

CONFLICT OF INTEREST POLICY

Policy number	NA	Version	3
Drafted by	Karen Zirkler	Approved by Board on	16 August 2023
Responsible person	Karen Zirkler	Scheduled review date	June 2024

1. Introduction

The Board of Southern New England Landcare Ltd is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest.

2. Definitions

'Conflict of interest' is defined as applying:

1. in accordance with government enactments, where a Board / staff / sub-committee member stands to gain financially from any business dealings, programs or services of the organisation, other than where
 - a. the Board member falls into the class of people benefited by the organisation and the financial gain is of a nature common to other beneficiaries, or
 - b. the person is an employee of the organisation, and the financial gain is of a nature common to other employees.
2. under the constitution of the organisation,
 - a. where the immediate family or business connections of a Board member stands to gain financially from any business dealings, programs or services of the organisation,
 - b. where the person is an employee of the organisation,
 - c. where a Board member or the ex-officio member of the Board has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of Southern New England Landcare Ltd.

3. Purpose

The purpose of this policy is to help Board members of Southern New England Landcare Ltd to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Southern New England Landcare Ltd and manage risk.

This policy has been developed to provide a framework for:

- all Board members in declaring conflicts of interest; and
- the Board, when determining how to deal with situations of conflict.

4. Policy

It is the policy of the Southern New England Landcare Ltd as well as a responsibility of the Board, that ethical, legal, financial, or other conflicts of interest be avoided.

Southern New England Landcare Ltd will manage conflicts of interest by requiring Board members to:

- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5. Responsibility of the Board

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the organisation
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The organisation must ensure that its Board members are aware of the ACNC governance standards (which can be found at

http://www.acnc.gov.au/ACNC/Manage/Governance/ACNC/Edu/GovStds_overview.aspx),

particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5.

6. Procedures

Before a Board member begins his or her service with the organisation, he or she shall file with Southern New England Landcare Ltd a list of his or her principal business activities, as well as involvement with other charitable and business organisations, vendors or business interests, or with any other associations that might produce a conflict of interest. This information should be documented in the Conflict of Interest Register.

Further, Board members shall declare any conflicts of interest of which they become aware either at the start of the Board meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered into the meeting minutes. The interest should also be documented in the Conflict of Interest Register.

Once the conflict of interest has been appropriately disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether those conflicted Board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

What should be considered when deciding what action to take

- In deciding what approach to take, the Board will consider whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the organisation's objects and resources, and

- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the organisation.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

7. Breach of Policy

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them. This may include seeking to terminate their relationship with the organisation.

If a person suspects that a Board member has failed to disclose a conflict of interest, they must discuss the matter with the person in question or notify the Board or the person responsible for maintaining the register of conflicts of interest.

8. Responsibilities

It shall be the responsibility of the Executive Board to ensure that these requirements of this policy are complied with.

These policy and procedures shall be reviewed annually by the Board.

Authorisation



Bill Perrottet
President
Southern New England Landcare Ltd.
16 August 2023