

Conflict of Interest Policy



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Revision Number	Revision Date	Summary of Changes	Changes Marked?
1	21/05/2025	Combined Staff and Board Conflict Of Interest Policy into one policy.	N

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1. INTRODUCTION

The Board of Aid Without Borders Ltd ABN 11682234055

(**AWB**) is committed to high standards of ethical conduct, and accordingly, it places great importance on clarifying any existing or potential conflict of interest.

2. PURPOSE

This policy has been developed to provide a framework for:

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

3. INTERPRETATION

In this policy, unless context requires otherwise:

- (a) (**actual/real conflict**) a conflict of interest:
 - i. means where a Board 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;
 - ii. means where the immediate family or business connections of a Board member, or any person with whom the Board member is in a close relationship, stands to gain financially from any business dealings, programs or services of AWB;
 - iii. may arise where a Board member is an employee of the organisation;
 - iv. may arise 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 AWB; and
 - v. may occur if a financial interest or a relationship influences or appears to influence the ability of a Board member to exercise objectivity in carrying out his/her duties;
- (b) (**potential conflict**) a potential conflict of interest means a situation which may develop into an actual conflict of interest;

- (c) **(perceived conflict)** a perceived conflict of interest means a situation whereby a reasonable person would think a Board member's judgment is likely to be compromised due to competing or conflicting interests (irrespective of whether or not such Board member regards their judgment as likely to be compromised);
- (d) **(declaration of interest)** a declared conflict of interest means a documented written statement made by a relevant Board member about their interests which may reasonably form an actual, perceived or potential conflict of interest;
- (e) **(interest)** an interest means:
 - i. a Board member's self-interest (e.g. personal gain in the form of financial profit etc);
 - ii. the interests of the Board member's immediate family, friends, or business associates; or
 - iii. the interests of an organisation to which the Board member constitutes a "Related Entity" (as defined in section 9 of the *Corporations Act 2001* (Cth)); and
- (f) **(close relationship)** a close relationship means any relationship that might reasonably give rise to an apprehension that the Board member might place the interests of the other party above the interests of the organisation.

4. POLICY

- (a) The Board places great importance on making clear any existing or potential conflicts of interest.
- (b) All such conflicts of interest shall be declared by the Board member concerned.
- (c) All financial conflicts of interest shall be documented in the Board's conflict of interest register (see sample in Annexure A) (**Conflict of Interest Register**).
- (d) Where a Board member has an actual or perceived financial conflict of interest, that Board member shall not initiate or take part in any Board discussion on that topic (either in the meeting or with other Board members before or after the Board meetings), unless expressly invited to do so by unanimous agreement by all other members present.
- (e) Where a Board member has an actual or perceived financial conflict of interest that Board member shall not vote on that matter.
- (f) Where a Board member has an actual or perceived conflict of interest related to their relationship with an employee or volunteer of the organisation, or any other person having dealings with the organisation, that Board member shall not initiate or take part in any Board discussion on that topic (either in the meeting or with other Board members before or after the Board meetings), unless expressly authorised to do so by the Board.

- (g) Where a Board member has an actual or perceived conflict of interest related to their relationship with an employee or volunteer of the organisation, or any other person having dealings with the organisation, that Board member shall not vote on that matter, unless expressly authorised to do so by the Board.
- (h) The Board may further supplement the definition of conflict of interest from time to time if it so wishes, and may specify the procedures to apply in such cases.
- (i) Board members are not barred from engaging in business dealings with the organisation, provided that these are negotiated at arm's length without the participation of the Board member concerned.
- (j) A Board member who believes another Board member has an undeclared conflict of interest should specify in writing to the Secretary the basis of this potential conflict.

BOARD CONFLICT OF INTEREST PROCEDURES

Procedure No.	PRO-GOV-COI-BOD	Version	1.0
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1. RESPONSIBILITIES

- (a) The Chair is responsible for bringing this policy to the attention of prospective Board members.
- (b) All Board members are responsible for respecting this policy.

2. PROCESSES

- (a) Before a Board member begins his or her service with the organisation, they shall file with the Secretary a list of their 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, and this information should be documented in the Conflict of Interest Register.
- (b) Board members shall also file with the Secretary notification of any relationships between themselves and any employee or volunteer of the organisation or any other person having dealings with the organisation that might reasonably give rise to the perception of a conflict of interest.
- (c) Further, 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, and the nature of this conflict of interest should be:
 - i. entered in the meeting minutes; and
 - ii. documented in the Conflict of Interest Register.
- (d) Where a conflict of interest or potential conflict of interest is identified and/or registered, the Board member concerned shall leave the room as soon as that item comes up for discussion, and the concerned Board member shall not vote on that issue, nor initiate or participate in any Board discussion on that topic (either in the meeting or with other Board members before or after the Board meetings) unless expressly invited to do so by unanimous agreement by all other members present, and the Board member's abstinence should be recorded in the meeting minutes
- (e) If a person declares themselves to have an existing or potential conflict of interest, confidentiality will be respected.

- (f) If a person alleges that another person has a conflict of interest, whether existing or potential, and that person disagrees, and if the Board cannot resolve this allegation to the satisfaction of both parties, the matter shall be referred to an internal ethics sub-committee, and this committee will make a recommendation to the Board as to what action shall be taken.

ANNEXURE A – SAMPLE CONFLICT OF INTEREST REGISTER

Date of disclosure	Name of Board member	Description of interest	Has the Board been notified?	Steps taken by board for dealing with the conflict	Board member actions to address the conflict

STAFF CONFLICT OF INTEREST POLICY

1. INTRODUCTION

- (a) When working for Aid Without Borders Ltd ABN 11682234055 (AWB), employees and volunteers should place the organisation's interests before any private interests they may have and should be seen to do so.
- (b) Conflicts of interest, and the perception of conflict of interest, should be avoided.

2. PURPOSE

This policy has been developed to provide a framework for:

- (a) all employees or volunteers in declaring conflicts of interest; and
- (b) the CEO, when determining procedures to deal with situations of possible conflicts of interest.

3. POLICY

- (a) A conflict of interest may occur if an interest or relationship influences or appears to influence the ability of the organisation's employees or volunteers to exercise objectivity.
- (b) AWB places great importance on making clear any existing or potential conflicts of interest.
- (c) Employees and volunteers must declare to their supervisor such conflicts of interest, and their supervisor may give the employee or volunteer instructions regarding relevant workplace matters.

STAFF CONFLICT OF INTEREST PROCEDURES

Procedure No.	PRO-GOV-COI-STF	Version	1.0
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1. RESPONSIBILITIES

- (a) The CEO is responsible for bringing this policy to the attention of employees and volunteers.
- (b) Employees and volunteers are responsible for complying with this policy.

2. PROCEDURES

- (a) Where an employee or volunteer may be seen as having a financial interest in any decision such that it raises the possibility that that financial interest might influence the employee or volunteer, this interest must be notified to the supervisor of the employee or volunteer, and the supervisor may give the employee or volunteer instructions regarding relevant workplace matters.
- (b) Where an employee or volunteer is in a relationship with any other person working or volunteering in or having dealings with the organisation, that relationship must be disclosed to the supervisor of the employee or volunteer where that relationship may cause or be construed to cause a conflict of interest, and that supervisor may issue instructions to the employee or volunteer regarding relevant workplace matters.
- (c) Any such disclosures to supervisors shall be held on a confidential basis and may not be taken into account in any employment context other than for the purpose of avoiding conflicts of interest.