**Board Conflicts of Interest Policy**

**1. Purpose**

The purpose of this policy is to help board members of Guide Dogs NSW/ACT (Guide Dogs) effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Guide Dogs NSW/ACT and manage related risks.

**2. Objective**

The Guide Dogs board aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest.

**3. Scope**

This policy applies to Guide Dogs board members.

**4. Definition of conflicts of interests**

A conflict of interest occurs when a person’s personal interests or duty to Guide Dogs conflicts with their responsibility to act in the best interests of the organisation.

A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

Personal interests may 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 member).

For the purposes of this policy, if a board member has a personal interest in another organisation, such as shareholdings, that has a relationship with Guide Dogs (or any of its entities), there will be no conflict of interest unless the member is capable of exercising, through that personal interest, material control or influence over that organisation’s affairs.

A conflict may also arise between a board member’s duty to Guide Dogs and another duty that the board member has (for example, to another organisation).

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the organisation and must be managed accordingly.

**5. Policy**

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the organisation if they are openly and effectively managed. It is the policy of the Guide Dogs 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 Guide Dogs.

Guide Dogs will manage conflicts of interest by requiring board members to:

* avoid conflicts of interest where possible;
* proactively identify, disclose and record any conflicts of interest;
* carefully manage any conflicts of interest; and
* follow this policy and respond to any breaches.

**5.1 Responsibility of the board**

The board is responsible for:

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

Guide Dogs must ensure that its board members are aware of the Australian Charities and Not for Profits Commission (ACNC) governance standards, and that they disclose any actual, potential or perceived material conflicts of interests.

**5.2 Identification and disclosure of conflicts of interest**

Once an actual, potential or perceived conflict of interest is identified and disclosed (and considered to be a conflict of interest), it must be entered into Guide Dogs’ register of interests, as well as being raised with the board.

Once disclosed, there is no need for a board member to continuously disclose the same conflict. This will be treated as a standing declaration until such time as it ceases.

Where all of the other board members share a conflict, the board should refer to ACNC’s governance standards to ensure that proper disclosure occurs. The register of interests must be maintained by the Company Secretary and 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).

**6. Action required for management of conflicts of interest**

**6.1 Conflicts of interest of board members**

Once the conflict of interest has been appropriately disclosed, the board (excluding the board member disclosing and any other conflicted board member) must decide whether or not those conflicted board 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.

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

**6.2 What should be considered when deciding what action to take**

In deciding what approach to take, the board will consider the following:

* 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;
* the organisation’s objects and resources;
* the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the organisation; and
* any other matter that may be relevant.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board members) 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 of interests.

**7. 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.

If a person suspects that a board member has failed to disclose a conflict of interest, they must notify the Chairman, or the person responsible for maintaining the register of interests.

**8. Contacts**

For questions about this policy, contact the Guide Dogs Chairman or Company Secretary.