

HumanAbility Ltd

Conflict of Interest and Management Policy



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1 Purpose

- 1.1. The purpose of the Conflict of Interest and Management Policy (this Policy) is to help Board members and employees of HumanAbility Ltd (HumanAbility) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of HumanAbility and manage risk.

2 Objectives

- 2.1. HumanAbility aims to ensure that HumanAbility Board (the Board) members and staff are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this Policy to ensure they effectively manage conflicts of interest as representatives of HumanAbility.

3 Scope

- 3.1. This Policy applies to all Directors, committee members, employees, volunteers, contractors and any other individual engaged by, or assisting HumanAbility.

4 Definition of Conflict of Interests

Throughout this policy the term 'conflict of interest' should be interpreted and applied consistent with the provisions of this clause:

- 4.1. A conflict of interest occurs when a person's personal interests' conflict or may reasonably be perceived to conflict with their responsibility to act in the best interests of HumanAbility.
- 4.2. Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).
- 4.3. It also includes a conflict between a Board member's or employees' duty to HumanAbility and another duty that the Board member has (for example, to another organisation). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.
- 4.4. These situations present the risk that a person will make a decision based on, or be affected by, these influences, rather than in the best interests of HumanAbility. Therefore, these situations must be managed accordingly.

5 Policy

- 5.1 This Policy has been developed to address conflicts of interest affecting HumanAbility.
- 5.2 Conflict of interests are not unusual, and they do not need to present a problem to the organisation as long as they are openly and effectively managed.
- 5.3 It is the policy of HumanAbility, as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to HumanAbility.
- 5.4 HumanAbility will manage conflicts of interest by requiring all Directors, committee members, employees, volunteers and contractors to:

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- avoid conflicts of interest, where possible
 - identify and declare any conflicts of interest
 - carefully manage any conflicts of interest; and
 - follow this Policy and respond to any breaches.

6 Responsibilities of the Board

6.1. The Board is responsible for:

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

The Chair may also meet privately with each Director as part of the individual Director evaluation process and Directors are invited to initiate discussion with the Chair in relation to any conflicts.

6.2. HumanAbility must ensure that its Board members are aware of the Australian Charities and Not-for-profits Commission (ACNC) governance standards, particularly Governance Standard 5: Duties of Responsible People that requires the disclose of any actual or perceived material conflicts of interests as required by Governance Standard 5.

7 Identification and Disclosure of Conflict of Interest

- 7.1. Once an actual, potential or perceived conflict of interest is identified, it must be entered into HumanAbility's Register of Interests (the Register), as well as being raised with the Board.
- 7.2. Whenever a Board member or employee shares a conflict, the Board should refer to ACNC Governance Standard 5 to ensure that proper disclosure occurs.
- 7.3. The Register must be maintained by the Company Secretary. The Register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

8 Action Required to Manage Conflicts of Interest

8.1. Conflicts of interest for Directors and committee members:

- Once a conflict of interest has been appropriately disclosed, the Board/committee members (excluding the Board/committee member who has made the disclosure, as well as any other conflicted Board/committee member/s) must decide whether or not those conflicted Board/committee 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.

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

8.2. What should be considered when deciding what action to take:

- In deciding what approach to take, the Board/committee 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
 - HumanAbility's objects and resources; and
 - the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, HumanAbility.
- The approval of any action requires the agreement of at least a majority of the Board/committee (excluding any conflicted Board/ committee 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.

8.3. Where a declaration has been made by an employee the Chief Executive Officer (CEO) must consider:

- a) whether the conflict needs to be avoided or simply documented
- b) whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making or the discharge of their duties and responsibilities
- c) alternative options to avoid the conflict
- d) HumanAbility's objects and resources; and
- e) the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, HumanAbility.

The CEO must enter the conflict and action taken in the Register of Interests in order to ensure that the Board has the capacity to review any actions taken.

9 Compliance with this Policy

- 9.1 If the Board/committee has a reason to believe that a person subject to this Policy has failed to comply with it, it will investigate the circumstances.
- 9.2 If it is found that this person has failed to disclose a conflict of interest, the Board/committee may take action against them. This may include seeking to terminate their relationship with the organisation.
- 9.3 If a person suspects that a Board/committee member has failed to disclose a conflict of interest, they must discuss with the person in question, notify the Board/committee, or the Company Secretary.