YWCA Canberra		**Policy No**
Conflict of Interest and Duty Policy – Board Members		YWCA CANBERRA
Formulated: **March 2021, July 2023** **Revised:** **Nominations Committee** **Endorsed by: Board**		
Policy Type	Board	

Purpose of the Policy

The purpose of Conflict of Interest and Duty Policy is to:

- foster a culture of awareness within the Board and Board Committees, of the need to manage conflicts of interest or duty whether potential, real or perceived.
- manage conflicts as it is central to organisational integrity.
- demonstrate the Board and Board Committees commitment to their duties to YWCA Canberra at act with care and diligence, in good faith and not to improperly use information or position for personal gain.

Scope

This policy applies to all YWCA Canberra Directors, Board Trainees, and YWCA Canberra Officers (i.e. Company Secretary), Board Committee members, any members of other YWCA Canberra Committees and any advisors of the Board, Board Committee or YWCA Canberra Committee (**Relevant Persons)**.

Definitions

Term	Definition
Conflict of Interest	Any situation that puts a Relevant Person in a position where they are influenced by their private interests, or able to abuse their role for personal or business gain. If a particular decision is likely to benefit a Relevant Person in any way directly or benefit someone close to a Relevant Person, that Relevant Person is no longer in a position to make an impartial decision and he or she has a conflict of interest. A benefit is not limited to a monetary benefit.
Conflict of Duty	Is a conflict between two different legal or ethical duties. A conflict of duty arises when a Relevant Person`s obligations to one organisation are compromised by their obligations to another organisation.
Conflict of Duty	That a reasonable person might conclude that the Material Conflict has the potential to influence the decision making or vote of the Relevant Person and/or influence other Relevant Persons.
Material Personal Conflict	Where a conflict, directly or by association, will realistically impair the Relevant Person's capacity to impartially participate in decision-making. This can include but is not limited to advisory boards, other affiliated or Joint Venture partnerships, networks, universities, or government associations. For example, as an employee, consultant or member on the board of an organisation that provides services which compete with YWCA Canberra.
Material Conflict	Where others may reasonably perceive a conflict, and that perception may create a risk for the organisation with regard to reputation or financial assets. For example, you are an investor in a company that your Board may be perceived to be able to influence
Perceived Conflict	Where a process has been set in train that, in the future, may create a conflict of interest. For example, you are director of two separate organisations that may compete for the same grant funding
Real Conflict	Where a Relevant Person is likely to gain a personal advantage for themselves or a relative or a friend, because of their position as a

<table>
<tr><td></td><td></td><td>director or committee member. For example, you are in a close personal relationship with an employee of the organization you are a director or.</td></tr>
<tr><td></td><td>Register</td><td>The Board & Board Committee Disclosure of Interest Register is maintained by the YWCA Canberra Company Secretary and the template of which is at Annexure A to this Policy.</td></tr>
<tr><td></td><td>Significant Conflict</td><td>Where a conflict is very significant or likely to prevent a Relevant Person from regularly participating in discussion.</td></tr>
<tr><td>Policy</td><td colspan="2">Relevant Persons must not allow their own interests to conflict with their duties to YWCA Canberra and must absolve themselves from the decisions of the YWCA Canberra Board and Board Committee which may potentially generate a real, potential or perceived Conflict of Interest or Conflict of Duty.

A Relevant Person who provides inaccurate information or withholds information regarding conflicts of interest or duty or does not provide information within the required timeframe may be removed from their position by ordinary resolution of the Board.

The YWCA Canberra President may request information from Board and Committee Members to clarify any potential, real or perceived conflicts of interest or duty.</td></tr>
<tr><td>Managing of Conflict of Interest and Duty</td><td colspan="2">The following processes apply to the management of conflicts – whether real, potential or perceived.

All declared/identified Conflicts of Interest will be recorded in the Register. The YWCA Canberra Company Secretary will keep the Register in a secure location and provide it as a resource to members of the YWCA Canberra Board and Board Committees.</td></tr>
<tr><td>Disclosure of Interest</td><td colspan="2">The following process applies to new Relevant Persons and for subsequent disclosures or amendments to existing disclosures

<table>
<tr><th></th><th></th><th></th></tr>
<tr><td>1</td><td>All Relevant Persons</td><td>Prior to taking office, completes a ‘Disclosure of Conflict of Interest and Duty’ form and lodges with the Company Secretary.</td></tr>
<tr><td>2</td><td>Company Secretary</td><td>Records all Relevant Persons disclosed conflicts in the Register.
Provide the Register as a standing item in the minutes of all Board and Committee Meetings, requesting any updates.</td></tr>
<tr><td>3</td><td>All Relevant Persons</td><td>Advise any amendments or new disclosures at each meeting.</td></tr>
<tr><td>4</td><td>Company Secretary</td><td>Record all new or amended disclosures from the Board meeting in the Register.</td></tr>
<tr><td>5</td><td>Company Secretary</td><td>Circulate the Register annually to Relevant Persons for them to review.</td></tr>
</table>
</td></tr>
</table>

Managing a conflict

From time to time, agenda items may be raised within a meeting that have the potential to raise new or existing conflicts with Relevant Persons. To ensure this process is managed transparently, all Board and Committee Agendas' will have as the first agenda item 'Declaration of Interests with the Agenda'.

At all times, Relevant Persons should follow best practice behaviour and declare any real, perceived, or potential conflict, even if the member is unclear or in doubt as to whether a conflict may exist. This additional potential perceived or real conflicts must be declared recorded in the Register.

Relevant Persons are encouraged to declare their positions with YWCA Canberra with their employers and any held board and committee positions.

Once a disclosure is made, the Board or Committee must consider:

Is the conflict a Material Personal Interest?	If yes, the Board must pass a special resolution to allow the Relevant Person to continue to participate in discussions in relation to the relevant matter, or to vote.
	If not, the Board must approve a management strategy to manage the conflict.
Is the conflict a Significant Conflict?	If yes, the Board will need to consider if the Relevant Person should resign from the Board. For example, a Relevant Person on the board or board committee of a direct competitor in child services, RTO or community services.
	If not, the Board must approve a management strategy to manage the conflict.

YWCA Canberra is a public company and has additional obligations in managing conflict of interest in section195 of the *Corporations Act 2001* (Cth). Where a Relevant Person has a **Material Personal Interest** in a matter, the Board or committee must consider the management strategies to remedy the conflict and then vote on the remedy. The Board has ultimate decision making in relation to how a conflict will be managed on any Board Committee. The Relevant Person with the material personal interest may participate in a discussion or a vote only with approval of a Board resolution requiring a 75% majority that:

a. identifies the director or committee member, nature & extent of interest and how it relates to YWCA Canberra; and

b. states that directors are satisfied that the interest should not disqualify the director or committee member from voting or being present.

Decisions on managing disclosure of all interests must be recorded in the minutes and noted in the Register by the Company Secretary.

Management Strategies

The Board and relevant Committee must consider the following management strategies to remedy all conflicts, including material personal interests and significant conflicts.

Strategy	What this strategy means	When this is most suitable
Register	You formally register details of existence of a real, perceived or potential conflict of interest or duty.	For very low-risk conflicts of interest. Where recording the conflict of interest is sufficient to maintain transparency.
Restrict	Restrictions are placed on your involvement in the matter to oversee part or all of the process that deals with the matter.	You can be effectively separated from parts of the activity or process. The conflict of interest is not likely to arise frequently.
Recruit	Recruit an independent third-party to oversee part or all of the process that deals with the matter.	It is not feasible or desirable for you to be removed from the decision-making process. Where your particular expertise is necessary and genuinely not easily replaced.
Remove	You are: 1. removed completely from the matter and leave the meeting for discussion and voting; or 2. allowed to contribute to the discussion but leave the meeting for voting	For ongoing serious conflicts of interest or duty, where restriction or recruitment of others is not appropriated.
Relinquish	The private interest that is creating the conflict is relinquished.	Where your commitment or duty to the YWCA Canberra board outweighs your attachment to your private interest.
Resign	You resign from your position with the YWCA Canberra Board or Committee.	No other options are workable. Where you cannot or will not relinquish your conflicting private work. Where you prefer this course as a matter of principle or the conflict of interest arises very frequently.

Removal from the Board

Where the Board is not satisfied that a Relevant Person is complying with this Policy or adequately managing their conflict of interest or conflict of duty, the Board may by Special Resolution vote to remove that person from their official capacity with the YWCA Canberra, including in accordance with clause 32(e) of the YWCA Canberra Constitution

Related Polices	*Corporations Act 2001 (Cth)* YWCA Canberra Constitution, as adopted 16 May 2018. YWCA Canberra Board Governance Charter, approved April 2019. Governance Manual for Board Members Code of Conduct
Review Date	March 2027
Prepared by	Nominations Committee

Appendix A

Disclosure of Interest Register

Name	**Position held**	**Name of company/ institution/or ganisation/ committee**	**Describe the nature & extent of interest & how interest relates to affairs at YWCA Canberra**	**Is the interest i. Standing ii. Declared during a meeting**	**Management Strategy approved by the Board**	**Date of disclosure**