procedures across Barnardo's. |
| Corporate Leadership Team | To reinforce the importance of adherence to this policy and all associated processes and procedures on an ongoing basis. |
| Policy Sponsor Corporate Director, Finance and Resources | To ensure: the policy and associated processes and procedures are reviewed at regular intervals and remain appropriate in the light of emerging best practice; the policy is appropriately implemented and enforced; the Governance Committee receives relevant and timely information to assist in its oversight and monitoring of the policy; and that all Trustees, employees and volunteers receive appropriate regular training/awareness messaging on the requirements within this policy. |
| Policy Owner Company Secretary | To maintain the policy and associated procedures; develop training/awareness messages for all Trustees, employees and volunteers; undertake periodic risk assessments of the conflict of interest risks facing the organisation; and ensure that management information demonstrating adherence to this policy is produced and provided to relevant parties. |
| Line Managers | To ensure that all their employees (including volunteers) undertake the training/are made aware of the requirements of this policy as part of induction and at agreed frequencies thereafter; and follow the procedures outlined in this policy, especially where such individuals are involved in the procurement, tendering, approval or ongoing servicing of contracts. |
| All Trustees, employees and volunteers | To follow this policy and associated processes and procedures, in terms of promptly and appropriately identifying actual or potential conflicts of interest, declaring them as required and managing them in line with agreed processes. |
| Internal Audit | To periodically independently review adherence to this policy and associated processes and procedures across the Charity. |

1. Overarching Principles:

It is essential that Barnardo's Trustees, employees and volunteers act in the best interests of the Charity at all times, and hence must avoid situations where there may be a potential, perceived or actual conflict of interest.

You **must:**

- act in the best interests of the Charity at all times;
- immediately declare a conflict of interest where you are aware of any possibility that your personal or wider interests could influence your decision making; and
- ensure you appropriately manage the perceived, potential or actual conflict of interest in line with the processes and procedures within this policy.

You **must not:**

- participate in any discussion or decision where you are conflicted, including where there is a potential or actual conflict of loyalties relating to an immediate family member or close personal friend/contact, without express approval;
- enter into personal relationships with service users and should be alert to such situations developing (as outlined in the Safeguarding Code of Conduct). The disciplinary procedure will be used where this requirement is breached. There is additional information on 'personal relationships at work in Retail' on Inside Barnardo's for employees working in Retail; or
- give to or receive from a party associated with Barnardo's an improper gift, payment or benefit which may or may be perceived to create a conflict with your duties to and/or the best interests of Barnardo's.

If you know or suspect that a transaction or proposed transaction, or other decisions involving Barnardo's may be being made by individuals who are potentially conflicted, including where personal relationships have potentially not been declared, please immediately contact Company Secretariat, (or the Director of Audit and Assurance if you wish to remain anonymous).

You may choose to remain anonymous when reporting a known or suspected issue and you will not be subject to reprisals for reporting information about potential problems in good faith.

If you feel someone in Barnardo's has experienced retaliation as a consequence of making a good faith report, please immediately contact the Director of People.

Failure to abide by any of the principles and procedures in this policy may result in disciplinary action, up to and including termination of employment.

2. Declaration of Interests:

All Trustees, employees and volunteers **must:**

- complete a Declaration of Interests Form on appointment detailing all actual or potential conflicts of interest;
- make any changes to the declaration as soon as you become aware of them; and

- review and update the Declaration on their appointment to a new role.

Additionally, all Trustees, members of the Corporate Leadership Team (CLT), Corporate Leadership Group (CLG) or National Advisory Board (NAB), directors of any subsidiaries of Barnardo's, and any Responsible Person **must** review and update the Declaration at least annually.

It is the responsibility of each individual Trustee, employee or volunteer to declare any matters which he or she reasonably believes may present an actual or potential conflict of interest, or may otherwise present a perception of such a conflict. Further details on potential causes of conflicts of interest are detailed below.

If in doubt, declare it!

In relation to Trustees, members of the CLT or CLG, subsidiary directors, NABS and Responsible Persons, the Interests are reviewed by Company Secretariat and recorded on the Charity's Register of Interests, a statutory register which is maintained by the Company Secretary.

In relation to all other employees, the line manager should review and approve the declaration and retain it as evidence of approval, for at least two years after the individual has left the employment of the Charity. Further information on personal relationships at work are contained in Appendix 2 attached and in the Employee Handbook.

3. Types of Interest Which Must Be Declared:

Conflicts of interest come in a number of forms – they may be financial or non-financial; direct or indirect.

The main categories of potential or actual conflicts of interest are as follows:

- **Direct financial gain or benefit** to the Trustee, employee or volunteer. This may occur where, for example, a contract is awarded to another organisation in which the individual has a direct interest and from which they will receive a (direct) financial benefit, (e.g. they are an owner, director or employee of the organisation).
- **Indirect financial gain or benefit** to the Trustee, employee or volunteer. This may occur where a benefit arises to a Connected Person in relation to a relevant decision. Examples may be: where a contract is awarded to an organisation in which a Connected Person of the individual involved in the decision has an interest (e.g. is an owner, director or member of staff of that company); or where a decision is being made in relation to the employment of a Connected Person or provision of services to a Connected Person.
- **Conflict of loyalties** – where an Outside Business Interest of the Trustee, employee or volunteer involves a duty of loyalty which could influence the decisions of the individual in ways which may not be in Barnardo's best interests. For example, in relation to: a decision regarding a tender, contract or collaboration with another charity/public body/organisation, where a Trustee, employee or volunteer (or a Connected Person) is also a Trustee, director or employee of that other charity/organisation; or a decision regarding relationships with a subsidiary company or the Staff Pension Scheme, where the Trustee or employee is also a director of the subsidiary company or a Trustee of the Staff Pension Scheme.

To expand on the above, the following should be declared as a matter of course given they could give rise to an actual or perceived conflict of interest depending on the nature of your role:

All Trustees and employees:

- all significant external business interests (e.g. employment; where receive a salary; hold capital in a private company; or own more than 5% of the shares of a publicly listed company);
- membership of, board or committee positions in other companies or bodies, including other not for profit organisations;
- other voluntary work and/or trusteeships;
- significant participation in any form of campaigning or political body; and
- details of any relationship with any employees or volunteers or potential employees or volunteers.

All Trustees, members of the CLT or CLG and Responsible Persons:

- details of any relationships with Service or Contractual Partners; major funders; other Trustees; or other stakeholders; and
- details of any relationships with any third party with whom Barnardo's deals on a regular basis (or significant one off matter), or may be expected to deal with in the course of its charitable work.

4. Management of Conflicts of Interest:

A Trustee, employee or volunteer should declare a relevant interest in a matter as soon as he/she becomes aware of an actual or potential conflict. Such conflicts should be declared, for example, at the start of any piece of work which may present a conflict of interest for the individual(s) involved; or at the start of a meeting at which relevant matters are on the agenda, such as, but not limited to, decisions relating to the appointment of suppliers, approval of tenders for services and so on.

All Trustees and members of the CLT:

- In respect of Trustee meetings the Chair of Trustees will proactively address and manage all conflicts of interests amongst directors and call for declarations at the commencement of each Board meeting and ensure that no director may participate in the discussion of, or vote in respect of a matter in which they have a conflict of interest.
- Where the individual's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of Barnardo's - the individual is, where relevant and appropriate, entitled to participate in the item of work or decision-making. Further, in relation to formal committee meetings, they can be counted in the quorum and vote in relation to the matter. If there is any uncertainty about whether an interest gives rise to a conflict of interest:
 - in relation to normal work matters being undertaken by a member of the CLT (or within their area), the CEO or, alternatively, an Honorary Officer has the discretion to determine whether a conflict exists; and
 - in relation to formal committee meetings, the non-conflicted committee members will have the discretion to determine whether a conflict exists in the circumstances. The potentially conflicted committee member will withdraw from the meeting whilst this is being discussed.

- If there is reasonably likely to be a conflict of interest/duty or there is in fact a conflict of interest/duty:
 - In relation to an item of work by the CLT member (or within their area), they can still undertake the work unless:
 - the individual or a Connected Person with him/her could receive a direct financial or other benefit (other than, for example, reimbursement of out of pocket expenses); or
 - the CEO or Honorary Officer determines that they should not participate in the decision making process.
 - In relation to formal committee meetings, they can still participate in decision making unless:
 - the individual or a Connected Person with him/her could receive a direct financial or other benefit (other than, for example, reimbursement of out of pocket expenses); or
 - the non-conflicted Trustees/Committee/meeting members decide that the individual's conflict (whether of interest or duty) is such that the individual should not participate in the decision-making process.

In relation to formal committee meetings, the conflicted individual may remain for any discussion if the other Board/Committee/meeting members agree, but otherwise cannot be counted as part of the quorum for that part of the meeting, must withdraw from the meeting during the vote and have no vote on the matter.

All other employees and volunteers (including members of the CLG and Responsible Persons):

All other employees and volunteers should not participate in any decision making process where the matter relates to a perceived, potential or actual conflict of interest without the prior express approval of a relevant CLT member.

5. Giving or Receiving of Gifts:

Barnardo's Trustees, employees and volunteers are strictly prohibited from offering, promising or giving gifts of cash or cash equivalents (including gift certificates) on behalf of Barnardo's to obtain some benefit or advantage for Barnardo's; or which may encourage, or appear to encourage, the recipient to perform their functions or activities improperly, or to reward that person for having already done so.

Similarly, Barnardo's Trustees, employees, volunteers and partners are strictly prohibited from requesting, accepting or receiving gifts of cash or cash equivalents, or hospitality (in their widest sense):

- from individuals or organisations (ie Service or Contractual Partners) that work with Barnardo's or are seeking to work with Barnardo's;
- that could influence or be perceived to influence their decisions on behalf of Barnardo's; or
- that place them in a position to derive any direct or indirect benefit or interest from a party having dealings with Barnardo's.

In certain limited circumstances gifts and hospitality may be offered, given, accepted or received but these require the strict adherence to

the principles, processes and procedures detailed within the **Gifts and Hospitality Policy**.

6. Recording and Reporting of Decisions in relation to Conflicts of Interest:

It is essential that there is appropriate record keeping in relation to the approach to managing and making decisions where there are perceived, potential or actual conflicts of interest.

All Trustees and members of the CLT:

All decisions in relation to conflicts of interest will be recorded by the Board or Committee Secretary (or their nominee) and reported in the minutes of any relevant meeting; (in relation to Trustees this will be the Company Secretary or their nominee). The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

It is a legal requirement that the Charity's annual report and accounts must include disclosure of any properly authorised payments or financial benefits to Trustees.

All other employees and volunteers (including members of the CLG and Responsible Persons):

All decisions in relation to conflicts of interest for other employees and volunteers in relation to relevant decision making will be recorded and retained by the relevant CLT member who authorises or refuses to allow the individual to participate in such decision making. Such documentation must be retained for two (2) years post the decision being made and must be available for review / inspection as required.

7. Data Protection:

Any information provided by Trustees, employees or volunteers in relation to conflicts of interest will be processed in accordance with the data protection principles set out in the Data Protection Act 1998.

The Register of Interests as a whole will generally be available only to Trustees and senior officers of Barnardo's and, where necessary and appropriate, to regulatory bodies.

8. Supplementary Policies:

The Board of Trustees may approve supplementary conflicts of interest policies which will apply in particular circumstances or in relation to particular decisions or categories of decisions. For example, supplementary policies may be produced from time to time in relation to decisions that affect the Staff Pension Scheme. In relation to any given decision, consideration should be given as to whether a supplementary conflicts of interest policy is required/applicable.

9. Risk Assessment:

The Policy Owner, with assistance from relevant individuals, such as those involved in tendering and procurement, will undertake a detailed risk assessment of potential conflict of interest risks facing Barnardo's at least every 2 years, using this to inform required changes to this policy, any associated processes and procedures or training/awareness messages as required.

10. Communication and Training Requirements:

To facilitate the appropriate understanding and embedding of this policy and its associated processes and controls:

- there must be periodic communication of the importance of appropriate adherence to this policy and its associated processes and procedures; and
- all Trustees, employees and volunteers receive training/are made aware of the requirements of this policy as part of their induction process and will receive suitable reminders at regular intervals thereafter.

11. Reporting and Enforcement:

If you become aware of any potential violations, or if you have questions concerning this Policy, please immediately contact Company Secretariat.

You may choose to remain anonymous when reporting a compliance issue and you will not be subject to reprisals for reporting information about potential problems in good faith. If you wish to report any concerns anonymously, please contact the Director of CAIU.

If you feel that someone in the organisation has experienced retaliation as a consequence of making a good faith report, please contact the Director People.

If you are asked by Barnardo’s to assist with an investigation, you should always provide truthful and accurate information. Providing untrue or misleading statements, or encouraging others to do so, may result in disciplinary action.

If you are contacted by the police or any other investigatory agency concerning an allegation of the inappropriate management of conflicts of interest, please immediately contact the Company Secretary or, if not available, the Director of Audit and Assurance.

If you are notified that documents in your possession are required for an investigation or legal matter, you should follow directions to preserve those documents. You must never destroy, conceal, or alter those documents in any way.

Associated Guidance and Other Documents of Note

As outlined above, the requirements in this policy should be considered alongside both the requirements in the Employee Staff Handbook and the requirements of the following policies:

- Gifts and Hospitality Policy
- Anti-Bribery and Corruption Policy
- Safeguarding Code of Conduct
- Procurement Policy
- Partnering and Subcontractor due diligence processes {Insert Links}

Appendix 3 attached includes the relevant section of Barnardo’s **Articles of Association** which detail the responsibilities of the Trustees in relation to the declaration and management of conflicts of interest.

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| References | None |
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| Compliance and Oversight | <p>Compliance with this policy will be assured by:</p> <ul style="list-style-type: none">▪ The Policy Owner: reviewing relevant training records; and undertaking random reviews of contracting processes, meeting minutes and records maintained by CLT members▪ Internal Audit: through periodic audits in line with the approved audit plan. |
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Appendix 1 – Further Detail on Perceived, Potential or Actual Conflicts of Interest

A conflict of interest is any situation in which a Trustee's, director's, employee's, contractor's or volunteer's personal interests (including duties of loyalty owed to other bodies) and those of the Charity arise simultaneously or appear to clash. The issue is not the integrity of the individual concerned, but the management of any potential to profit from a person's position within the Charity, or for the individual (and their decisions) to be influenced by conflicting loyalties. Even the appearance of a conflict of interest can damage the Charity's reputation, so conflicts need to be managed carefully.

Actual and potential conflicts are the subject of legal requirements in both charity and company law.

- Under charity law and our Articles, there are particular provisions around the receipt by Trustees of any benefit (broadly defined) in return for their services or otherwise – this is permissible only in very limited circumstances.
- Under company law, directors are required to declare any interest in contracts or proposed contracts and are subject to strict requirements surrounding the purchase of property and taking of loans from the company. There are also specific company law duties on directors in relation to conflicts of interest.

These legal requirements are further developed in the context of charitable companies through guidance from the Charity Commission.

Any complaint relating to a conflict of interest by anyone connected to the Charity can be the basis for enquiries by the Commission and could lead to the repayment of any monies or the decision being declared invalid, and could damage the reputation of Barnardo's and of any Trustee or director involved.

Appendix 2 – Extract on Personal Relationships at Work from the Employee Handbook

If you enter into/are involved in an ongoing personal relationship with another employee, as and when worker, volunteer within the workplace, or anyone external but associated with the workplace (e.g. stakeholders/commissioners of services, contractors etc.) where this may present a conflict of interest, you should inform your line manager, or if more appropriate, your grandparent manager.

The manager receiving the information will inform a member of the Corporate Leadership Group (CLG) for their consideration and agreement as to whether the relationship presents a potential conflict of interest and if any steps are required to ensure there is no detrimental effect on the business or others. For example, where a personal relationship exists between a line manager and a member of staff reporting to them alternative management supervision may be required; or where a personal relationship with an external but associated individual could call into question the fairness of relevant decisions, they may be removed from any decision-making process.

If, after considering all of the circumstances, it is viewed that the relationship within or associated with the workplace may have a negative impact on staff morale, service users or their families/carers and the public in general, (including public confidence in Barnardo's), the manager will arrange a meeting to discuss it, with a view to reaching a satisfactory agreement. Following discussions the manager may consider it appropriate to seek to move the workplace of one or both of the parties involved, or restrict work related contact with an external associated person where it may present a conflict of interest.

Where a personal relationship exists you should conduct yourself in an appropriate and professional manner at all times while at work and not allow your relationship to affect your work performance, cause embarrassment to colleagues or compromise your personal/professional integrity or that of the Charity.

A breakdown in the relationship should be discussed with your line manager, or grandparent manager if more appropriate.

You should note that a failure to declare a personal relationship may result in disciplinary action being taken.

In accordance with the Safeguarding Code of Conduct, please note that you must not enter into personal relationships with service users and should be alert to such situations developing. The disciplinary procedure will be used where this requirement is breached. There is additional information on 'personal relationships at work in Retail' on b-hive for employees working in Retail.

Appendix 3 – Extract from the Articles of Association

22. Trustee interests and management of conflicts of interest

Declaration of interests

22.1 Unless Article 22.2 applies, a Trustee must declare the nature and extent of:

22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and

22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.

22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

(a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 5.4.1) and which is available generally to the beneficiaries of the Charity;

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 4.32;

(c) payment under the indemnity set out at Article 7;

(d) reimbursement of expenses in accordance with Article 5.4.2; or

22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 22.5.

22.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:

22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

22.5.2 not be counted in the quorum for that part of the process; and

22.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

22.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

22.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would

result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.