

Conflicts of Interest Policy

This policy applies to all staff employed by CSS

Why have a policy?

All staff have an obligation to act in the best interests of the company and in accordance with their employment contract. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of CSS.

Such conflicts may create problems; they can:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of CSS; and
- Risk the impression that CSS has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

The declaration of interests

Accordingly, we are asking Shareholders, Directors and staff to declare their interests, and any gifts or hospitality received in connection with their role at CSS. A declaration of interest's form is provided for this purpose, listing the types of interest you should declare.

To be effective, the declaration of interests needs to be updated at least annually, and also when any changes occur.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact Emma Strain or Danielle Rudd for confidential guidance. Interests will be recorded on CSS's register of interests, which will be maintained by the Quality Manager (Emma Strain).

Data Protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that all staff act in the best interests of CSS. The information provided will not be used for any other purpose.

What to do if you face a conflict of interest

If you are a user of CSS services, you should not be involved in decisions that directly affect the service that you receive. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion. The same applies if you face a conflict for any other reason. You may, however, participate in discussions from which you may indirectly benefit, for example where the benefits are universal to all users, or where your benefit is minimal.

If you fail to declare an interest that is known to the Quality Manager and/or the Managing Director they will declare that interest.

Decisions taken where a member of staff has an interest

In the event of the board having to decide upon a question in which a member of staff has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate.

Interested staff members may not vote on matters affecting their own interests. They may participate in the discussion but not the decision-making process.

All decisions under a conflict of interest will be recorded by the Quality Manager and reported in the minutes of the meeting. The report will record:

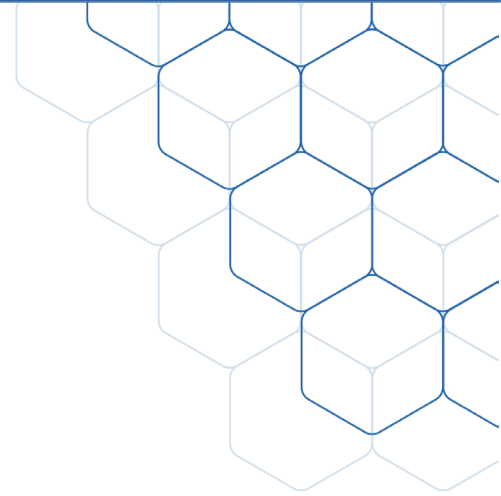
- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.

A *de minimis* exemption applies to contracts less than £80,000 in value. Random checks against the register of interest will be made on the award of contracts below this value. If the cumulative value of a series of small contracts exceeds £80,000 the Board Member will operate the policy used for individual contracts over that sum.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures through an independent arbitration service.

Managing contracts

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.



Signed

A handwritten signature in black ink, appearing to read 'Jonathan Cockroft', written over a dotted horizontal line.

Jonathan Cockroft
Managing Director

Date: 4th January 2016