



Jersey Financial
Services Commission

Board of Commissioners

Conflict of interest policy

Issued: 07 February 2013

Last revised: 9 July 2025

Contents

- 1 Introduction: why a policy for Commissioners.....4**
- 2 Outline of the Policy5**
- 3 Principles5**
- 4 What is a conflict of interest?5**
- 5 Disclosing a Conflict6**
- 6 Conflict Management: principles8**
- 7 Conflict Management: Process.....9**
- 8 Personal financial transactions (dealing and trading)10**
- 9 Taking on new Non-Executive Directorships, partnerships, consultancies and other such roles10**
- 10 Mandatory disclosures.....11**
- 11 What information about the interests should be disclosed?.....13**
- 12 Financial interests not held directly.....13**
- 13 Types of information that do not need to be disclosed.....14**
- 14 Investments under discretionary management14**
- 15 How and when to disclose interests – the Register of Interests14**
- 16 Access to the Register14**
- 17 Restriction on disclosure of information15**
- 18 Gifts15**
- 19 Hospitality15**
- 20 Reciprocal “footing of the bill”15**
- 21 Undertaking regarding confidentiality and investment dealing15**
- 22 Record keeping16**

23 Roles and responsibilities:.....16

Appendix19

Glossary

Defined terms are indicated throughout this document as follows:

the Policy	conflict of interest policy
Conflict(s)	conflicts of interest
Commission Law	the Financial Services Commission (Jersey) Law 1998
Register	register of interests
JFSC	Jersey Financial Services Commission

1 Introduction: why a policy for Commissioners

- 1.1 This document sets out the conflicts of interest policy (**the Policy**) in respect of Commissioners.
- 1.2 Commissioners are the ultimate decision-makers of the Jersey Financial Services Commission (**JFSC**) and take the most serious regulatory decisions.
- 1.3 There are statutory requirements for Commissioners regarding the management of conflicts of interest (**Conflicts**). The statutory rules are:
 - 1.3.1 disclosure of the nature and existence of the conflict to be made at a meeting or by a written notice brought to the attention of the meeting
 - 1.3.2 disclosure to be minuted
 - 1.3.3 Commissioner to withdraw from the matter, and that to be minuted
 - 1.3.4 the disclosure of membership or a directorship of an organisation is sufficient disclosure
- 1.4 Those statutory requirements are supplemented by this policy, which the Board of Commissioners has adopted to provide additional clarity. What is a conflict? How is it identified in possible grey areas? How should a Commissioner proceed if there is an option to deal with a potential conflict before a meeting?
- 1.5 The Policy details the identification, registration and management of Conflicts of Interest as they apply to Commissioners. In most cases, the same requirements also apply to JFSC employees.
- 1.6 The existing Conflicts Policy for employees requires the registration of Conflicts. Commissioners will usually be required to register the same interests as employees. However, this approach can be less effective than for JFSC employees. In practice, it is also necessary for Commissioners to be vigilant as each Commission Board meeting takes place. Consideration will often need to be given to recusing in respect of a broader variety of interests, given that Commissioners have to make the final decisions on regulatory sanctions. Such decisions may have a very significant consequences for individuals involved, bringing into question whether distant relationships amount to Conflicts.
- 1.7 The biggest difference between this Policy and the equivalent for JFSC employees is that it is adjusted to reflect the final character of their decision-making and non-executive roles. It is also more likely that Commissioners will need to consider whether relationships that do not have to be registered create problems in particular cases.
- 1.8 It is also very important to give a clear account of the reasons for a Commissioner continuing in a matter when the issue of a potential conflict of interest has been raised.
- 1.9 There are other differences arising from the character of the Commissioner role:
 - 1.9.1 Commissioners will work part-time for the JFSC and hold other roles
 - 1.9.2 Commissioners do not have a line manager
 - 1.9.3 Commissioners are appointed to be the ultimate decision-makers of the Commission, and a diversity of experience and backgrounds is important in the choice of

appointments. Therefore, unnecessary recusal removes important experience from Commission decision-making.

- 1.10 Although it may seem simplest for Commissioners to recuse themselves whenever an issue of conflict of interest arises, the case law says otherwise. The question of conflicts should be considered carefully and objectively.

2 Outline of the Policy

2.1 The Policy:

- 2.1.1 ensures conflicts will not improperly influence regulatory decisions
- 2.1.2 applies to all Commissioners
- 2.1.3 gives confidence that information known to the JFSC will be appropriately managed

- 2.2 The Financial Services Commission (Jersey) Law 1998 (**Commission Law**) requires the JFSC to “secure a proper balance between the interests of persons carrying on the business of financial services, the users of such services and the interests of the public at large”.

- 2.3 The Policy develops this requirement for Commissioners.

- 2.4 Compliance with the Policy is compulsory, and breaches of the Policy may result in a Commissioner’s removal from the role.

2.5 The Policy sets out procedures in respect of:

- 2.5.1 registration of Conflicts
- 2.5.2 share dealing
- 2.5.3 gifts
- 2.5.4 hospitality

3 Principles

- 3.1 This Policy endeavours to set out clear rules. However, it is important to remember the principles that underlie everything in the Policy. Always act with honesty and integrity.
- 3.2 Be open about any interests that could be seen to influence your independent judgment.
- 3.3 Alert the Chair to any conflict of interest (**Conflict**) and agree on how they should be managed.
- 3.4 New Commissioners must declare Conflicts when they join the JFSC and are responsible for maintaining up-to-date disclosures.
- 3.5 Seek guidance from Chair if a Conflict develops.
- 3.6 In the case of Chair or Deputy Chair, each should seek guidance from the other if a Conflict develops, or from the Director General if the other post is vacant.
- 3.7 If giving guidance on managing a Conflict, always consider the matter from the viewpoint of an external party.
- 3.8 Decisions on handling Conflicts must be documented and publicly defensible.

- 3.9 Information acquired by Commissioners in the performance of their role must be handled in accordance with the JFSC's Information Management Policy (which can be located via the JFSC Intranet/PPG Library/Information Management). All Commissioners are bound by law in respect of the handling of confidential and restricted information.
- 3.10 Do not expose yourself to improper influence, or the appearance of improper influence, by accepting gifts and hospitality, or otherwise.
- 3.11 Consider the examples drawn from actual cases decided by courts in the United Kingdom and the Republic of Ireland.

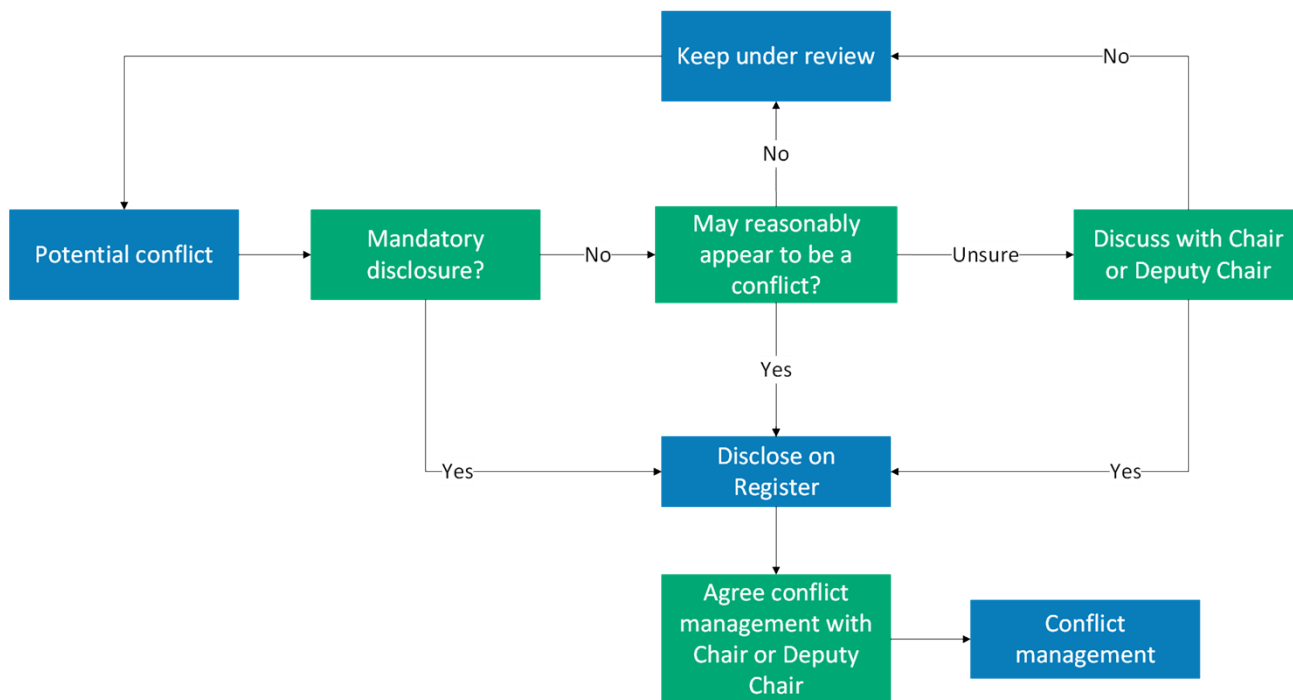
4 What is a conflict of interest?

- 4.1 A Conflict arises when you are faced with two competing interests. For Commissioners, the first interest will be:
 - 4.1.1 meeting your professional obligation to conduct JFSC business impartially, transparently and with integrity.
- 4.2 Among other things, a conflicting interest may arise from your:
 - 4.2.1 personal obligations (or sense of obligation) to family and friends
 - 4.2.2 personal financial affairs
 - 4.2.3 business dealings;
 - 4.2.4 current, past employment, or potential future employment prospects
 - 4.2.5 relationships with associates and acquaintances.
- 4.3 Broadly speaking, there are two different types of conflicts:
 - 4.3.1 **Conflicts requiring mandatory disclosure:** these are relationships identified in this policy as needing to be registered. For example, past employment with regulated persons, or being a customer of regulated persons. Disclosure of these conflicts of interest on the conflicts register is mandatory.
 - 4.3.2 **Other conflicts:** these typically arise from relationships whose relevance is not predictable. For example, it would not be possible or appropriate to register friendships, but such relationships may be potential conflicts of interest in individual cases. Disclosure of these conflicts when they arise is mandatory.
- 4.4 Much of the policy will be in respect of mandatory disclosure, but often the most important conflicts are unforeseen. Ultimately, the principles for determining how to manage conflicts of interest are the same.
- 4.5 To identify a conflict of interest, you need to consider whether any person, internally or externally, might reasonably believe there is a risk of a Commissioner's actions being inappropriately influenced by a Conflict.

5 Disclosing a Conflict

- 5.1 Section 8 details certain mandatory disclosures, including relationships with close family, share dealing and personal financial arrangements with firms supervised by the JFSC.

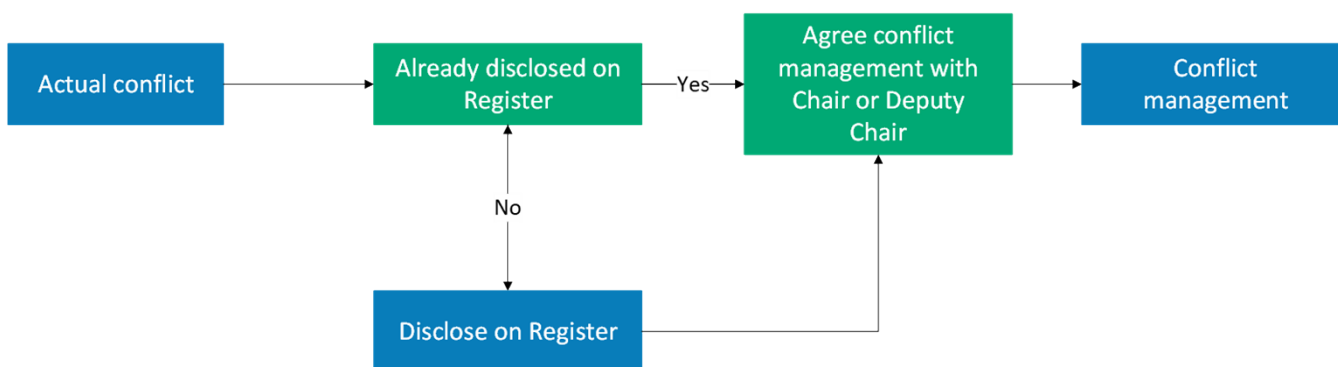
5.2 The flowchart below illustrates the approach that should be taken when considering potential conflicts:



5.3 A Potential Conflict is a Conflict that an employee has identified after considering their personal and professional interests and relationships against their professional obligation to conduct JFSC business impartially, transparently and with integrity. All Conflicts disclosed on the Register of Interests (**Register**) are considered to be Conflicts.

5.4 A Conflict is any conflict, whether previously identified as a Potential Conflict or not, that must be acted on by a Commissioner:

5.4.1 Where a Conflict has not been disclosed, it must be disclosed within three business days or before the Commissioner is involved in any relevant decision-making, whichever is the soonest.



5.4.2 Conflicts are managed through the Conflict Management process (section 6).

- 5.5 The Policy aims to ensure that Commissioners, like all JFSC staff, disclose Potential Conflicts and log them in Register as Conflicts.
- 5.6 This means that if the Conflict impacts on Commissioners' work, the individual affected will already be managing the Conflict with the Chair or Deputy Chair, for example:
- 5.6.1 where a Commissioner would usually be expected to attend a meeting in respect of a firm where their spouse, partner or significant personal relationship is an employee, the Commissioner will recuse themselves from that meeting, or the relevant part of that meeting
 - 5.6.2 where a Commissioner has a personal financial interest in an organisation whose business may be affected significantly by competition from a supervised firm, that Commissioner will be excluded from attendance at relevant meetings and access to relevant correspondence.
 - 5.6.3 where a Commissioner becomes aware that supervisory or enforcement activities are about to occur in respect of a conflicted firm, that Commissioner will not be involved in any relevant meetings or have access to relevant correspondence
 - 5.6.4 where a Commissioner is in any dispute with an entity regulated by the JFSC, the conflicted Commissioner will be excluded from attending relevant meetings and will not participate in relevant decision-making
- 5.7 The JFSC recognises that our unique community may mean that disclosure of all Potential Conflicts may not be appropriate. For example, virtually all JFSC employees will have family, friends and acquaintances who work in supervised firms, and it would not be appropriate to list all of these people as potential conflicts. This will be true for many Commissioners. If, however, the Commissioner:
- 5.7.1 has a particularly close relationship with someone from such circles
 - 5.7.2 becomes aware that regulatory activity or intervention in respect of the firm at which someone from such circles is imminent
 - 5.7.3 finds that there is an increased risk that a member of such circles might attempt to influence their behaviour
- disclosure of the Potential Conflict must be made on the Register.
- 5.8 In the exceptional circumstance a Conflict relates to a sensitive or personal matter that a Commissioner is uncomfortable sharing with the Chair or Deputy Chair, the matter must be raised with the Secretary to the Commission Board. They will assess the circumstance, arrange an appropriate conflict management approach, and confidentially record the approach taking account of the needs of the JFSC and the Commissioner.

6 Conflict management: principles

- 6.1 When a Conflict is disclosed on the Register, the Commissioner is responsible for ensuring that it is appropriately managed.

Measures to manage conflicts

- 6.2 Conflict management will usually be achieved through one or more of:

- 6.2.1 applying rules of confidentiality, including personal recusal from meetings and correspondence, as well as requesting appropriate restrictions to systems and records
 - 6.2.2 segregation of duties to ensure that the Commissioner does not work directly on matters relating to conflicted parties
 - 6.2.3 approval of specific transactions (see 8)
 - 6.2.4 following the gifts and hospitality process (see 18 and 19)
 - 6.2.5 disclosure to conflicted parties
 - 6.2.6 recusal from a particular duty
 - 6.2.7 standing down from duties for a period of time
- 6.3 Disclosure of Conflicts to external parties is most likely to be relevant in enforcement cases. The Register will be reviewed to ensure appropriate safeguards are in place.
- 6.4 Other measures to manage Conflicts may be appropriate, and these will be agreed between the Commissioner and the Chair or Deputy Chair.

Principles as to whether measures are appropriate

- 6.5 It is always tempting for decision-makers to recuse themselves as a precaution, even where the conflict minor. There are two principles which may be in tension:
- 6.5.1 Commissioners should not be complacent and believe they have a particularly good ability to put Conflicts out of their minds
 - 6.5.2 Commissioners should not withdraw from discharging their duties and contributing their expertise for insubstantial reasons
- 6.6 As stated in paragraph 4.4, Commissioners need to consider whether any person, internally or externally, might reasonably believe there is a risk of a Commissioner's actions being inappropriately influenced by a Conflict.
- 6.7 For this reason, Commissioners will be provided with summary of relevant case-law principles on when conflicts require a decision-maker to recuse himself or herself. The principles are drawn from Jersey, the United Kingdom, and Irish case-law.
- 6.8 Notwithstanding what may have been decided in earlier case-law, there will be cases where it is necessary to remember that the reputation of Jersey can be undermined by adverse coverage which may be neither "reasonable nor informed". This consideration may argue for a stricter approach in appropriate circumstances.

7 Conflict management: Process

- 7.1 When a Commissioner is aware of a relevant conflict of interest (whether registered or unregistered), it is important to alert the Chair in advance. This includes where a Commissioner is considering entering into a transaction or position that may give rise to a conflict, such as taking on a new non-executive directorship. In the case of taking on additional roles, the consideration of time commitment conflict is also relevant.
- 7.2 Notifications must be given to the Commission Secretary.

- 7.3 The Commission Secretary will then inform the Chair, or the Deputy Chair as the case may be, and generally take care of the administration of the process.
- 7.4 The Chair may consult the Director General.
- 7.5 If for any reason the Chair is unavailable, then the Deputy Chair shall take that role under this process.
- 7.6 If the conflict concerns the Chair, then the Chair must alert the Deputy Chair and the Director General, who will together take the role normally taken by the Chair in this process.
- 7.7 The Commissioner concerned should explain the conflict and their view as to how it should be managed.
- 7.8 The Chair must consider the appropriateness of the Commissioner's view on how to manage the conflict.
- 7.9 The Chair and the Commissioner must discuss the appropriate steps for managing the conflict.
- 7.10 The Chair may consult the Director General or other Commissioners if it appears useful and appropriate.
- 7.11 In the absence of agreement between the Chair and the Commissioner, the Chair may direct how the conflict will be managed.
- 7.12 Where the Commissioner's final view was that recusal was the necessary management step, the Chair may overrule that view, but:
- 7.12.1 the Chair must take into account the Commissioner's reluctance and the risks of overcompensating
 - 7.12.2 where the decision concerns regulatory sanctions, other Commissioners involved in that decision should be permitted to give their view.
- 7.13 This process does not affect the procedure in the Appendix for current Commissioners, taking new external roles.

8 Personal financial transactions (dealing and trading)

- 8.1 Commissioners are required to seek permission from the Chair before entering into certain personal financial transactions (dealing and trading) **in respect of JFSC regulated entities**.
- 8.2 **Commissioners must not deal, or begin the process of dealing, before written approval has been given.** The Chair will aim to provide approval promptly.
- 8.3 The purpose of monitoring and restricting personal dealing and trading is to prevent Commissioners from using their knowledge of confidential information or their position within the JFSC to profit through their personal dealing and trading activities.
- 8.4 Prohibited transactions:
- 8.4.1 The acquisition or disposal of any form of security or security-like instrument (including digital assets) in a firm supervised by the JFSC is prohibited (does not include indirect holdings but does include holdings with subsidiaries etc. supervised

by the JFSC), such activities would create a perception of bias and indicate a lack of integrity

8.4.2 The acquisition or disposal of any form of security or security-like instrument (including digital assets) on a short-term (6 months or less), speculative basis is prohibited. Such activities may create a perception of abuse of information irrespective of whether the underlying investment is supervised by the JFSC. If in doubt, Commissioners should discuss with the Chair or Deputy Chair.

8.5 In exceptional circumstances, you may be given permission to sell (but not buy) a security or security-like instrument when you would normally be prohibited from doing so. An example would be a pressing financial commitment on your part that could not otherwise be satisfied.

9 Taking on new Non-Executive Directorships, partnerships, consultancies and other such roles

9.1 A Commissioner's role with us is not expected to be either their sole or even their main employment.

9.2 However, Commissioners should not have external roles that create a widespread systemic conflict.

9.3 There are obvious cases where conflicts can arise. For example, the Commissioner has a role with a:

9.3.1 firm that is relevant to a decision

9.3.2 competitor of such a firm

9.3.3 firm with an interest in how the Commission approaches matters

9.4 In addition to managing these issues, there will be times when a serving Commissioner takes on a new role subject to mandatory disclosure.

9.5 Taking on a new role includes where there has been a material change in the entity for whom the Commissioner is carrying out the role, for example:

(a) the Commissioner was a partner in a firm which has now merged, creating a new and larger firm

(b) the Commissioner remains a non-executive director of the same company as before, but the company is now part of a larger corporate group

(c) the entity the Commissioner is carrying out the role for has not changed, but it is now carrying out significant regulated business that it was not doing at the time of the original disclosure of the role

9.6 It is not suggested that a Commissioner should be free from all conflicts. However, in cases where a Commissioner has a new or significantly altered existing role, the following should be considered under the Conflict Management Process in Section 6:

9.6.1 will the new role allow conflicts to be managed as they arise?

9.6.2 Does the new role involve such a high risk of conflict that the Commissioner cannot perform both roles?

- 9.7 A new role is considered incompatible if, had the applicant held it (along with current roles) when applying to be a Commissioner, they likely would have been rejected due to a potential conflict of interest..
- 9.8 The process for making decisions is set out at the Appendix.

10 Mandatory disclosures

10.1 The following mandatory disclosures must be made on the Register:

Relationship	Conflict	Disclosure
Significant personal relationships (including: spouse or partner, parents, siblings and children)	Where that person is: <ul style="list-style-type: none"> › working at the JFSC › working in a supervised or regulated firm › working in financial, economic or political journalism › working in a firm holding or tendering for a contract with the JFSC › holding an elected public office › any other close personal relationship with an individual, or an organisation, that could reasonably give rise to a Conflict 	<ul style="list-style-type: none"> › name of person › nature of conflict › name of associated/supervised firm as applicable

10.2 Additionally, Commissioners are required to disclose the following, **in respect of themselves, their spouse or partner and any minor children (under 18)** (JFSC and personal pensions are excluded):

Shares or securities and security-like instruments (including digital assets), interests in shares/securities and security-like instrument (including digital assets) or interests of any other description (e.g., partnership interests)	<ul style="list-style-type: none"> › in any company registered under the Companies (Jersey) Law 1991 › in any entity supervised by the JFSC
Loans (in excess of £10,000, including mortgages & credit cards) ¹	<ul style="list-style-type: none"> › from any entity supervised by the JFSC

¹ See section 6.5. Although all such loans are disclosable, this is perhaps the most obvious example where it might be concluded that the Conflict is immaterial.

Default on any loans	› with any entity supervised by the JFSC
Investment advice (discretionary or non-discretionary current or in the past three years)	› from any entity supervised by the JFSC
Collective investment schemes	› in any scheme authorised by the JFSC › in any scheme managed by an entity supervised by the JFSC
Bonds	› issued by any company registered under the Companies (Jersey) Law 1991 › issued by any entity regulated by the JFSC
Directorships (current or in the past three years)	› of any company registered under the Companies (Jersey) Law 1991 › of any company supervised by the JFSC
Partnerships (current or in the past three years)	› in any partnership registered under the Limited Partnerships (Jersey) Law 1994 or the Limited Liability Partnerships (Jersey) Law 2017
Employment (current or in the past three years)	› by any entity supervised by the JFSC › by any organisation that provides services to the JFSC
Consultancy services (current or in the past three years)	› to any entity supervised by the JFSC › to any organisation that provides services to the JFSC
Contractual relationship	› any individual or entity who has a contractual relationship with the JFSC (of which you are reasonably expected to be aware)

It is not a defence against the operation of this Policy to say that a financial transaction, conducted by your spouse, partner or significant personal relationship, was not known to you if you and your spouse or partner have shared financial arrangements.

11 What information about the interests should be disclosed?

Shares or securities and security-like instruments (including digital assets), interests in shares or securities and security-like instruments (including digital assets) or interests of any other description (e.g., partnership interests)	the name of the entity should be disclosed, however, the quantum and type of instrument need not be disclosed (the purpose of disclosure is to record the Conflict)
Loans	the name of the lender
Investment advice	the name of the adviser

Current directorships	the name of the company and the date of appointment
Past directorships	the name of the company and the date of resignation
Current partnerships	the name of the partnership and the date of appointment
Past partnerships	the name of the partnership and the date of resignation
Employment	the name of the employer
Consultancy services	the name of the organisation the services are provided to
Contractual relationship	the name of the individual or entity who has a contractual relationship with the JFSC
Spouse, partner or significant personal relationship conflict	the name of the subject of an enforcement action where the spouse's, partner's or significant personal relationship's firm is or is acting for or against the subject of an enforcement action

12 Financial interests not held directly

12.1 The Register of Interests is designed to reflect those interests beneficially owned by a Commissioner, their spouse, partner or significant personal relationship, or a Commissioner's minor (under 18) children.

12.2 Therefore, the following must be disclosed:

12.2.1 Interests held by:

- 12.2.1.1 a Commissioner, their spouse, partner or significant personal relationship, as the trustee of a trust in which the individual, their spouse, partner or significant personal relationship or minor child has a beneficial interest (other than a unit trust or a pension scheme)
- 12.2.1.2 a body corporate over which the Commissioner or their spouse, partner or significant personal relationship has effective control, whether this is achieved by a majority interest or otherwise

13 Types of information that do not need to be disclosed

13.1 Where a Commissioner is unsure as to whether a Potential Conflict requires disclosure, they should refer to the principles set out in Section 3. If further guidance is needed, Commissioners should speak to the Chair or Deputy Chair who will, in turn, advise upon or take appropriate advice.

14 Investments under discretionary management²

- 14.1 Disclosure should also be made of investments under discretionary management except in cases where instructions to, or discussions with, the managers of such discretionary arrangements relate only to matters of broad strategy and not at all to individual investments.
- 14.2 There may be occasions where a Commissioner becomes aware of the existence of a holding in an entity supervised by the JFSC even though it is held under discretionary management. While the Commissioner may not be in a position to influence dealings to their own benefit, they must make a specific declaration as soon as they become aware of the holding and ensure the process for Managing Conflicts is followed.

15 How and when to disclose interests – the Register of Interests

- 15.1 All Conflicts must be recorded on the Register, which is actioned by the Commission Secretary, on behalf of Commissioners.
- 15.2 Disclosure should be made to the Commission Secretary within three business days after the Commissioner first becomes aware of the Potential Conflict requiring disclosure.
- 15.3 Disclosures relating to personal finances may be made to the Chair, rather than being recorded on the Register. The Chair will determine the appropriate course of action and ensure that the confidential disclosure is recorded.

16 Access to the Register

- 16.1 Except with the agreement of the Commissioner, access to the information held in the Register will be confined, in general, to the Commissioner, the Chair, Deputy Chair, Director General and the Commission Secretary (and staff members assisting in their duties). The Chair has the authority to approve disclosure to additional persons on the basis that such disclosure is required in terms of proper conduct of the JFSC (such as to comply with its legal obligations, manage IT security or other significant operational issues).
- 16.2 On an annual basis, the Commission Secretary will circulate a copy of each Commissioner's entry in the Register for their information or updating as necessary.

17 Restriction on disclosure of information

- 17.1 Nothing in this Policy shall amend or supersede the obligation of a Commissioner to observe the Restrictions on Disclosure of Information prescribed by Jersey Law and detailed in the Confidentiality Undertaking set out in the Commissioners' Handbook.

18 Gifts

² Discretionary investment management is a form of investment management in which buy and sell decisions are made by a portfolio manager or investment manager for the client's account. The term "discretionary" refers to the fact that investment decisions are made at the portfolio manager's discretion.

- 18.1 All gifts, other than those of a token value (up to £10) must be declared on the 'Gifts and Hospitality' Register (not on the Register of Interests).
- 18.1.1 Gifts under £30 may be retained;
- 18.1.2 Gifts exceeding £30 must be surrendered centrally (and will be, e.g., included in the Christmas raffle for charity). A gift of, e.g. six bottles of wine counts as one gift, not six separate ones, for valuation purposes;
- 18.1.3 Gifts may not be given without prior approval of the Chair or Deputy Chair.

19 Hospitality

- 19.1 Hospitality should be declared on the 'Gifts and Hospitality Register' – excluding working breakfasts/lunches/dinners/refreshments at the JFSC.
- 19.2 Hospitality should only be accepted from representative industry or professional bodies and not from individual firms.
- 19.3 Hospitality should only be accepted in respect of events put on by representative industry or professional bodies (e.g. industry dinners, industry conferences), and never for unrelated entertainment (e.g. tickets to shows),
- 19.4 Hospitality must be approved by the Chair or Deputy Chair and a clear rationale for acceptance documented in writing.

20 Reciprocal “footing of the bill”

- 20.1 It is recognised that Commissioners will often meet with family, friends and acquaintances who work in supervised firms for lunch or a drink and this often features a reciprocal arrangement where one person pays this time and the other pays next time. For the avoidance of doubt, this would not be considered to fall within the gifts and hospitality provisions of the Policy, however, consideration must be given to the requirement to disclose a Potential Conflict in respect of such relationships.

21 Undertaking regarding confidentiality and investment dealing

- 21.1 All Commissioners shall, on appointment, be required to sign the Undertaking Regarding Confidentiality and Investment Dealing, which is attached to, and forms part of, this Policy.
- 21.2 All Commissioners shall, on an annual basis, be required to confirm their compliance with the Undertaking Regarding Confidentiality and Investment Dealing.

22 Record keeping

- 22.1 Records will be kept by the Commission Secretary of all disclosed Conflicts and their management in accordance with this Policy.

23 Roles and responsibilities:

Commission Secretary

- 23.1 The Commission Secretary is the Policy owner and is responsible for:
- 23.1.1 Setting organisational standards and expectations for managing Conflicts;
 - 23.1.2 Providing clear policies and processes and supporting their implementation;
 - 23.1.3 Providing tools for the organisation (e.g., training and awareness materials) to make compliance transparent and roles clear;
 - 23.1.4 Providing support for all aspects of Conflict management detailed within the Policy;
 - 23.1.5 Monitoring the application of the Policy to ensure that Commissioners are in compliance; and
 - 23.1.6 Reporting on declared Conflicts and relevant attestations to the Director General, Executive and Commission Board, as appropriate.
- 23.2 The Commission Secretary is responsible for ensuring that new Commissioners sign the 'Undertaking Regarding Confidentiality and Investment Dealing' and requesting that new Commissioners confirm that they have read and understood this Policy as part of the mandatory induction process.
- 23.3 The Commission Secretary responsible for assessing confidential disclosures of Conflicts that Commissioners have requested not be disclosed on the Register. The Chair will determine the appropriate course of action and ensure that the confidential disclosure is recorded.

Commissioners

- 23.4 Commissioners must:
- 23.4.1 Comply with the Policy and ask questions if in need of clarification or advice
 - 23.4.2 Escalate issues or concerns to the Chair or Deputy Chair
 - 23.4.3 Inform the Chair immediately if personal relationships, financial relationships or financial matters give rise to Conflicts
 - 23.4.4 Make full, timely and accurate disclosures on an ongoing basis; and
 - 23.4.5 Confirm annually that they have read, understood and complied with the Policy.
 - 23.4.6 The Chair or Deputy Chair must hold regular conversations with Commissioners in order to manage Conflicts and maintain awareness of Potential Conflicts.



Jersey Financial Services Commission (JFSC)

Undertaking Regarding Confidentiality and Investment Dealing

(Clause 21.1 of Commissioners' conflicts policy)

Commissioner are required to sign the following undertaking:

I,

as a Commissioner of the JFSC and pursuant to the JFSC's rules on confidentiality, hereby undertake and agree that:

- (a) I shall not, during or after the termination of my term of office, disclose to any person, or make any use of, information of a confidential nature relating to the JFSC, otherwise than in the normal course of my duties as a member of the JFSC unless the information in question is already in the public domain;
- (b) I am aware of the criminal sanctions contained within various pieces of legislation concerning the Restriction on Disclosure of Information;
- (c) I shall, upon termination of my appointment, deliver up to the JFSC all documents, papers and other property belonging to the JFSC, which may be in my possession or under my control and shall not retain any copies thereof;
- (d) I shall not engage, directly or indirectly, in any business or transaction for personal benefit, which accrues as a result of confidential information gained as a result of my being a Commissioner either during or after the termination of my term of office;
- (e) I shall comply with such policy as the JFSC may formally adopt from time to time with regard to relations with the press and the issue, verbally or in writing, of any public statements;
- (f) I shall not have any direct financial interest or deal directly in any security or instrument falling within the scope of the JFSC which conflicts or appears to conflict with my duties and responsibilities as a Commissioner without giving prior notification of that interest or those dealings to the Commission Secretary (except as excluded by the Conflict of Interests Policy);
- (g) I shall not deal in any security using information which is confidential to the JFSC or which might comprise inside information within the meaning of the Financial Services (Jersey) Law 1998 (or any successor legislation);
- (h) I shall not accept any benefit, gift, reward or any item of material value, which is given in such frequency or in such circumstances or is of such value that would either be improper or create the impression of impropriety;
- (i) I have read the rules governing dealings in securities by JFSC employees and agree that these provisions, and the spirit of those provisions, apply equally to me as a Commissioner as they may be modified from time to time; and

(j) I have read the JFSC's Conflicts of Interest Policy that applies to all Commissioners and agree to abide by its terms.

Signed:

Date:

Appendix

Process for when Commissioners are taking on new non-executive directorships, partnerships, consultancies and other such roles

(Section 9.8)

1. This appendix sets out the process to follow where a Commissioner wishes to take on a new non-executive directorship, partnership, consultancy and equivalent role that has not disclosed previously.
2. The Commissioner will write to the Commission Secretary informing him or her of the intention to take a new role, which for this purpose includes the changes in an existing role equivalent to those set out in paragraph 2, above.
3. The Commission Secretary will inform the Chair, or the Deputy Chair as the case may be, and generally take care of the administration of the process.
4. The decisions on how to deal with the issues lies with the Chair, and the following may be taken:
 - (a) Determine that there is no objection.
 - (b) Determine that the role is incompatible with continuing as a Commissioner.
 - (c) Determine that the role is compatible with continuing as a Commissioner, but subject to measures to manage potential conflicts.
5. The Chair will consult the Director General before making any decision on how to proceed.
6. Having consulted with the Director General, where there is clearly no problem, the Chair may decide summarily that there is no objection.
7. In all other cases, the Chair will discuss the matter with the Commissioner. The Chair may involve such other Commissioners or the Director General in those discussions if it appears useful and appropriate.
8. If the Chair and the Commissioner agree that the role is compatible with continuing as a Commissioner, and also agree measures to manage potential conflicts, the Commission secretary will prepare a minute of the agreed measures. The Chair and the Commissioner will sign that minute – or the Commission secretary will record agreement unequivocally given if not signed.
9. If, following the discussions, the Chair is of the initial opinion that either (a) the role is incompatible with continuing as a Commissioner, or (b) requires measures to mitigated



potential conflicts that the Commissioner does not agree, then the Chair will write to the Commissioner setting out that initial opinion.

10. The Commissioner will be given twenty-one days to reply to those concerns.
11. The Chair will then make a final decision. To this end the Chair may take advice from other Commissioners or the Director General if it appears useful and appropriate.
12. Where the conflict concerns the Chair, the same process applies except that the role of the Chair will be taken by the Deputy Chair and the Director General acting together.