## **Conflict of Interest Policy**

Policy Name: Conflict of Interest Policy

#### Policy Description:

This policy is designed to clarify obligations to disclose and avoid conflicts of interest, and to provide guidelines for the enforcement of this Conflict of Interest Policy.

#### Applies to:

This policy applies to all ORGANISATION NAME Board of Directors, committee members, staff members, officers of the volunteer association and any other consultants or employees involved in professional activities with ORGANISATION NAME.

It also applies to staff members and their immediate families, who must not benefit materially from the organisation beyond receipt of salaries, fringe benefits, and reimbursement for authorised expenses.

#### Definitions

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| ABBREVIATED ORGANISATION NAME | ORGANISATION NAME |
| Conflict of Commitment | Arises when an individual engages in a professional service or activity contracted outside of ORGANISATION NAME, and this interferes with the individual’s paramount obligations to ORGANISATION NAME and ORGANISATION NAME’s Purpose/Vision. Conflicts of commitment primarily involve questions of obligation and effort, but are often tied to financial remuneration or other inducements, and in such cases may also constitute conflicts of interest. |
| Conflict of Interest | Refers to any real, potential or perceived situation in which material personal interest or other considerations may compromise a Board member or employee’s professional judgement in administration, management, instruction, research and other professional activities. |
| Material personal interest | 1. An ownership or investment interest in any entity with which this organisation has a transaction or arrangement;  2. A compensation arrangement with the organisation or with any entity or individual with which the organisation has a transaction or arrangement; or  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organisation is negotiating a transaction or arrangement. |
| Compensation | Includes direct and indirect remuneration as well as gifts, favours, and non‐financial benefits that are not insubstantial. |
| Related party | “related party” is defined as members of your immediate family, which includes your spouse, children, siblings, and parents; estates, trusts, partnerships, limited liability companies, corporations and other entities in which you or any member of your immediate family has a present or vested future beneficial interest or serves as an officer, director, or trustee, other than entities in which you and your immediate family members in the aggregate own less than five percent in value of all traded securities. |

#### Relevant policy statements and/or principles

Directors, committee members, staff members, and officers of the volunteer association are responsible for disclosing any real, potential or perceived conflicts of interest and/or commitment.

A conflict of interest and/or commitment may constitute a breach of the employment contract and could result in appropriate sanctions including the termination of employment if warranted.

The board is responsible for:

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

#### Procedure

ORGANISATION NAME’s conflict of interest process shall include:

* Maintaining a Conflict of Interest policy with associated operational protocols and a Register of all Declarations of Interests
* Conflict of Interest protocols as part of induction activities
* annual attestation by all Directors, committee members, staff members, and officers of the volunteer association of their familiarity with this policy
* a CEO maintained centralised Declarations of Interest Register recording the conflict and related response action/s
* processes within meetings to identify and record declarations of interest and their subsequent transfer to the centralised Declarations of Interest Register
* regular review by the CEO and Board of potential themes emerging in the centralised Declarations of Interest Register and identification of associated response/improvement actions

**Declarations of Interest/s**

If a conflict of interest exists when an individual has a material personal interest, either direct or indirect, in a proposed transaction involving ORGANISATION NAME, the individual should disclose that conflict before action is taken on the matter.

In the event of any Board member having a conflict of interest and/or commitment, they will not vote or use his or her personal influence on the matter and will not be present when the matter is discussed by the board. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting or any other resolution action undertaken.

The interested Director(s) will disclose to the Board, preferably in writing, the material facts as to his or her material personal interest in the transaction and in any corporation, partnership, association or other organisation involved in the transaction prior to the meeting at which the Board acts upon the transaction.

New Board members will be asked to provide a Potential Conflict attestation statement as part of their recruitment process.

**Conflict of Interest Response Actions**

The interested director(s) will absent himself or herself from the meeting while the transaction is discussed and acted upon.

A disinterested director, or other disinterested party familiar with the transaction, will present evidence of the fairness of the proposed transaction, such as competitive bids or comparable price quotations.

The vote of a majority of the disinterested directors participating in the meeting and constituting a quorum, after reaching a decision regarding whether the proposed transaction is fair to the organisation, will be required for approval of the transaction. The minutes for the meeting will reflect that a disclosure of interest was made and that the interested Director(s) abstained from voting and was not present during the Board’s consideration of the transaction.

**Conflict of Interest Exemptions**

Reimbursement of expenses actually incurred by any Director in the course of performing his or her duties will not be deemed a Conflict of Interest.

**Examples of possible Conflicts of Interest for Board Directors**

Examples of potential conflicts of interest include (but are not limited to) the following situations:

* An ORGANISATION NAME board member is employed by an organisation that is a member of the ORGANISATION NAME. This is an inherent conflict for any ORGANISATION NAME Elected Director.
* An ORGANISATION NAME board member is employed by an organisation that is in a commercial relationship with the ORGANISATION NAME. A commercial relationship covers any situation where services including (but not limited to) goods, products, sponsorship, funding and charitable donations are exchanged between the ORGANISATION NAME and a third party.
* An ORGANISATION NAME board member is also a board member, committee member or advisory board member of another organisation that operates in the same market as the ORGANISATION NAME.
* An ORGANISATION NAME board member is employed by an organisation that is in a commercial relationship with a third party that operates in the same market as the ORGANISATION NAME. A commercial relationship covers any situation where services including (but not limited to) goods, products, sponsorship, funding and charitable donations are between the organisation and a third party.
* An ORGANISATION NAME Board Member enters the ORGANISATION NAME Graduate Recruitment Industry Awards.
* An ORGANISATION NAME Board Member participates in an event, webinar, conference, newsletter etc. organised by another organisation that operates in the same market as the ORGANISATION NAME.
* An ORGANISATION NAME Board Member endorses the services provided by another organisation that operates in the same market as the ORGANISATION NAME.
* An ORGANISATION NAME Board Member seeks to influence the conduct of the voting process for the election of Directors to the ORGANISATION NAME Board.
* An ORGANISATION NAME Board Member seeks to influence the amount of the fees charged by the ORGANISATION NAME for membership, sponsorship, exhibiting and event attendance.
* An ORGANISATION NAME Board Member seeks paid employment or paid consulting work with the ORGANISATION NAME.

**Examples of possible Conflicts of Interest for Staff Members**

Examples of potential conflicts of interest include (but are not limited to) the following situations:

* An ORGANISATION NAME staff member is employed by an organisation that is a member of the ORGANISATION NAME. This is an inherent conflict for any ORGANISATION NAME staff member and must be avoided.
* A staff member receives a gift from a sponsor, partner or endorsing party and that gift is outside the items or values allowed by the policies of the organisation
* A staff member may be invited to join the Board of a member organisation, or another organisation that may lead to inevitable conflict with their obligations to ORGANISATION NAME.
* Organisation can insert other examples…

**Compliance with this 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 NAME.

#### Related Legislation, ORGANISATION NAME Documents and Other Documents

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| Legislation: | Insert name of document and add hyperlinks, as appropriate |
| Organisational Documents: |  |
| Other Documents: |  |

#### Policy Management

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| Policy owner (role title): | Board |
| Role responsible for implementing: | CEO and Executive Team |
| Review arrangements: | When and how this is reviewed, e.g. internal audit |
| Next Review Date: |  |

#### Document History

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| **Date** | **Amendments** |
| July 2021 | Policy created and endorsed by Board |
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