
Australian Native Plants Society – Canberra Region Inc.

Conflict of Interest Policy

7 October 2019

1) Purpose

The purpose of this policy is to assist the Council of the Australian Native Plants Society – Canberra Region Inc (hereafter the ANPS) to identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the ANPS and to manage any risks that may arise as a result.

2) Objective

The ANPS aims to ensure that all 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 in the interest of the ANPS.

3) Definition of conflicts of interests

A conflict of interest occurs when a member's personal interests conflict with their responsibility to act in the best interests of the ANPS. Personal interests include direct interests, as well as those of family, friends, or other organisations a member may be involved with, or have an interest in. It also includes a conflict between a member's duty to the ANPS and any other duty(s) that the member may have (for example, to another like organisation or Society). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

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 ANPS and must be managed accordingly.

Conflict of interest does not apply in relation to a material personal interest:

- that exists only because the member belongs to a class of people for whose benefit the association is established; or
- that the member has in common with all, or a substantial proportion of, the members of the association.

4) Policy

This policy has been developed because conflicts of interest can arise, and do not need to present a problem to the ANPS if they are openly and effectively managed. It is the policy of the ANPS that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts do not conflict with the objectives of the ANPS.

The ANPS will manage conflicts of interest by requiring members to:

- avoid conflicts of interest where possible;

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- identify and disclose any conflicts of interest;
 - carefully manage any conflicts of interest, and
 - follow this policy and respond to any breaches.

4.1) Responsibility of the Council

The Council is responsible for:

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

The Council must ensure that ANPS members are aware of the *Australian Charities and Not-for-profit Commission (ACNC) Governance Standards*, particularly Governance Standard 5 (see Appendix 1), and that they disclose any actual or perceived material conflicts of interests as required by Governance Standard 5.

4.2) Identification and disclosure of conflicts of interest

Members are expected to self-identify any conflicts of interest. If another member claims there is a conflict of interest the whole group will consider the evidence and a majority may decide whether there is a conflict. If they do the conflicted member may have their objections recorded in the minutes.

Once an actual, potential or perceived conflict of interest is identified, it must be entered into ANPS's Councils Minutes or any other Record of Meeting kept by subgroups. Where members share a conflict, the Council or subgroup should refer to Governance Standard 5 to ensure that proper disclosure occurs. The Minutes or Record of Meeting must be maintained by the Secretary (in the case of Council or the Convenor/Chair of any subgroup of Council), and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

4.3) Confidentiality of disclosures

Any declared conflicts of interest are to be recorded in any Council Minutes or Records of Meeting of subgroups. In the interests of transparency, Minutes or Records are to be available on the members section of the ANPS website.

5) Action required for managing conflicts of interest

5.1 Conflicts of interest of members

Once a conflict of interest has been appropriately disclosed, the member who has a material personal interest in a matter being considered at the Council meeting must not—

- be present while the matter is being considered at the meeting; or
- vote on the matter.

If there are not enough committee members to form a quorum to consider a matter because of the absence of the conflicted member:

- one or more committee members (including those who have a material personal interest in the matter) may call a general meeting; and
- the general meeting may pass a resolution to deal with the matter.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent the member(s) from regularly participating in discussions, it may be worth the Council or subgroup considering whether it is appropriate for the conflicted person(s) to reconsider their ability to serve on the Council or subgroup.

5.2) What should be considered when deciding what action to take

In deciding what approach to take, the Council or subgroup 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;
- the ANPS's objects and resources;
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the ANPS;
- the significance of the interest, the degree to which it conflicts, and the consequences of taking action, and
- the Society supports and welcomes the personal interest and passionate commitment of members to objectives that the society shares, and the Society recognises that it depends on members contributing their own time, resources and assets.

The approval of any action requires the agreement of at least a majority of the Council or subgroup (excluding any conflicted board member/s) who are present and voting or making decisions at the meeting. The action and result of the voting or decision will be recorded in the Minutes or Record of Meeting.

6) Compliance with this policy

If the Council or subgroup 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 Council or subgroup may implement action against them. This may include seeking to terminate their relationship with the ANPS.

If a person suspects that a member has failed to disclose a conflict of interest, they must raise the issue at a Council meeting or preferably discuss the matter with the person concerned such that the matter is resolved. If the latter is not possible, any member has the

responsibility to raise the issue prior to any possible conflict matter being discussed or decided.

Appendix 1

Governance Standard 5: Duties of Responsible Persons*

This standard requires ANPS members to take reasonable steps to make sure that the following duties apply to all ANPS members and that they follow them. The duties can be summarised as follows:

- to act with reasonable care and diligence;
- to act honestly and fairly in the best interests of the ANPS and its objectives;
- not to misuse their position or information they gain as a member;
- to disclose conflicts of interest;
- to ensure that the financial affairs of ANPS are managed responsibly, and
- not to allow the ANPS to operate while it is insolvent.

Generally, the duties mean that all ANPS members should act with standards of integrity and common sense.

Purpose of this standard

ANPS must make sure that its members are required to meet a set of legal duties. This ensures that they act in the best interest of ANPS and in a way that doesn't endanger its work. Members have a responsibility to put the interests of ANPS above their own personal interests. Generally, they need to be careful and conscientious in their roles and act with standards of common sense and integrity.

The purpose of this standard is to give the membership confidence that all ANPS's members are managing the ANPS well and meeting these duties.

Ways to meet this standard

ANPS can take the following steps to meet this standard:

- bring these duties to the attention of members by providing them with the Conflict of Interest Policy document when appointed;
- encourage members to attend, prepare for, and participate at meetings;
- have processes in place to manage conflicts of interests, and
- act if members are failing to meet their duties.

*The above is a version of Governance Standard 5, modified to suit the purposes of ANPS. The page for Governance Standard 5 can be found at <https://www.acnc.gov.au/tools/guides/managing-conflicts-interest-guide>