



Board handbook

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Board Handbook

A. Introduction

1. Sedex overview

- 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, HSBC and Amazon and standard- setting organisations, such as the United Nations Global Compact and Ethical Trading Initiative.
- 1.3.** Sedex is organised as a company limited by guarantee, registered as such with Companies House in England & Wales (company number 5015443). Sedex members are also members of the company, similar to shareholders but without the financial rights attached to shareholdings. The Sedex Articles of Association (Articles) set the framework for governance of the company. Directors and stakeholders who are involved in Sedex governance matters have a duty to understand and keep abreast of any changes to the Sedex Articles and key policies. These are published on the Sedex website from time to time.
- 1.4.** Article 3 describes the Sedex' Objects as *to promote improved labour and other corporate social responsibility practices in supply chains.*
- 1.5.** The Board Handbook is published by Sedex and any changes are subject to approval by the Sedex Board.

B. Governance

2. Board of Directors

- 2.1** The Sedex Board (Board) is the most senior governance body of Sedex. The role of the Board is to set the strategy of the company, promote the long-term sustainable success of the company and contribute to its Objects (Cf §1.4 above). The Board also establishes the company's purpose and values and satisfies itself that these and its culture are aligned. All Directors must act with integrity and lead by example.

- 2.2** There are three standing committees which report into the Board: Audit & Risk Committee, Nomination Committee and the Remuneration Committee. Terms of Reference for these committees are available on demand.
- 2.3** The Chair of the Board is the most senior officer of Sedex and represents its membership to the public and many stakeholders of Sedex.
- 2.4** The Directors are accountable for upholding their fiduciary duties for Sedex. These are set out at sections 170 - 176 of the Companies Act 2006¹ and can be summarised as:-
- a) Duty to act in accordance with the company's Articles, and only exercise powers for the purposes for which they are conferred;
 - b) Duty to act in a manner most likely to promote the success of the company;
 - c) Duty to exercise independent judgment;
 - d) Duty to exercise reasonable care, skill and diligence;
 - e) Duty to avoid conflicts of interest;
 - f) Duty not to accept benefits from third parties; and
 - g) Duty to declare interest in proposed transaction or arrangement.
- 2.5** Board members are bound, in line with their fiduciary duties, to act exclusively in the best interests of Sedex and in accordance with its Objects. Board members are expected to work collaboratively and reach decisions on a collegiate basis, by majority decision unless a different majority or unanimity applies.
- 2.6** 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;*
 - d) *provided, however, that a majority of the Board shall be Non-Member Directors.*
- 2.7** Directors should read the Articles, and in particular Articles 41 through 72, which regulate Board governance matters, including matters pertaining to the Standing Committees of the Board. The Company Secretary is the executive staff member leading on governance matters relevant to the Board.
- 2.8** Directors are generally appointed for an initial term of up to three years, renewable by re-appointment for further terms of up to three years, up to a total of six years. However, composition of the Board is regularly reviewed and refreshed and a term of office may be shorter than three years.
- 2.9** The Chair of the Board is also appointed by the Board. If the Chair cannot attend a Board meeting for any reason, the Senior Independent Non-Executive Director ("SID") will chair the meeting. If the SID cannot chair the meeting for any reason, the Chair may delegate to another Board member (or any other person), the role of chair for such meeting. If the Chair has not delegated the role of chair to

¹ <https://www.legislation.gov.uk/ukpga/2006/46/part/10/chapter/2>

another person, for any reason, those Board members present at the meeting may elect one of their own to act as chair of the meeting by simple majority.

2.10 All appointments to the Board (other than Executive Director roles, which are *ex officio*) are by election or selection, as follows:

- a) The membership at large elects the Member Directors, in line with elections Rules published by the Board, ahead of the company's Annual General Meeting²; and
- b) The Board appoints all Independent Non-Executive Directors, based on a suitable skills matrix and upon recommendation by the Nominations Committee. Nominations Committee will review applications and may make recommendations to the Board on the selection process for such roles.

2.11 The Board meets approximately six 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.

2.12 The Sedex Articles of Association can be found at:

<https://www.sedex.com/wp-content/uploads/2020/12/Sedex-Information-Exchange-ltd-NEW-Articles-Dec-2020-clean.pdf>

3. Board Induction

3.1 All members of the Board are required to undertake an induction into their roles upon appointment. Induction should include, at a minimum:

- A copy of this Handbook;
- Access to the Articles (Cf §2.12 above); and
- An understanding of what compliance with the Sedex's Binding Policies, as outlined at Section E, entails.

3.2 There may be other induction training material made available by Sedex from time to time, depending on resource, such as Unconscious Bias training or fiduciary duties overview.

3.3 Board members have a general duty to keep up to date with Sedex policies and procedures and should regularly remind themselves of any compliance policies which apply to the governance body they are a member of.

4. Director Declaration

4.1 Directors are required to declare that they do not fulfil any of the below criteria:

- having an unspent conviction for an offence involving dishonesty or deception, such as fraud;
- being bankrupt, or having entered into a formal arrangement (for example, an individual voluntary arrangement) with a creditor;
- having been removed as a company director or charity trustee because of wrongdoing;
- are a disqualified company director;

² Assuming there are Member Director vacancies at the relevant time.

- are a designated person for the purposes of anti-terrorism legislation;
- are on the sex offenders register; or
- have been found in contempt of court for making (or causing to be made) a false statement.

5. Director Code of Conduct

- 5.1** Further to the Articles, as well as any rules or policies published by the Board from time to time, Board directors are bound by the Director Code of Conduct, attached at Appendix 1.
- 5.2** The Director Code of Conduct outlines the standards of behaviour which Board Directors are expected to demonstrate.

6. Conflicts of Interest

- 6.1** 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.
- 6.2** Board Directors must follow the Sedex Conflict of Interest Policy attached at Appendix 2 at all times. They are required to identify, manage and declare conflicts of interest as described therein and as set out in the Declaration at Appendix 3, by way of example, on an ongoing basis.

C. Board Effectiveness and Performance

7. Mission, Vision and Strategic plan

- 7.1** The Board is collectively responsible for the long-term success of Sedex. It facilitates the operational performance of Sedex and the delivery of its strategic and business plans, working closely with the Chief Executive Officer.
- 7.2** The Board is responsible for:
- demonstrating ethical leadership;
 - providing direction to management and setting Sedex' strategic vision;
 - displaying and promoting behaviours consistent with Sedex' standards;
 - driving value creation while protecting Sedex against excessive risk; and
 - making well-informed and high-quality decisions based on a clear line of sight into Sedex' strategic plan.
- 7.3** The Board is accountable to the membership and reports to its stakeholder at the Annual General Meeting of Sedex.

8. Effective Board and Board Meetings

- 8.1** In order to maintain the Board's effectiveness, its members are encouraged to uphold a culture of openness, debate, constructive relations and effective contributions.

- 8.2 In doing so, the Board shall allow time for debate and challenge, particularly for complex, contentious or business critical issues.
- 8.3 Diversity is a core principle of Sedex and an important impetus to Board effectiveness. The delivery of the Sedex strategy is strengthened by having greater diversity of background, experience and insight on the Board. As such, the appointment of Board members is required to account for Sedex' values of inclusion, diversity and equality.

9. Board Performance

- 9.1 The Chair of the Board shall regularly consider the Board's succession planning and composition; and shall play an active role in making appointments to the Board and performance managing its members.
- 9.2 The Board as a whole shall be regularly reviewed from a governance perspective, in terms of its effectiveness, performance and the development needs of its members.
- 9.3 Board members are expected to embrace evaluations of their effectiveness in the interests of Sedex (and their own development).

10. Board Committees

- 10.1 The **Nomination Committee**: appointed by the Board in accordance with its terms of reference³ and reports to Board. The function of the Nomination Committee is to make recommendations for the appointment of Board members, members of Standing Committees of Board (Audit & Risk and Remuneration Committees) and the Chief Executive Officer.
- 10.2 The **Audit & Risk Committee**: appointed by the Board in accordance with its terms of reference⁴ and reports to the Board. The function of the Audit Committee is to oversee Sedex' internal audit and control procedures and the relationship with its external auditors.
- 10.3 The **Remuneration Committee**: appointed by the Board in accordance with its terms of reference⁵ and reports to the Board. The function of the Remuneration Committee is to oversee Sedex' remuneration policies, the remuneration of the executive, the Chair and any other Board members.
- 10.4 The Board may establish such other committees as it sees fit, subject to the Sedex' Articles, as "task and finish" committees whose function is to make recommendations or otherwise advise the Board on project or policy initiatives. All Board committees shall operate under terms of reference published by the Board.

³ [ToR for Nominations Committee.](#)

⁴ [ToR for Audit & Risk Committee.](#)

⁵ [ToR for Remuneration Committee.](#)

D. Board Strategy

11. Internal Control and Risk Management

- 11.1** Board members shall be aware of, and strive to mitigate against, the factors that hinder Board effectiveness⁶ such as:
- a dominant personality or group of directors on the Board, which can inhibit other directors' contributions;
 - not enough attention to risk, and treating risk as a compliance issue rather than as part of the decision-making process, particularly if the risk level in a project could endanger the organisation's stability and sustainability;
 - inability to see the value implications of running the organisation on the basis of self-interest and other poor ethical standards;
 - a reluctance to involve non-executive directors, or bringing matters to the Board for sign-off rather than debate;
 - complacent or intransigent attitudes;
 - a weak organisational culture; and
 - inadequate information or analysis.

12. Financial Reporting

- 12.1** The Board, working closely with the Audit & Risk Committee and the CEO, shall produce the Annual Report which sets out the financial and other performance results. It should also publish who is appointed to carry out the independent, statutory audit.
- 12.2** The Annual Report shall be drawn up in line with key principles of the Corporate Governance Code⁷, although Sedex is not required to fully comply with the Code (as Sedex is not a public limited company).

13. Relationships with Members and Stakeholders

- 13.1** In carrying out their statutory duties and taking strategic decisions, Board members must appreciate and weigh up the interests of Sedex' key stakeholders. Stakeholders include members of Sedex and staff; and also wider interests of labour standards and worker rights protection across the globe.

⁶ As provided by the FRC's Guide on Board Effectiveness: <https://www.frc.org.uk/getattachment/61232f60-a338-471b-ba5a-bfed25219147/2018-Guidance-on-Board-Effectiveness-FINAL.PDF>

⁷ <https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf>

E. Binding Policies

14. Board members are bound by the following Sedex policies (the **Binding Policies**):

- [Director Code of Conduct](#) (Appendix 1)
- [Conflict of Interest Policy](#) (Appendix 2)
- [\[Anti-Bribery and Corruption\]](#)
- [\[Expenses Policy\]](#)
- [\[Inclusion and Diversity Policy\]](#)

Note: the Company Secretary details are the following:-

Eve Pienaar

Title: Company Secretary

Email: eve.pienaar@sedex.com

Mobile: 07837 044 380

See further, attached.

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 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 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 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 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)).
- 7.5 Member Directors are expected to join and actively contribute to at least one of the Sedex Standing Committees.

8. Cessation of Office

- 8.1** if at all possible, give at least 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, 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 scheme⁸;
- 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.

⁸ 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: _____