

Triathlon South Australia

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| Policy: | Conflict of Interest Policy |
| Policy Area: | Board Charter |
| Date Implemented: | 21 st May 2013 |
| Policy Replaced: | New Policy |
| Last Amended: | 21 st May 2013 |

CONFLICT OF INTEREST POLICY

Purpose

1. The purpose of this Conflict of Interest Policy (**Policy**) is to assist Triathlon South Australia (**TriSA**) to avoid Conflicts of Interest and to set out procedures which are to be followed for the disclosure and management of Conflicts of Interest.
2. This Policy should be read in conjunction with the TriSA Code of Conduct of Board Members (**Code of Conduct**) and the Conflict of Interests procedures outlined in the Annexure (**Procedures**).

Scope

3. This Policy elaborates on the requirements set out in the Code of Conduct, which states that Board members must avoid being placed in the actual, apparent or potential situation of making a decision in relation to TriSA business that might be affected by a personal interest.
4. This Policy applies to all members of the TriSA Board and Committees, including external appointees of Board Committees.

Definitions

5. In this Policy, a **Conflict of Interest** means a circumstance where a person's public or private interest, involvement or participation (whether financial or non-financial) could adversely affect or influence the performance of their official duties or responsibilities with TriSA.
6. A Conflict of Interest may be:
 - (a) perceived – when a reasonable person might consider the person's public or private interests could conflict with, or improperly influence, the person's TriSA duties and responsibilities;
 - (b) potential – when a person's public or private interests are capable of conflicting with the person's TriSA duties and responsibilities in the future; or
 - (c) actual – when a person's public or private interests currently conflict with the person's TriSA duties and responsibilities.

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7. Examples of personal or private interests which could give rise to a Conflict of Interest include:
- (a) financial or economic interests;
 - (b) family or private business interests;
 - (c) significant family or other relationships with customers, contractors or people working in similar organisations;
 - (d) other employment;
 - (e) membership or participation with other organisations or associations; or
 - (f) acceptance of gifts and other benefits.

Policy

8. The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential Conflicts of Interest.
9. Board members have a duty to disclose, and take reasonable steps to avoid, any Conflict of Interest.
10. The Board will ensure the Procedures are in effect and up-to-date, outlining the agreed practices for the disclosure, recording and management of Conflicts of Interest (refer to Annexure).

Implementation

This Policy and the Procedures outlined in the Annexure are effective from 21st May 2013.

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ANNEXURE – CONFLICT OF INTEREST PROCEDURES

Purpose

1. The purpose of these Procedures is to ensure that consistent practices are in place for the disclosure, management and recording of Conflicts of Interest.

Managing Conflicts of Interest

2. The Board will manage Conflicts of Interest by a combination of internal controls and disclosures.
3. The Board will:
 - (a) identify the Conflicts of Interest relating to the organisation;
 - (b) assess and evaluate those Conflicts of Interest; and
 - (c) decide upon and implement an appropriate response to those Conflicts of Interest on a case-by-case basis, as required.

Maintenance of Conflicts of Interest Register

4. The Executive Officer will maintain a register of standing interests and disclosures of Board members (**Register**).
5. The Register will record Conflicts of Interest identified, actions taken, and copies of written Conflict of Interest disclosures.
6. Each Board member is responsible for notifying the Executive Officer of any changes required to the Register.
7. The Register will be reviewed on an annual basis.

Declarations by New Board Members

8. Upon appointment, new Board members must declare any personal interests by completing a Conflict of Interest disclosure form (**Disclosure Form**).
9. New Board members must sign the declaration on the Disclosure Form stating that they:
 - (a) are fully aware of their obligations under the Code of Conduct and the Policy;
 - (b) will take reasonable steps to avoid any Conflict of Interest in carrying out their duties, and will disclose any potential Conflicts of Interest that emerge in the course of these duties;

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- (c) agree to make regular disclosures throughout the period during which they serve on the Board until such time as the Conflict/s of Interest ceases to exist; and
- (d) agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any Conflict of Interest.

Ongoing Declarations

- 10. Board members must immediately disclose in writing via the Disclosure Form to the Chairman the existence of any Conflict of Interest that arises.
- 11. Disclosure of relevant Conflicts of Interest will be a standing item on the Board meeting agenda.
- 12. At each Board meeting the Chairman will ask all Board members to declare any Conflicts of Interest arising out of the issues on the meeting agenda. Any Conflicts of Interests identified must then be disclosed in writing via the Disclosure Form.
- 13. The Executive Officer will record the declarations in the minutes of Board meetings, including details of when the Board member left the room and returned after discussion of the item, if applicable.
- 14. If Board members are unsure of whether a personal interest or association is a Conflict of Interest, the nature and extent of the Conflict of Interest should be declared for consideration and advice from the Chairman.
- 15. The Executive Officer will update the Register following each Board meeting and as required between meetings.
- 16. A Board member who believes another Board member has an undeclared Conflict of Interest should specify in writing to the Chairman the basis of this potential conflict.

Voting and Discussion at Board Meetings

- 17. With the approval of the Chairman, where the Board considers that a Conflict of Interest exists, Board papers relating to that matter may be withheld from the relevant Board member.
- 18. Where a Conflict of Interest has been disclosed, the relevant Board member:
 - (a) is required to abstain from voting on matters concerning the topic of Conflict of Interest;
 - (b) is to abstain from entering into or influencing the discussion on matters pertaining to the topic in conflict (either at the meeting or with other Board members before or after the Board meeting); and
 - (c) may be asked to leave the room while discussion or voting takes place.
- 19. A Board member who has disclosed a Conflict of Interest may be present and vote on the relevant item if Board members who do not have a personal interest in the matter have passed a resolution that:

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- (a) identifies the Board member, the nature and extent of his/her Conflict Interest in the matter and its relation to the affairs of TriSA; and
- (b) states that those Board members are satisfied that the Conflict of Interest should not disqualify the Board member from voting or being present.

Implementation

These Procedures are effective from _____.



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CONFLICT OF INTEREST DISCLOSURE FORM

I, *(insert full name)*

hereby declare the following personal interests, which are or could be perceived to be a Conflict of Interest in the understanding of my duties as a TriSA Board Member:

Please provide a brief outline of the nature of the Conflict of Interest. Describe all the relevant information and circumstances that you consider may give rise to the real or apparent Conflict of Interest (consider the nature of your work, personal or private interests that may directly or indirectly influence and/or benefit you or others, relationships with other parties etc).

I, *(insert full name)*

- am fully aware of my obligations under the Code of Conduct and Conflict of Interest Policy;
- will take reasonable steps to avoid any Conflict of Interest in carrying out my duties, and will disclose any potential Conflicts of Interest if they emerge in the course of my duties;
- agree to update this disclosure throughout my period during which I serve of the TriSA Board until such time as the Conflict of Interest ceases to exist; and
- agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any Conflict of Interest.

SIGNED:

DATED: