**Oyster Harbour Catchment Group Inc.**

**Conflict of Interest Policy & Procedures**

**Document Number:** OHCG 007

**Custodian:** OHCG Inc. Chair

**Relates to:** OHCG Chair, Management Committee and Employee

**Adoption Date:** 24/09/2020

**Next Review:** September 2022

**Version:** 2

### INTRODUCTION, PURPOSE & SCOPE

The Oyster Harbour Catchment Group (OHCG) Management Committee is committed to high standards of governance and ethical conduct and accordingly, places great importance on making clear any existing or potential conflicts of interest be they real or perceived in relation to impartiality and financial interests.

The *Associations Incorporate Act 2015* requires committee members to disclose any material personal interest they may have in any matter being considered by the committee. A committee member has a material personal interest when that member has a personal interest in a matter which could be seen to influence their decision. The interest may be financial or non-financial. It must be remembered that not all personal interests are ‘material’ in the context of the decision being made and common sense should apply.

This policy has been developed to provide a framework for declaring and addressing conflicts of interest for the OHCG Management Committee, as well as its direct Employees and its Contractors.

### COMMENCEMENT OF POLICY

This policy will commence on the Adoption Date set out above. OHCG undertakes to regularly review this policy to take account of changes in legislation, activities, services and products. As a result of this review, changes may be made to this policy from time to time and all OHCG Management Committee, Employees and Contractors are required to comply with those changes. Versions and revisions will be recorded as set out in Clause 8.

### DEFINITIONS & ACRONYMS

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| Closely associated  | Any association that an OHCG Management Committee member, Employee or Contractor that might reasonably give rise to an apprehension that a person might place the interests of themselves or another party above the interests of the OHCG. This could include, but is not limited to: * Immediate family,
* A person in partnership with the OHCG Management Committee member, Employee or Contractor,
* An employer of an OHCG Management Committee member, Employee or Contractor, and
* A person who, within the previous 12 months, was a client or adviser of an OHCG Management Committee member, Employee or Contractor.
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| *Conflict of interest* | A conflict of interest is defined as a situation in which an OHCG Management Committee member, Employee or Contractor is in a position where their impartiality may be, or be perceived to be, affected and where an OHCG Management Committee member, Employee or Contractor or any person or organisation with whom they are closely associated, stands to gain financially from any business dealings, programs or services of the OHCG. |
| *Contractor*  | A person or organisation engaged by OHCG to provide skills or services as directed by the OHCG.  |
| *Employee*  | A person directly employed by the OHCG.  |
| *Financial interest* | A person has a financial interest in a matter if it is reasonable to expect that the matter will, if dealt with by the OHCG, or an Employee or Contractor or OHCG, in a particular way, result in a financial gain, loss, benefit or detriment for the person or person closely associated. |
| *Management Committee member* | A person elected to manage the OHCG Inc. as per the Annual General Meeting processes.  |
| *OHCG* | Oyster Harbour Catchment Group Inc.  |
| *Policy*  | This Conflicts of Interest Policy and Procedures.  |
| *Volunteer* | A person who willingly gives their time without financial gain to assist in OHCG Inc. operations and/ or function (governance) for the common good.  |

# POLICY

A conflict of interest is defined as a situation in which an OHCG Management Committee member, Employee or Contractor is in a position where their impartiality may be, or be perceived to be, affected and where an OHCG Management Committee member, Employee or Contractor or any person or organisation with whom they are closely associated, stands to gain, or is perceived to gain, financially from any business dealings, programs or services of the OHCG.

The OHCG Management Committee places great importance on making clear any existing or potential conflicts of interest, be they real or perceived. All such conflicts of interest shall be declared by the person concerned. OHCG Management Committee members, Employees and Contractors must not put themselves in a position where there is a conflict between their duties and responsibilities to the OHCG and their personal interests: “When in doubt, declare”.

## The OHCG Management Committee may further supplement the definition of conflict of interest from time to time if it so wishes and may update the procedures to apply in such cases.

## Impartiality

## Where a Management Committee 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 Management Committee member shall not initiate or take part in any Management Committee discussion on that topic (either in the meeting or with other Management Committee members before or after the Management Committee meetings), unless expressly authorised to do so by the Management Committee.

Where a Management Committee 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 Management Committee member shall not vote on that matter, unless expressly authorised to do so by the Management Committee.

## Financial Interests

## Where a Management Committee member, Employee or Contractor has an actual or perceived financial conflict of interest, as defined by statute, that person shall not initiate or take part in any discussion on that topic (either in the meeting or with other Management Committee members before or after the Management Committee meetings), unless expressly invited to do so by unanimous agreement by the OHCG Management Committee members present.

Where a Management Committee member has an actual or perceived financial conflict of interest, as defined by statute, that Management Committee member shall not vote on that matter. Employees and Contractors are not eligible to vote on OHCG Management Committee matters, rather, they make recommendations to the Management Committee. Employees and Contractors delivering projects allocate funds and activities and in doing so, must declare any conflicts of interest known to the OHCG Secretary.

## Business Dealings

OHCG Management Committee members, Employees and Contractors are not barred from engaging in business dealings with the OHCG, provided these are negotiated at arm’s length without the participation of the Management Committee member, Employee or Contractor concerned and that the decision-making process is appropriately documented.

## Reporting

## Any Management Committee member, Employee or Contractor who believes another Management Committee member, Employee or Contractor has an undeclared conflict of interest should specify in writing to the OHCG Secretary the basis of this potential conflict whereby this correspondence will be actioned by OHCG Management Committee.

### RESPONSIBILITIES

The OHCG Chair is responsible for bringing this policy and procedures document to the attention of current and future Management Committee members, Employees and Contractors. The onus is on elected Management Committee members and appointed Employees and Contractors to determine whether they are affected by the conflict of interest provisions and they are responsible for respecting and upholding this policy and its procedures.

### PROCEDURES

1. **Who is required to make a disclosure?** OHCG Management Committee members, Employees and Contractors are required to disclose interests affecting impartiality and/ or financial interests in relation to any business dealings, programs or services of the OHCG.
2. **When should a disclosure be made?**
	1. On Appointment: Before a Management Committee Member/ Employee or Contractor begins his or her service with the organisation, they shall file with the OHCG Secretary a list of their principal business activities, involvement with other charitable and business organisations, vendors or business interests, or with any other associations as well as 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. These conflicts of interest shall be considered standing conflicts of interest and shall be documented in the OHCG Conflicts of Interest Register. This register shall be reviewed and update at each Annual General Meeting for the Management Committee and as part of the human resource engagement process (Employees and Consultants).
	2. At an OHCG Management Committee Meeting: Management Committee members, Employees and Contractors shall declare any conflicts of interest on any matters to be discussed at an OHCG Management Committee meeting that they will be attending either in a written notice provided to the OHCG Secretary prior to the meeting or at the meeting itself, immediately before the matter is discussed.
	3. During project planning and management: Management Committee members, Employees and Contractors shall declare any conflicts of interest on any matters in relation to grant money allocation, on-ground works and any other activities or services of an OHCG project. These conflicts of interest shall be noted on the project file and shall also be declared in a written notice to the OHCG Secretary to be addressed at the next OHCG Management Committee meeting.
3. **What to disclose:** The following declaration may be used when a Management Committee member or Employee/ Contract considers it necessary to disclose an interest affecting impartiality. In all cases, the nature of the interest must be stated.
4. Management Committee member declaration: "With regard to the matter in item x ….. I disclose that I have an association with the applicant (or person seeking a decision). This association is ….. (nature of the interest). As a consequence, there may be a perception that my impartiality on the matter may be affected. I declare that I will consider this matter on its merits and vote accordingly."
5. Employee/ Contractor Declaration: "With regard to the matter in item x ….. I disclose that I have an association with the applicant (or person seeking a decision). This association is ….. (nature of the interest). As a consequence, there may be a perception that my impartiality on the matter may be affected. I declare that I will consider this matter on its merits and provide advice accordingly."
6. **How to disclose**: Standing conflicts of interest are to be maintained and shall be filed in the OHCG Conflict of Interest Register. Conflicts relating to specific agenda items/ discussions shall be disclosed at the beginning of all Management Committee meetings and/ or immediately prior to the discussion. All disclosures not already registered, must be recorded in the minutes of the relevant meeting. It is important that the register and minutes distinguish between disclosures of interests affecting impartiality and disclosures of financial interests.
7. **What action to take:**
	1. Disclosures of interest shall be a standard agenda item at all OHCG Management Committee, sub-committee and working group meetings.
	2. The nature of the conflict of interest, the discloser and action taken shall be documented in the meeting minutes.
	3. Where a conflict of interest or potential conflict of interest is identified and/or registered, the Management Committee member, Employee or Contractor concerned must not discuss or vote on the matter and must leave the room while the matter is being considered. The concerned Management Committee member, Employee or Contractor must not initiate or take part in any Management Committee discussion on that topic (either in the meeting or with other Management Committee members before or after the Management Committee meetings), unless expressly invited to do so by unanimous agreement by all other OHCG Management Committee members present. The Management Committee member’s abstinence or presence should be recorded in the meeting minutes.
	4. If there are not enough members remaining to form a quorum, a special general meeting must be called and a resolution on the matter passed by the members.
	5. If a person declares themself to have an existing or potential conflict of interest, confidentiality will be respected. If a person alleges that another person has a conflict of interest, whether existing or potential, and that person does not agree, and if the Management Committee cannot resolve this allegation to the satisfaction of both parties, the matter shall be put through a mediation process.

### COMPLIANCE WITH THIS POLICY

1. If there is anything contained within this policy which is unclear, Employees are directed to the OHCG Chair for clarification.
2. OHCG reserves the right to vary, replace or remove any of the procedures and policies outlined in this policy at any time. In such an event, all Employees shall be informed of the changes.
3. Failure to comply with this policy, and any resulting breaches will be treated as a serious matter and may result in disciplinary action including termination of employment.

### POLICY VERSION AND REVISION INFORMATION

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| **Policy Number:** | OHCG007 |
| **Policy Title:** | Conflict of Interest Policy and Procedures |
| **Current version:** | 2 |
| **Policy Authorised by:** | Heather Adams |
| **Title:** | Chair |
| **Original issue date:** | 24/09/2020 |
| **Policy Maintained by:** | OHCG Secretary |
| **Reference Document/s:** | * Institute of Community Directors Australia Policy Bank (*Note: Policies from the Institute of Community Directors Australia's free*[*Policy Bank*](https://www.communitydirectors.com.au/icda/policybank/)*may be reproduced and altered without restriction by any not-for-profit community organisation for any non-commercial purpose*).
* Department of Local Government, Sport and Cultural Industries, “Declaring Financial Interests at Meetings” as at 14th August 2020, <https://www.dlgsc.wa.gov.au/department/publications/publication/declaring-interest-in-meetings-webinar>
* Department of Local Government, Sport and Cultural Industries, “Local Government Operational Guidelines, December 2019, Disclosure of interests affecting impartiality”
* Department of Mines, Industry Regulation and Safety, “INC: A guide for Incorporated Associations in Western Australia, August 2019”.
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| **Approved by:** | OHCG Management Committee |
| **Approval date:** | 24/09/2020 |
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| **Review date:** | September 2022 |

### ACKNOWLEDGEMENT

*I acknowledge:*

* *Receiving the Conflict of Interest Policy & Procedures, and*
* *That I must comply with the policy and that there may be disciplinary consequences if I fail to comply, which may result in the termination of my employment.*

## *Signed:*

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| Name: |  |
| Signature:  |  |
| Date:  |  |