

<b>Policy Title</b>	<b>Conflicts of Interest Policy</b>
<b>Purpose</b>	This policy sets out the disclosure obligations of each Director, employee, contractor, and volunteer, with respect to conflicts of interest, and the procedures to be followed should a conflict of interest arise. The Board has established this policy under the Constitution Section 10.8 “Board members’ interests”
<b>Scope &amp; Eligibility</b>	This policy applies to all Directors, Board Committee members of PCA Families, employees, contractors, and volunteers.
<b>Responsibility</b>	It is the responsibility of the CEO to review and maintain this policy on an annual basis. All reviews must be approved by the Board.

## 1. Policy Process

- 1.1. Each Director, Board Committee member, employee, contractor, and volunteer has a duty not to place themselves in a position where:
- they have a material personal interest or other interest giving rise to a real or substantial possibility of a conflict; or
  - their duty to PCA Families conflicts with, or gives rise to, a substantial possibility of conflict with another fiduciary or statutory duty,
- in relation to any matter which is or is likely to be brought before the Board of PCA Families or a business dealing, program or service, event, or decision involving PCA Families.

## 2. Disclosure of Interests

### 2.1 Directors and Board Committee members

- 2.1.1 Directors and Board Committee members are required to disclose to the Board immediately on becoming aware of:
- any material personal interest that they may have in a matter relating to the affairs of PCA Families; and
  - any other interest in a matter relating to the affairs of PCA Families, which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict.
- 2.1.2 Conflicts of interest in relation to a matter are notified in writing to the Secretary, who shall notify the other Directors of the conflict as soon as practicable.
- 2.1.3 Each Director and Board Committee member shall have and maintain a standing notice register, disclosing the nature and extent of their interests. Each standing notice register, and any amendments or additions to it, shall be tabled at the next Board meeting, and recorded in the minutes of that meeting.

### 2.2 Employees, contractors, and volunteers

All conflicts of interest must be promptly and fully disclosed in writing at the earliest time identified as follows to the:

- CEO, if involving employees, contractors, or volunteers,
- Board Chair, if involving the CEO.

### 3. Conflicts Procedure

#### 3.1 Identification by a director

- 3.1.1 Where a Director has disclosed a conflict of interest as required by clause 2.1, the conflicted Director:
- a. shall continue to receive Board papers or other information which relates in any way to the matter or issue which is the subject of the conflict of interest, unless the Director requests, or the Chairman determines, that they not receive any or all those documents;
  - b. shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter; and
  - c. shall not vote on the matter
- 3.1.2 If a majority of Directors who do not have an interest in such a matter resolve that a disclosed interest should not disqualify a Director from:
- a. being present while the matter is being considered, then clauses 3.1(b) shall not apply and the Director may be present; and/or
  - b. voting while the matter is being considered, then clauses 3.1(c) shall not apply and the Director may vote on the matter.
- The minutes shall record the decision taken by the directors who do not have an interest in the matter, including the nature and extent of the director's interest in the matter and its relation to the affairs of the association.
- 3.1.3 A Director should request that they not receive any Board papers or other information relating to a matter, where receipt of those documents would place the Director in a position of conflict.

#### 3.2 Identification by the Board

- 3.2.1 If there is any matter which is or is likely to be brought before the Board, and the Chair or a Director has a concern that the disclosure of such matter to a particular Director:
- a. would not be in the best interests of PCA Families; or
  - b. place that particular Director in a position of conflict
- then the matter should be referred to the Chair. After the Chair has considered the matter, the Chair may determine that the particular Director is in a position of conflict, and in such circumstances, the conflicted Director:
- a. shall not receive Board papers or other information which relates in any way to the issue or matter the subject of the conflict of interest;
  - b. shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter; and
  - c. shall not vote on the matter
- 3.2.2 Where disclosure of a particular matter may place the Chair in a position of conflict, the Chair of Finance Audit & Risk Committee shall consider the matter and decide on the matters set out in clause

#### 3.3 Identification by an employee, contractor, or volunteer

After the CEO or the Chair, if the matter involves the CEO, has considered the matter, the CEO/Chair may determine that the particular individual is in a position of conflict, and in such circumstances, the conflicted individual:

- a. shall not receive papers or other information which relates in any way to the issue or matter the subject of the conflict of interest;
- b. shall withdraw from any part of a relevant meeting for the duration of any discussion on that matter;

- c. shall not vote on any decisions related the matter
- d. shall not be involved in and actions/events relevant to the matter.

#### 4. Access to information

##### 4.1 Director or Board Committee member

4.1.1 Where a Director or Board Committee member has been excluded from receipt of Board papers or Board discussion on a matter, the Secretary will advise the Director or Board Committee member concerned in writing of the broad nature of the withheld information and why it has been withheld

4.1.2 Where a Director or Board Committee member:

- a. is uncertain as to whether an interest should be disclosed in accordance with this Policy;
- b. has been excluded from receipt of Board papers or consideration of a matter by the Board; or
- c. is uncertain whether to request they not receive any Board papers or other information relating to a matter,

the Director or Board Committee member is authorised to obtain (at the cost of PCA Families) legal or other independent professional advice, subject to notifying the Chair and CEO of their intention.

##### 4.2 Employees, contractors, and volunteers

Where an employee, contractor or volunteer has been excluded from receipt of information or discussion on a matter, the CEO, or the Chair if the conflict involves the CEO, will advise the individual concerned in writing of the broad nature of the withheld information and why it has been withheld.

#### 5. Definitions

A material personal interest is one which provides a personal benefit (whether that interest is direct, indirect, contingent, or contractual) to the Director, Board Committee member, employee, contractor or volunteer or an associated person or entity, which is of a real or substantial kind, **having the capacity to influence the vote, actions, or decisions of the individual.**

A conflict of interest arises when:

- a. A Director, Board Committee member, employee, contractor or volunteer, or their immediate family or business interests, stand to gain financially from any business dealings, programs or services provided by PCA Families.
- b. A Director, Board Committee member, employee, contractor, or volunteer stands to gain personally or professionally from a financial or HR decision, and this can be used for personal or professional advantage.

#### 6. Approvals and revisions

Date	Version	Responsible Officer	Revision Description
1/6/2022	1.00	Chief Executive Officer	New Policy

##### EMPLOYEE AGREEMENT:

I agree to abide by the details of this Conflicts of Interest Policy.

Employee Name	Employee Signature	Date