



RETURNED & SERVICES LEAGUES OF AUSTRALIA
(QUEENSLAND BRANCH)

CONFLICT OF INTEREST POLICY

Title	Conflict of interest policy
Policy Number	POL-04
Version	V1
Authorised by	CEO
Policy Owner	Board
Date Adopted	20 September 2018
Date of last review	20 September 2018
Related Documents	Board Code of Conduct Policy Fraud, Bribery and Corruption Policy Whistleblower Policy

INTRODUCTION

The Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) board will ensure that board and committee members are aware of their obligations to disclose any conflicts of interest that they may have, and comply with this policy to effectively manage those conflicts of interest as representatives of RSL (Qld).

PURPOSE

The purpose of this policy is to help board and committee members of RSL (Qld) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest or pecuniary interests in order to protect the integrity of RSL (Qld) and manage risk. The Policy will also ensure RSL (Qld) manages Director disclosure of interest and conflict of duty.

APPLICATION

This policy applies to the board and committee members of RSL (Qld).

POLICY STATEMENT

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to RSL (Qld) if they are openly and effectively managed. It is the policy of RSL (Qld) as well as a responsibility of the board, 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 RSL (Qld). RSL (Qld) will manage conflicts of interest by requiring board and committee members 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.

In particular, conflicts arising from the board holding multiple responsible entity duties between RSL Qld, District and Sub Branches.

IMPLEMENTATION

Once an actual, potential or perceived conflict of interest is identified, it must be entered into RSL (Qld)'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 the Australian Charities and Not-for-Profit Commission (the **ACNC**) Governance Standard 5 to ensure that proper disclosure occurs.

Once the conflict of interest has been appropriately disclosed, the board (excluding the board member disclosing and any other conflicted board member) must decide whether or not those conflicted board members 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 board member from regularly participating in discussions, it may be worth the board considering whether it is appropriate for the person conflicted to resign from the board.

What should be considered when deciding what action to take

- In deciding what approach to take, the board 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
- RSL (Qld)'s objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of RSL (Qld).

The approval of any action 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.

RESPONSIBILITIES

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across RSL Qld; and
- monitoring compliance with this policy.

RSL (Qld) 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. The register of interests must be maintained by the Company Secretary, 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).

BREACH

If the board of RSL (Qld) has a reason to believe that a person subject to the policy has failed to comply with it, the board will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board may take action against them in accordance with the process as outlined in the RSL(Qld) Constitution. This may include seeking to terminate their relationship with RSL (Qld). If a person suspects that a board member has failed to disclose a conflict of interest, they should notify the Company Secretary who is responsible for maintaining the register of interests.

FURTHER ASSISTANCE

For questions about this policy, contact the board or Company Secretary.

RELATED DOCUMENTS

Board Code of Conduct

REVIEW PROCESS

This Policy will be reviewed annually to ensure that the policy is operating effectively.

DEFINITIONS

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of RSL (Qld). 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 RSL (Qld) and must be managed accordingly.

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 RSL (Qld) and another duty that the board member has (for example, to another charity).

Pecuniary interests include where there is a reasonable likelihood or expectation of appreciable financial loss or gain to a person, or to another person.