

# CONFLICTS OF INTEREST POLICY (FOR DIRECTORS)

## Campbell Page Limited (ACN 120 363 635)

### 1 PURPOSE

The purpose of this policy is to assist board members of Campbell Page Limited (ACN 120 363 635) (**Company**) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the Company and manage risk.

### 2 OBJECTIVES

- (a) This policy has been adopted to facilitate good governance and assist directors to comply with their duties as Directors and Responsible People regarding conflicts of interest.
- (b) This Policy has been developed by reference to the template conflicts of interest policy developed by the Australian Charities and Not-for-profits Commission (**ACNC**). It is intended to assist the Company to manage conflicts of interest by requiring directors to:
  - I. avoid conflicts of interest, where possible;
  - II. identify and disclose any conflicts of interest or related party transaction;
  - III. carefully manage any conflicts of interest; and
  - IV. follow this policy and respond to any breaches.
- (c) The responsibilities of directors referred to in this policy reflect the terms of the Company's constitution and the duties of its directors under general and common law and the ACNC Governance Standards (particularly Governance Standard 5 *Duties of Responsible People*).
- (d) This policy is intended to ensure that board members are aware of their obligations to disclose any conflicts of interest and related party transactions that they may have, and that they effectively manage those conflicts of interest.

### 3 RESPONSIBILITY OF THE BOARD

- (a) The board is responsible for:
  - I. ensuring compliance with the law and the constitution regarding conflicts of interest;
  - II. establishing a system for identifying, disclosing and managing related party transactions and conflicts of interest across the Company;
  - III. monitoring compliance with this policy; and
  - IV. reviewing this policy on an annual basis to ensure that the policy is operating effectively.
- (b) This policy applies to each director of the Company.

## 4 DUTIES OWED TO THE COMPANY – AN OVERVIEW

- (a) Directors have a duty of loyalty to the Company due to their fiduciary relationship with the Company. In broad terms, the duty to avoid conflicts of interest may be summarised as follows:
  - I. directors must avoid conflicts of interest and not take advantage of such a conflict; and
  - II. directors must not, in any matter falling within the scope of their service, have a personal interest or inconsistent engagement with a third party, except with the Company's fully informed consent.
- (b) The duties of Responsible People, being the Campbell Page Directors, under the ACNC Governance Standard 5 apply in addition to the obligations under the general and common law. These duties include:
  - I. to act with reasonable care and diligence;
  - II. to act honestly and fairly in the best interests of the Company and for its charitable purpose;
  - III. not to misuse the director's position;
  - IV. not to misuse information obtained in the performance of the director's duties; and
  - V. to disclose any perceived or actual conflicts of interest, including any related party transactions, to the other directors, or to the Member if all directors have the same conflict .

## 5 CONFLICTS OF INTEREST

- (a) A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the Company. 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 member or shareholder).
- (b) Conflicts of interest may also include a conflict between a board member's duty to the Company and another duty that the board member has as a result of some other professional relationship (for example, duties to another organisation by virtue of another directorship).
- (c) A conflict of interest may be actual, potential or perceived and may be financial or non-financial.
- (d) Related party transactions can lead to perceived, potential, or actual conflicts of interest. Conflicts of Interest may arise when a related party has an interest that can conflict with the best interests of the charity.
- (e) These situations present the risk that a person will make a decision based on, or affected by, other influences, rather than in the best interests of the Company and must be managed accordingly.
- (f) Where possible, a conflict of interest should be avoided. However, it is recognised that this is not always possible. This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the Company if they are openly and effectively managed.

## 6 REGISTER OF DIRECTORS' INTERESTS

### 6.1 Disclosure of Interests

- (a) Where an actual, potential or perceived conflict of interest is identified, it must be entered into the Company's Register of Directors' Interests, as well as being raised with the Board
- (b) The Company Secretary will keep and maintain a Register of Directors' Interests. This will record information related to any actual, potential or perceived conflict of interest (including the nature and extent of the conflict of interest and may also record steps taken to address it).

**Note:** Notice of an interest may be recorded in the Register of Directors' Interests before the interest gives rise to a conflict of interest or becomes a material personal interest.

- (c) As set out in the Related Party Policy, the Company will also maintain a register of related party transactions. When a related party transaction may give rise to a perceived, potential or actual conflict of interest, it will also be record in the Register of Directors' Interests.
- (d) Directors will be required to complete the Disclosure Statement (which accompanies this policy) following first adoption of this policy or when they first become a Board member and must keep it updated at all times.
- (e) The Company Secretary must provide the Register of Directors' Interests to directors on request and to all new directors for their information as part of the Board induction.
- (f) The Company Secretary will provide an updated copy of the Register of Directors' Interests with the Board papers for each Board meeting. This will assist the directors comply with their obligation to disclose perceived or actual material conflicts of interest to the other directors.
- (g) Without limitation to the foregoing, it is the responsibility of each director to ensure that the nature and extent of their conflicting interest is disclosed to the other directors at any Board meeting at which a relevant matter is considered if:
  - I. their interest has not been disclosed previously;
  - II. has materially increased or changed; or,
  - III. in any other case, at the first Board meeting after that conflicting interest has arisen.
- (h) Disclosures that are relevant to a matter being considered at a meeting must be recorded in the Minutes of that director's meeting.
- (i) All directors must treat the information disclosed in the Register of Directors' Interests or as otherwise disclosed under this policy for the purpose of managing conflicts of interest as confidential.

### 6.2 Obligations of Confidentiality to another person

If any director has obligations to a third party to keep confidential a matter giving rise to a conflict, the director may advise the other directors that he or she has identified an actual, potential or perceived conflict of interest and that they must refrain from taking part in discussions or voting in relation to the matter before the Board. In doing so, the director must ensure that they act consistently with their duties to the Company.

## **7 ACTION REQUIRED FOR MANAGEMENT OF CONFLICTS OF INTEREST**

### **7.1 Conflicts of interest of board members**

- (a) When a conflict of interest is disclosed, the conflicted director may only proceed with the fully informed consent of the Board.
- (b) 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:
  - I. vote on the matter (this is a minimum);
  - II. participate in any debate; or
  - III. be present in the room during the debate and the voting.
- (c) 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.

### **7.2 What should be considered when deciding what action to take**

- (a) In deciding what approach to take, the board will consider:
  - I. whether the actual, potential or perceived conflict as disclosed by a director is not, in fact, a conflict;
  - II. whether the conflict needs to be avoided or simply documented;
  - III. whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
  - IV. alternative options to avoid the conflict;
  - V. the Company's objects and resources; and
  - VI. the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Company.
- (b) 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.

## **8 MATERIAL PERSONAL INTERESTS**

- (a) Where a director has a material personal interest in a matter, additional rules apply to the management of the conflict of interest.
- (b) The concept of “material personal interest” is not defined. The interest must be of some substance and value and have the capacity to influence the vote of a particular director upon the decision to be made.
- (c) If a director has a material personal interest in the matter being considered by the Board (either at a meeting or that is proposed in a circular resolution), that director is prevented from being present at a meeting where the relevant matter is being discussed or voting on the matter, except in the limited circumstances set out in the constitution - see clauses 17.3-17.4 of the constitution.

## **9 ROLE OF THE CHAIR**

- (a) The Chair is to be available to discuss with any director the application of this policy to particular circumstances and to provide guidance as to whether or not disclosure of a conflict, material personal interests or both, is required.
- (b) The Chair is to remind directors from time to time of their obligations under this policy.

## **10 REVIEW AND COMPLIANCE**

- (a) The Board will review this policy on an annual basis to ensure that the policy is operating effectively.
- (b) If the Board has a reason to believe that any person subject to the policy has failed to comply with this policy, it will investigate the circumstances and report back to the Board with recommendations regarding the action to be taken.

## DISCLOSURE STATEMENT – SUGGESTED TEMPLATE

To: Company Secretary/  
For the purpose of disclosure to the Board of Directors

From: \_\_\_\_\_

Date: \_\_\_\_\_

Subject: Disclosure of Interests

DIRECTOR: I have the following interests to report which may give rise to actual, potential or perceived conflicts of interest, as detailed below

- I am affiliated with another entity (provide details) by virtue of the following board positions and memberships;
- I am otherwise affiliated with a vendor, supplier, or any other party providing or bidding for providing services to the Company, including by having a direct or indirect interest in any business transaction(s), agreement, investment with that party (provide details)
- Business dealings or transaction with a vendor, supplier or any other party linked to the Company which could result in benefit to me (provide details)
- I or person(s) I have affiliation with have interest in purchasing services from the Company (provide details)
- Other (provide details)

I confirm that the disclosure made above are complete and correct to the best of my knowledge. I will update you should the nature or extent of my interests change. I agree that I am required to comply with the Conflicts of Interest Policy and there are circumstances where I may not be permitted to participate in the discussion or decision making where my interests impact a matter being considered by the Board.

I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with the Conflict of Interest Policy, I will notify the Board immediately.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_