



## Member Director Elections Rules

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# Board Elections Rules (Member Directors)

## A. Introduction

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### 1. General

- 1.1.** Sedex Information Exchange Ltd (Sedex) is one of the world's leading ethical trade service providers, working to improve working conditions in global supply chains. We provide practical tools, services and community networks to help businesses practise responsibly and sustainably, protect workers and source responsibly. Using Sedex enables businesses to work together to better manage their social and environmental performance and improve working conditions throughout the supply chain. Over 60,000 member organisations use our practical tools, services and consultancy to manage business risk, meet compliance and demonstrate measurable impact.
- 1.2.** Sedex has over 15 years of expertise operating in responsible sourcing and works with some of the world's most recognisable brands, such as M&S, Barclays and Amazon and standard-setting organisations, such as the United Nations Global Compact and Ethical Trading Initiative.
- 1.3.** Sedex is governed by a Board of Directors, comprising up to 12 people of different skill and expertise. Of these 12, up to 5 are Member Directors. Another 5 are Independent Non Executive Directors, selected for their skills and experience. The Chief Executive Officer and Chief Finance Officer are the two Executive Directors on the Board. The composition of the Board is set out at Article 41 of the Sedex Articles of Association<sup>1</sup>.
- 1.4.** The Member Directors play an important role on the Board, bringing knowledge and passion for responsible sourcing as well as market, sector and/ or regional insight. The Member Directors are a key link with the Sedex membership and the role of the Member Director is as much about engaging with Sedex members around the world as it is about contributing skills and experience. Their role is to represent the wider Sedex membership rather than operating as an advocate for their employer member.

## B. Governance

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### 2. The Annual General Meeting ("AGM")

- 2.1** Every year, Sedex holds an AGM to which all of its members are invited to attend. The purpose of holding an annual AGM is to approve the audited accounts, confirm the appointment of external auditors and for the membership to vote to appoint Member Directors to vacancies arising.
- 2.2** Under the current Articles of Association of Sedex, each member can now vote for any candidate on a "one member one vote" basis. However, and as set out at cl. 7.2 below, the Board should represent a balance between Buyer (or Buyer Supplier) Member Directors, and Supplier Member Directors. Accordingly, Sedex will administer the Member Director elections in such way that there shall be no

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<sup>1</sup> <https://www.sedex.com/wp-content/uploads/2020/10/Sedex-Information-Exchange-Proposed-Model-Articles-clean.pdf>

less than two (2) Buyer (or Buyer Supplier) and two (2) Supplier Member Directors on the Board, at any point in time. If need be, members shall cast their vote in two parallel elections within these two categories, at a relevant AGM.

**2.3** Members may cast as many votes as there are Member Director vacancies.

**2.4** The composition of the Board is set out at Article 41:

*The Board shall consist of not more than twelve persons which shall include:*

- a) up to two executive Directors, who shall be the chief executive and chief financial officer of the Company from time to time (or, where the chief financial officer cannot join a Board meeting for any reason, another senior member of the executive, selected by the chief executive) (each an "Executive Director");*
- b) up to five Independent Non-Executive Directors (including the Chair); and*
- c) up to five Member Directors;*

*provided, however, that a majority of the Board shall be Non-Member Directors.*

**2.5** Directors are generally appointed for an initial term of up to 3 years, renewable by re-appointment for further terms of up to 3 years, up to a total of 6 years. However, composition of the Board is regularly reviewed and refreshed, and a term of office may be shorter than 3 years.

**2.6** A person cannot stand for re-election to the Board, after spending a total of 6 years in any consecutive 10 year period, on the Board, until after a period of 5 years.

**2.7** The Board meets approximately 6 times a year and may meet more frequently depending on the nature of business to hand. The Board generally holds an offsite 2-day strategy meeting in the autumn, with the Executive Team, as part of the 6 yearly meetings. All Board Directors are also expected to attend any General Meeting of the members. For Member Directors not based in the UK, or unable to travel, Board meetings can be joined virtually, with a laptop, tablet or smart-phone.

**2.8** In addition to attending Board meetings and General Meetings, Member Directors are expected to join and actively contribute to at least one of the Sedex Standing Committees (Nomination Committee, Audit & Risk Committee and Remuneration Committee).

### **3. Role of the Returning Officer**

**3.1** The Company Secretary will be the Returning Officer for the Sedex Member Director elections process. In the absence of the Company Secretary, for any reason, the Chief Executive Officer may delegate the role of Returning Officer to another person who shall act independently in performing such role.

**3.2** The role of the Returning Officer is to ensure the Member Director elections Rules are complied with and to take action in the event they are not.

**3.3** In the event of any irregularity in the Member Director elections process, the Returning Officer shall notify the Chair of the Board, who will work with the Chair of Nomination Committee and the Member Directors on Nomination Committee, to manage the process such that any irregularity has been removed or such risk has been mitigated.

#### 4. Role of the Member Director

- 4.1** The Member Directors will contribute to the Board by:
- (a) bringing market or sector experience;
  - (b) contributing relevant expertise in relation to Sedex' products and services; and
  - (c) engaging with the membership and acting as an ambassador for Sedex in their region.
- 4.2** Depending on what skills and experience are represented on the rest of the Board, by the other Directors, Sedex may look for varying areas of sector or market experience, as well as regional representation. However, ultimately it will be for the members to appoint the Member Directors through a democratic process.

#### 5. The Election process

- 5.1** Sedex will publish forthcoming Member Director **vacancies** when it publishes the **Notice** of its AGM, both on the Sedex website and emailed to all members. Sedex will endeavour to publish any Member Director vacancies at least a month before a relevant AGM.
- 5.2** Candidates wishing to stand for a Member Director vacancy and who believe they present the relevant minimum selection criteria (see below), and are willing to abide by the Board Code of Conduct<sup>2</sup>, can apply to become **nominated** through the **online voting platform** run by the independent electoral services administrator.
- 5.3** In order to ensure a fair voting process and prevent voter fraud, any one individual can only be the member representative for **one Sedex member**. Individual member representatives may be required to provide evidence demonstrating that they are employed by the member they represent, such as a copy of a payroll slip (redacted if necessary).
- 5.4** The **deadline** for receipt of nominations will be published through the online voting platform. Submissions can be made directly through the nominations online platform or can be emailed to Sedex at the address provided in the Notice.
- 5.5** All candidates **must** complete:-
- (a) a conflicts of interest form;
  - (b) a short biographical section and recent head and shoulders photograph (for publishing on the Sedex website); and
  - (c) an election statement.

It is the responsibility of candidates to ensure their employer (or equivalent) has no issue with them standing for election as a Member Director.

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<sup>2</sup> Cf. Appendix 1

- 5.6** Candidates **may** be required to also provide a written response to questions designed to outline their credentials and/or a video clip advocating for their candidacy, for uploading by Sedex on its website. Candidates may be asked to participate in an interview or language assessment process to ensure they meet with the minimum criteria (see para 6.1 below).
- 5.7** Candidates who do not submit their application in full by the relevant **deadline** will not be taken forward to nomination.
- 5.8** If the number of candidates is greater than the number of Member Director vacancies, a vote will be held. The candidate statements will be published on the Sedex website ahead of the AGM. The independent electoral service agent moderating the elections for Sedex (scrutineer) will email all member representatives asking them to **register** on a dedicated online platform. Each registered member will then be allocated a **unique reference number** ensuring that only Sedex members can cast their votes on the day. The scrutineer will only accept one vote per member, identified from the unique reference number provided for this purpose and matched against registration access codes (see also para 5.3 above).
- 5.9** A simple majority vote shall apply, where more than one Member Director vacancy arises.
- 5.10** In the event of a tie, where two or more successful candidates have an equal number of votes, the Nomination Committee shall have full discretion to recommend one candidate for appointment over others, to the Board, taking into account – inter alia:
- (i) the need to maintain a balance between Buyer (or Buyer Supplier) members, and Supplier members, on the Board;
  - (ii) any relevant minimum criteria for selection (as per cl 6.1 below); and
  - (iii) any additional criteria put forward by the Board (as per cl 7.1 below).
- 5.11** In a non-contested election, the Chair of the Board and Chief Executive Officer shall announce the **outcome** of the Member Director elections immediately following the AGM.
- 5.12** In a contested election, the Board shall endeavour to meet as soon as practicable following the relevant AGM, to **ratify** any appointments, based on the outcome of the elections and upon the independent scrutineer first confirming that there have been no irregularities in the election process.

## C. Member Director eligibility criteria

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### 6. Minimum criteria

- 6.1** In order to be eligible to run as a Member Director candidate, individuals **must** be able to demonstrate some basic eligibility criteria:-

- (a) Employed by a Sedex Member;
- (b) Ability to operate in Business English – reading and speaking (assessed where appropriate);
- (c) Availability to attend at least 80% of Board meetings (in-person, or virtually);
- (d) No criminal convictions;
- (e) No history of bankruptcy or poor business practices;
- (f) Not employed by Sedex competitor;
- (g) Employed by an organisation that is principally involved in trading in goods or services;
- (h) Committed to a term of office of up to 3 years;
- (i) Stated skills and experience are true and accurate; and
- (j) Passionate about responsible sourcing.

**6.2** In the event the employer member of an individual wishing to stand as candidate for a Member Director vacancy is in **arrears** of membership fees owed to Sedex (as at the date of the relevant AGM), the Nomination Committee shall have discretion to disallow such person to stand as candidate.

## **7. Relevant experience**

**7.1** In addition to the minimum criteria, the Board may consider that it would benefit from certain specialist attributes or experience on the Board. These additional criteria will be published on the Sedex website when the Notice of AGM/elections is published. These special criteria are not a pre-requisite but rather are there to provide guidance on what attributes might be of most value to the Sedex Board. For instance, it might be useful for candidates representing a particular region or sector to put themselves forward. Ultimately, the membership at large will elect directors from a pool of candidates who **meet** the minimum criteria and **may** meet the specialist criteria; the membership can elect freely from those candidates being put forward.

**7.2** Sedex embraces the principles of **diversity and inclusivity** in its Board. Therefore, candidates of diverse backgrounds are encouraged to put themselves forward for Member Director roles. Diversity includes diversity of thought, experience and culture as well as gender and ethnicity diversity.

**7.3** The Board should comprise and will endeavour to ensure a minimum of two Member Directors who offer a "buyer perspective" and a minimum of two Member Directors who offer a "supplier perspective", to ensure balance between stakeholders in supply chains. By "buyer" or "supplier" perspective, the intention is that representation from across supply chains is available on the Board. The Board recognises that it may also accept members who do not fall into traditional buyer and supplier categories. In the event that there are insufficient candidates standing to meet the aforementioned balance, the Board will use its discretion to consider candidates from different backgrounds.

## D. Elections Rules 2021

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### 8. Context

- 8.1** It is important to remember that during the election campaign candidates will be bound by the Code of Conduct and Sedex policies, which applies to all Sedex Board Directors. In particular, candidates agree to abide by the following standards of behaviour, including in relation to social media communications:
- Not to disparage Sedex or its members;
  - Not to engage in behaviour which could be construed as harassing, bullying or disrespectful to others;
  - Not to publish anything obscene, defamatory or which you know to be untrue; and
  - To protect the privacy of others and abide by the Data Protection Act 2018 (UK) and any data protection legislation applicable in the country in which you publish data in connection with your campaign.
- 8.2** The Returning Officer shall have the right to take appropriate action to protect the elections process, acting impartially, including by unilaterally removing the candidacy of any individual who breaches the Board Code of Conduct or Sedex policies, to a material degree or with unacceptable frequency.

### 9. Candidate and campaigner conduct

- 9.1** Candidates must take reasonable steps to ensure that their supporters' actions comply with these elections Rules at all times and must be able to demonstrate this in the event of a complaint against them. In the event of a dispute as to whether an individual was under the control of a candidate, the Returning Officer's ruling will be final.
- 9.2** Candidates and their supporters may use email lists but only where lawful to do so. In most cases, this will require the consent of the members on the list to use their details in line with data protection laws.
- 9.3** Candidates and their supporters must allow members to cast their ballot freely and must not communicate with voters in any way once the ballot is open for voting, including for online voting.

### 10. Campaign administration

- 10.1** Sedex will administer the campaign element of the Member Director elections process. Sedex will offer the same support to all candidates who enter the nominations process and will publish their election statement and suitable photo, with equal prominence, on the Sedex platform.
- 10.2** Sedex employees or Directors cannot endorse an electoral candidate.

## E. Binding Policies

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- 11** Board members, and nominated member directors (as per 8.1) are bound by the following Sedex policies (the **Binding Policies**):
- Director Code of Conduct (Appendix 1)
  - Conflict of Interest Policy (Appendix 2)

## F. Complaints

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- 12** Complaints in relation to the administration of the Sedex elections process should be made, in writing and with reasons, to: [communications@sedex.com](mailto:communications@sedex.com)

Every effort will be made to acknowledge receipt of complaints within 48h of receipt and a substantive response (or request for clarification) within 5 working days of receipt.

## Appendix 1

### Sedex Code of Conduct for Board Directors

This document outlines:

- the duties that apply to Board Directors; and
- the standards of behaviour which Board Directors are expected to demonstrate (the '**Code of Conduct**').

While assistance and guidance will be provided where possible, it is the responsibility of Board Directors to ensure they understand all their legal duties and obligations.

#### **Duties of Board Directors**

Board Directors are subject to a number of duties and responsibilities under statute, at common UK law and under the Sedex' Articles. Their key duties can be stated as follows:

Board Directors must:

1. advance the objects of Sedex;
2. ensure that Sedex acts within its Objects;
3. ensure that Sedex operates in accordance with its Articles;
4. comply with UK law;
5. safeguard the assets and reputation of Sedex
6. act single-mindedly in the interests of Sedex, responsibly, and in good faith;
7. act in the best interests of Sedex;
8. avoid putting themselves in a position where they have a duty or interest which conflicts or may conflict with that of Sedex, and where such a conflict arises, promptly declare actual, potential or perceived conflicts to the Board, and take appropriate action to ensure that it does not harm Sedex;
9. while being allowed to benefit from the activities of Sedex to the same extent as individuals who are not Board Directors, only receive further additional benefits from Sedex (in addition to those enjoyed by an ordinary member) if such benefits are properly authorised; and
10. act with skill, care and diligence when discharging their functions, using their personal skills and experience to ensure that Sedex is well-run and efficient.

#### **Code of Conduct for Board Directors**

This Code of Conduct sets out the **standards of behaviour** which underpin the legal and fiduciary duties of Board Directors. All Board Directors are bound by the Code by virtue of Article 43(b) and are expected to adhere to it at all times while a Director of Sedex.

## 1. Sedex values

- 1.1 Board Directors must abide by the fundamental values that underpin all the activity of the organisation. These are:
- 1.2 **Accountability:** Everything Sedex does will be able to stand the test of scrutiny by its members, the public, the media, stakeholders, funders, and the courts of law.
- 1.3 **Respect, integrity and honesty:** These will be the hallmarks of all conduct when dealing with colleagues within Sedex and equally when dealing with members and with individuals and institutions outside it.
- 1.4 **Transparency:** Sedex strives to maintain a culture of openness throughout the organisation to promote the confidence of the public, members and other stakeholders, including staff.
- 1.5 **Committed to service excellence:** Sedex is committed to service excellence in all its activities and across its different functions.
- 1.6 **Equality, diversity and inclusion:** Sedex is committed to promoting diversity, equality and inclusiveness in the and to upholding these principles within the offices of and by the staff of Sedex and in its activities.

## 2. Law, policies, mission – Board Directors must:-

- 2.1 act within the Articles of Sedex and abide by its policies and procedures.
- 2.2 not break the law (UK law) or act in disregard of Sedex' policies in their relationship with fellow Board Directors, members of Sedex, committee members, staff, volunteers, contractors or anyone else they come into contact with in their role as a Board Director.
- 2.3 respect organisational, Board and individual confidentiality.

## 3. Protecting Sedex' reputation – Board Directors must:-

- 3.1 understand that they are representatives of Sedex and are responsible for protecting the reputation of Sedex.
- 3.2 ensure that when speaking publicly, writing or disseminating information about Sedex including to or in the media (whether print, broadcast or social media) any comments they make about Sedex, whether as a Board Director or individual, are considered and reflect Sedex policy and would not damage the reputation of Sedex.
- 3.3 ensure that they abide by any guidance issued by Sedex in relation to use of social media and communications.

- 3.4 not make any public comments in any medium which purport to be made *by or on behalf* of Sedex without the prior knowledge and approval of the Chair and provided such comments have been agreed with the Sedex Corporate Affairs team and CEO.
- 3.5 be aware that certain information is confidential to Sedex, including issues which are commercially sensitive or employment related, and Board papers, and not make unauthorised disclosures of confidential information to third parties, including the media.
- 3.6 be transparent and open about the work of Sedex, unless there is good reason not to be, for reasons of confidentiality or otherwise.

#### **4. Personal gain – Board Directors shall:-**

- 4.1 unless specifically and lawfully authorised to do so, not personally gain materially or financially from their role as a Board Director, nor permit others to do so.
- 4.2 document expenses and seek reimbursement according to Sedex' adopted procedures.
- 4.3 only give or accept gifts or hospitality in accordance with Sedex' relevant policies.
- 4.4 use the resources of Sedex responsibly, when authorised, and in accordance with relevant policies and process.

#### **5. Personal relations – Board Directors shall:-**

- 5.1 promote and support principles of leadership by example and be respectful, collegial and courteous with all those they come into contact with at Sedex.
- 5.2 understand that individual Board Directors do not hold the staff to account; rather the staff are held to account through the Chief Executive or, in the case of the Chief Executive, the Chair of the Board.

#### **6. Conflicts of Interest**

- 6.1 Comply with the Sedex Conflicts of Interest Policy and procedure (Cf Appendix 2).

#### **7. Enhancing governance**

- 7.1 Aim to do what will best enable Sedex to carry out its purposes, both now and in the future.
- 7.2 Participate in induction, training and development activities for Board Directors.
- 7.3 Support the Chair and respect the role of the Chief Executive in their executive role.
- 7.4 Member Directors are expected to join and actively contribute to at least one of the Sedex Standing Committees<sup>3</sup>.

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<sup>3</sup> The Sedex Standing committees are set out at Articles 66 through 72. These are: Audit & Risk Committee, Nomination Committee and Remuneration Committee.

**7.5** Attend all Board meetings, in person or remotely, unless there is good reason not to. Failure to attend three Board meetings in any yearly period may lead to removal from the Board (in accordance with Article 55(d)).

## **8. Cessation of Office**

**8.1** If at all possible, Directors should give three months' notice of an intention to resign.

**8.2** If a Member Director ceases to be employed by a member of Sedex, they shall automatically cease to be Director of the Board.

**8.3** Any Director may be removed for poor performance, as part of the Board performance review.

**8.4** Any Director shall automatically cease to hold office in the event they are disqualified to act as a Director under the Company Directors Disqualification Act, 1986, or local law equivalent outside the UK, or as a matter of insolvency law.

## **9. Breach of this Code of Conduct**

**9.1** An allegation that a Board Director has breached the Code of Conduct must be brought to the attention of the Chair.

**9.2** The Chair will seek to resolve the allegation informally in the first instance. Where the matter is sufficiently serious or requires a formal investigation, the Chair will consult with the Chief Executive Officer and Senior Independent Non-Executive Director (SID). Ultimately, the Chair may recommend to the Board that a Board member be removed (in accordance Article 55(e), (f) or (g)) with and shall have the power to suspend them pending any investigation underway.

**9.3** An allegation that the Chair has breached the Code of Conduct must be brought to the attention of the SID. The SID will seek to resolve the allegation informally in the first instance. Where the matter is sufficiently serious or requires a formal investigation, the SID will consult with the Chief Executive Officer and a Member Director. Ultimately, the SID may recommend to the Board that the Chair be removed (in accordance Article 55(e), (f) or (g)) with and shall have the power to suspend them pending any investigation underway.

## **10. Whistleblowing**

**10.1** Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to our activities. This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations.

**10.2** Board Directors should report any such concerns to the Chair (or, if the concern relates to the Chair or the Chair is unavailable, to the SID) who shall arrange a meeting with the Board Directors as soon as possible to discuss the concern.

*Ends*

## Appendix 2

### Sedex conflict of interest policy and procedure

#### 1. Conflict of Interest: Policy

- 1.1** For these purposes, "member" shall be taken to include all members of the Board and any non-executive or executive office holder sitting in a decision-making capacity on any relevant governance body of Sedex.
- 1.2** Sedex upholds high standards of corporate governance compliance. Members of any Sedex governance body must not place themselves in a position where they have, or may be perceived as having, a direct or indirect interest that conflicts with their duties to uphold Sedex' best interests at all times. These obligations derive from the general fiduciary duties owed by company directors and for other members involved in Sedex' governance.
- 1.3** The procedures in this policy will enable members to identify and manage conflicts of interest so that they can ensure that conflicts do not prevent them from making decisions in the best interests of Sedex. The policy will also help protect both Sedex and relevant members from any appearance of impropriety in cases where conflicts of interest arise.

#### 2. Definition of conflict of interest

- 2.1** A conflict of interest arises where a member, or a person connected to them, could stand to benefit from a decision taken by the governance body they sit on. The existence of such conflict of interest could, or could be seen to, prevent them from making a decision only in the best interests of the Sedex.
- 2.2** For these purposes, a "benefit" shall be taken to mean:
  - 2.2.1 any benefit, whether financial or otherwise;
  - 2.2.2 other than any benefit received in his or her capacity as a beneficiary of Sedex, such as a Sedex membership benefit or reimbursement of expenses.
- 2.3** Examples of "benefit" which could give rise to a conflict of interest, include, for instance:
  - 2.3.1 holding shares in a supplier who is seeking to do business with Sedex (because the values of the shares could increase as a result of the procurement contract);
  - 2.3.2 being employed by a company which owes a debt to Sedex, where reduction or avoidance of the debt is being discussed;
  - 2.3.3 where a spouse or related person is employed by a supplier and this could be perceived as influencing the selection of the supplier in a tender situation;
  - 2.3.4 where a person stands to benefit from a decision, such as being paid a consultancy fee out of grant funding or a bequest made to Sedex; or

2.3.5 where a person has an interest in another organisation which stands to benefit or be prejudiced by a policy decision of Sedex, where such policy is under discussion.

**2.4** For these purposes, a person is “connected” to a member if they are related, such as spouse or child, or other close personal ties. This also applies to any person who is in a business relationship or partnership with a member or any person connected to them.

**2.5** Conflicts of interest can inhibit open discussions and may result in members taking irrelevant considerations into account or making decisions that are not in Sedex’ best interests. They can also damage the reputation of Sedex if it appears that the members are influenced by personal interests or loyalties. All members must therefore be alert to the possibility that they, or their co-members, could be affected by a conflict of interests.

**2.6** The procedures in this policy will enable members to identify and manage conflicts of interest so that they can ensure that conflicts do not prevent them from making decisions in the best interest of Sedex. The policy will also help protect both Sedex and members from any appearance of impropriety in cases where conflicts of interest arise.

**2.7** A conflict of interest will include a conflict of loyalties, where a member’s loyalty to another body or in relation to another role or function could be seen as taking precedence over their loyalty to Sedex.

### **3. Procedure for dealing with conflicts of interest**

**3.1** On appointment as a member of their relevant governance body, every member should submit written details of any personal interests, business interests or other direct or indirect interests that might potentially give rise to a conflict of interest with their duties for Sedex, in such form as Sedex may require. A record of material interests is held centrally, by Sedex’ executive, and is open for others to view on request.

**3.2** Thereafter, members have a personal responsibility to declare any interest that might reasonably be regarded as potentially giving rise to a conflict. At the very least, at the outset of any meeting of any governance body they are a member of, members should review the agenda for such meeting and draw any conflict of interest to the attention of the Chair. Review of any conflict of interest by its members will be a standing item on the agenda for every meeting of any governing body of Sedex.

**3.3** The Chair and the relevant member have a duty to ensure that a member recuse themselves from debating or voting on any business in which they have (or may be perceived to have) a conflict of interest. The member should step outside a relevant portion of a meeting and will not be counted in the quorum for that part of the meeting. The conflicted member must not take part in any discussion or decision about the conflict or how to handle it.

**3.4** The non-conflicted members must consider whether it is necessary to seek the advice of Sedex’ legal adviser on whether the conflict is serious and/or on how to manage the conflict.

- 3.5** The Chair will invite the member who has temporarily stepped out of a meeting, to re-join the meeting once the issue subject to a conflict of interest has been administered.

#### **4. General**

- 4.1** This conflict of interest policy does not invalidate or preclude Sedex from seeking disclosure of conflicts of interest in relation to other procedures, such as issuing letters of appointment to a governing body or requesting declarations in relation to Board member elections.
- 4.2** At least once in every 12-month period, all members should review the information relating to them contained in the register of interests and declare that the information is correct or make a further declaration if necessary.
- 4.3** The information provided by members will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Sedex will process members' personal data only for the purposes set out in this policy and not for any other purpose.
- 4.4** The Sedex Company Secretary will be responsible for maintaining the register of interests for Sedex' governance bodies.
- 4.5** This policy will be reviewed annually, or sooner if required by the Chief Executive Officer or Chair of the Board.

*ends*

## Appendix 3

### Declaration of material interests – example

*[Name of Board or committee]*

#### Declaration of material interests

I, [ name ], member of the above Sedex governance body, set out below details of my interests as required by the Sedex Conflict of Interests Policy.

#### 1. Declaration of interests

- 1.1** I am beneficiary of the Sedex pension scheme<sup>4</sup>;
- 1.2** I am [not] an appointed representative of a recognised trade union;
- 1.3** I am not appointed as a director of a company associated with Sedex] **or** I am appointed as a director of the following companies associated with Sedex]:

Name of company	Company number	Association with Sedex

- 1.4** I am not a trustee of any charity] **or** I am a trustee of the following charities:

Name of charity	Charity number	Association with Sedex

- 1.5** I am to be regarded as interested in any contract that may, after the date of this notification, be made with any of the following companies and/or organisations:

Name of company/organisation	Nature of interest

#### 2. Data protection, confirmation and undertaking

- 2.1** I consent to the information contained in this declaration being used for the purposes described in the Sedex Conflicts of Interest Policy and for no other purpose.
- 2.2** I confirm that, to the best of my knowledge:
- (a) the information contained in this declaration is complete and accurate; and
  - (b) I am not aware of any conflicts, other than those contained in this declaration, that exist between my role set out above and my personal or other interests.

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<sup>4</sup> Would only be relevant to executive or past executive members, or a person connected to them.

**2.3** I undertake to:

- (a) review this declaration at least once in every 12-month period and update it if necessary;
- (b) update this declaration as and when my circumstances change; and
- (c) declare promptly any conflict that arises in the future.

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

Print name: \_\_\_\_\_

Dated: \_\_\_\_\_