

Conflict of Interest Policy

1.0 Purpose

The purpose of this policy is to help Board members, employees, consultants and contractors (herein referred to as Representatives) of the Women's Housing Company (WHC) identify, disclose and manage conflicts of interest.

The Policy should be read in conjunction with the Code of Conduct and other policies that are referred to in this document.

2.0 Scope

This policy applies to Board members, employees, consultants and contractors (herein referred to as Representatives).

3.0 Policy statement

A conflict of interest occurs when a personal interest conflicts with or interferes with your ability to carry out your work impartially and in the best interests of the WHC. A conflict of interest may be:

- Actual: An obvious or demonstrable conflict of interest
- Potential: A situation arises where there is potential for a conflict of interest to occur
- Perceived: An onlooker may reasonably assume there is a conflict of interest.

All Representatives will avoid any actual, perceived or potential conflict of interest, with the primary responsibility being the disclosure of the conflict in advance.

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 the WHC and another duty that the Board member has (for example, as a Board member of another company).

Where a Representative has a relationship which may affect or be seen to affect WHC's efficiency or reputation, the situation or potential situation needs to be managed. As such, the Representative concerned needs to disclose the relationship to their manager or the Chief Executive Officer.

Purchasing, selling and leasing activities must be transparent and beyond reproach. A potential or perceived conflict may arise where a Representatives or other related party seeks to lease, purchase or sell land or property assets to or from the WHC. WHC Representatives are prohibited from engaging in such transactions. A related party is defined as a someone with whom a WHC Representative has a:

- Family relationship (this includes immediate family members and may also include extended family members)

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- Business relationship other than a casual relationship
- Fiduciary relationship (where a person who is entrusted to hold, control or manage property for another person)
- Relationship where one person is accustomed or obliged to act in accordance with the directions, instructions or wishes of the other.

Where a WHC Representative becomes aware that a related party will be or has engaged in transactions with the WHC, it is their responsibility to declare the situation to the Company Secretary or the Chief Executive Officer.

4.0 Examples of conflicts

Conflicts of interest are particularly likely to arise where employees have a close family or personal relationship with each other or with clients (e.g. supervising a family member, friendships or personal relationships with clients/applicants). Other circumstances where conflicts may arise include:

- Employing or terminating employees e.g. an employee on a selection committee is a friend or family member of an applicant for the position
- Property allocations and other decisions regarding tenants including relocations, transfers and evictions e.g. an allocations officer is a family member of an applicant being considered for an offer of housing
- The selection of consultants, contractors or suppliers e.g. receiving gifts from external parties being considered for contracts
- Decisions made by the WHC that benefit the outside business interests of a Representative e.g. purchasing goods or services from a person or business that is related to a Representative.

5.0 Managing conflicts of interest

5.1 Managing conflicts of interest – Board members

All Board members are asked to disclose any actual, potential or perceived conflicts of interest at the start of each Board meeting.

Once a conflict of interest has been disclosed, the Board (excluding the Board member who made the disclosure and any other conflicted Board member) must decide whether those conflicted Board members:

- should vote on the matter
- should participate in any debate
- should be present in the room during the debate and the voting.

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The WHC Constitution also outlines certain circumstances where the conflicted Board member must take no part in the decision making of the Board.

Where a conflict is significant or likely to prevent a Board member from regularly participating in discussions at Board meetings, the Board may consider whether it is appropriate for the conflicted Board member to take a leave of absence or resign from the Board. The approval of any action requires the agreement of 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 Conflict of Interest Register.

5.2 Managing conflicts of interest – other

The primary obligation is for Representatives to disclose any actual, potential or perceived conflict of interest in advance. Failing to appropriately disclose a potential conflict of interest could be regarded as misconduct.

If a Representative believes or suspects that a conflict of interest exists or potentially exists, the following steps must be taken:

- A staff member must immediately disclose any conflict of interest to their direct manager, the Company Secretary or the Chief Executive Officer using the Conflict of Interest Notification Form. If there has been a delay in reporting it, an explanation must be provided on the form.
- If a Representative is in doubt as to whether a conflict exists, the advice of their manager, the Company Secretary or the Chief Executive Officer should be sought.
- If the Chief Executive Officer has a conflict of interest, she must seek advice from and/or report the conflict to the Chairperson.
- The person to whom the disclosure has been made will assess the information provided to determine:
 - Whether the potential for a conflict of interest is remote and requires no further action (other than to record that the matter has been reviewed); or
 - The situation presents a conflict of interest that should be managed via an action plan.
- The assessment must be recorded in the Disclosure of Conflict of Interest Form. Where a conflict of interest is assessed to exist, an action plan must be developed and can either be recorded in the same form or in a separate report. If the disclosure was initially made to a manager, both documents must be submitted to the Company Secretary.
- The strategies identified to manage the conflict of interest must be immediately implemented.
- A copy of the Conflict of Interest Notification Form will be placed in the Representative's personnel file (if the Representative is an employee).

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The Company Secretary will review the Conflict of Interest Notification Form and approve the action plan. The Company Secretary will ensure that there is a periodic review of the action plan and management strategies recorded.

Strategies to manage a conflict of interest could include:

- Removing the Representative from certain duties related to the conflicting interest and/or involving other officers in certain parts of the duties (for example, removing the conflicted Representative from a recruitment panel or decision-making team)
- Implementing additional processes or reviews to ensure the impartiality of the Representative in the performance of their duties.

6.0 Management responsibilities

Managers need to:

- Be aware of the risks of conflicts of interest amongst WHC employees they manage
- Ensure they are flexible and supportive of employees in complex situations
- Provide advice to employees on how to manage conflicts when they emerge
- Report conflicts of interest to the Company Secretary

The WHC will provide training to all staff and senior managers on conflict of interest to assist them to identify and manage any perceived or actual conflicts of interest.

7.0 Breaches

A Representative is deemed to have breached the Conflict of Interest Policy if they:

- fail to disclose actual or potential conflicts of interest
- are directed to provide information and fail to do so

Depending on the circumstances, the actions that the WHC make include:

- Counselling
- Use of disciplinary procedures, including termination of employment or appointment
- Civil action
- Reporting to third parties such as the NSW Police

8.0 Related policies and other documents

- Code of Conduct
- Fraud and Corruption
- Whistleblower
- Gifts and Benefits
- Notifiable Incident to Registrar
- WHC Constitution

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