



1. Purpose

The purpose of this policy is to help Board members of TLMA to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of TLMA and manage risk.

2. Objective

The TLMA Board, National Council and staff aim to ensure that all parties 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 as representatives of TLMA.

3. Scope

This policy applies to Board members (including sub-committee members), National Council Members and staff of TLMA.

This policy reinforces and links to the specific conflict of interest provisions in the TLMA Constitution.

4. Definition of Conflicts of Interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of TLMA. Personal interests 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 shareholder). It also includes a conflict between a Board member's duty to TLMA and another duty that the Board member has (for example, to another charity). 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 charity 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 TLMA if they are openly and effectively managed. It is the policy of the TLMA as well as a responsibility of the Board, National Council and staff 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 TLMA.

TLMA will manage conflicts of interest by requiring Board members, National Council Members and staff to:

- avoid conflicts of interest where possible
- identify and disclose 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 TLMA
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

TLMA must ensure that its Board members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5. Click for the link below.

http://acnc.gov.au/ACNC/Manage/Governance/GovStds_5/ACNC/Edu/GovStandard_5.aspx

5.2. Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into TLMA's register of interests, as well as being raised with the Board. Where all of the other Board members share a conflict, the Board should refer to ACNC governance standard 5 to ensure that proper disclosure occurs. The register of interests must be maintained by the secretary to the Board, 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).

5.3. Confidentiality of disclosures

The confidentiality of the TLMA register and its contents should be maintained at all times in a secure, fireproof location. Access to the register is restricted to Board members for regular reviews. If access is requested by National Council Members and staff, this is to be a formal request in writing to the Chairman with the decision on the access and release of information approved by the Board.

6. Action required for management of conflicts of interest

6.1. Conflicts of interest of Board members, National Council Members & Staff

Once the conflict of interest has been appropriately disclosed, the Board, National Council Members or CEO (staff), excluding the person disclosing and any other conflicted person, must decide whether or not those conflicted 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 person from regularly participating in discussions, it may be worth the Board, National Council or CEO considering whether it is appropriate for the person conflicted to resign from their position.

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

- In deciding what approach to take, the Board, National Council or CEO 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
- whether alternative options to avoid the conflict need to be developed
- TLMA's objectives and resources, and

- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of TLMA.

The approval of any action relating to Board members requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) 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 for Board members.

Action relating to members of the National Council requires the agreement of at least a majority of the Board (excluding any conflicted National Council 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 for National Council Members.

Action relating to members of staff who are outside the leadership team will be formulated and actioned by the CEO with the Board briefed for information only. If the action relates to staff members holding positions on the leadership team, an action plan is to be formulated by the CEO and tabled for Board discussion and agreement prior to formal action being taken.

6.3. External Consultants/Contractors

Consultants making recommendations for the supply of goods and services shall be asked to declare any actual or potential conflicts of interest. These shall be captured with a full explanation in a separate section of the conflicts register.

7. Compliance with this policy

If the Board or CEO 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 or the CEO may take action against them. This may include seeking to terminate their relationship with TLMA, including removal from the Board and National Council or the ceasing of employment.

If a person suspects that a Board member has failed to disclose a conflict of interest, they must discuss with the person in question, notify the Board through the Chairman or Deputy Chairman.

7.1. Contacts

For questions about this policy, contact the Chairman of the Board, Chairman of the Human Resource & Governance Committee or the Chief Executive Officer of TLMA.

8. Policy Review

This Policy will be reviewed in 5 years.

Revision History

Version	Date	Author	Summary
5.1	22 February 2017	Steve Meredith, HRG Chair	Revised and reviewed
5.1	19 April 2017	HRG	Approved

Document Approval History

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1	22 April 2003	TLMA Board
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