Policy and Procedure

Board Conflict of Interest Policy and Procedure

Purpose

The Board of SWSPHN recognises the important duty of good faith applicable to Directors. The Board is committed to doing its utmost to encourage Directors to observe this duty including through avoiding actual conflicts of interest and the perception, whether founded or not, of a conflict of interest.

The purpose of this policy is to foster a culture of awareness within the Board of the need to manage conflicts of interest, whether potential, actual or perceived and to give confidence to SWSPHN Members and other stakeholders that the Board is aware at all times of the duty to act in the interests of SWSPHN and not in anyone else's interests.

Policy

In this policy, the term 'conflict of interest' refers to conflicts between the Directors' obligations to serve the interests of SWSPHN and their own personal, professional, business or other interests.

To this end:

1. A Directors' Interests Register shall be maintained by the Board
2. The Directors' Interests Register shall record all relevant interests of Directors
3. Directors must declare all actual or identified interests or potential conflicts of interest at all meetings at which any matter is discussed involving the relevant conflict.
4. The Board is to decide whether or not a material conflict exists and the minutes of every meeting must record all such declarations
5. A Director with a conflict of interest deemed material must refrain from discussion, abstain from voting and/or leave the room where matters of conflict arise, as detailed in this policy.

Whilst it is not possible or desirable to set out a definitive list of instances that will amount to potential or actual conflicts of interest, the Board has identified the following circumstances as being indicative of circumstances which will or may give rise to potential or actual conflicts of interest requiring disclosure under this Policy:

a. outside interests – dealings between the SWSPHN and another body or business in which a Director (or family member of that Director) has a material or controlling interest
b. competing professional or other interests
c. gifts, gratuities and entertainment – e.g. received from a third party who has, or may reasonably be considered to have, an interest in the outcome of a decision of the Board.

Applicability

SWSPHN Board and Executive staff.

Associated Documents

Legislation and best practice guidelines:

- Corporations Act 2001

Internal policies and documents:

- SWSPHN Board Governance Manual
- Board Declaration of Interest Form
- Directors Interests Register

Roles and Responsibilities

Document Owner	Ensure that this policy document is published and implemented, progress is monitored and that it is reviewed according to the document control schedule outlined in the document.
Executive Sponsor	• Provide advice to the Policy Owner and approve the final document. • Comply with this policy and report non-compliance. • Notify the CEO of all relevant interests and relationships.
CEO	To keep the Board, through the Chairperson, informed of all notifications made under this policy.
Executive	Comply with this policy and report non-compliance.

Procedure

Step 1

Each Director must, when appointed to the Board, notify the CEO of all relevant interests and relationships of the Director for entry in the Directors' Interests Register. This notification will be given by completing a Declaration of Interests Form. For the avoidance of doubt Directors must notify both actual and potential conflicts of interest.

Step 2

Each Director shall have an ongoing obligation during their term of office to notify together the Chair, CEO and Company Secretary of relevant interests or relationships as they arise that the Director becomes aware may reasonably be expected to be, or result in, a conflict of interest.

Step 3

There shall be a standing item on the agenda, at the beginning of each meeting of the Board, requiring Directors to declare conflicts of interest in respect of any business on the Board's agenda for that meeting

Step 4

Each Director must identify when they have a conflict of interest with regard to any item on the agenda for a meeting or arising in the course of the meeting and must, if required by the other members of the Board, leave

the meeting for the duration of the discussion or refrain from taking part in the debate on the relevant issues. In any event, the Director must abstain from voting on such items. In cases where the Director has left the meeting for the duration of that item's discussion, this section is redacted from copies of the meeting minutes supplied to that Director.

Step 5

All such declarations of conflicts of interest must be recorded in the minutes of the relevant meeting. For the avoidance of doubt, in the case of minor or potential conflicts of interest, the minutes need only record the fact of the conflict having been declared.

Non-Compliance

Failure to comply with this policy may result in disciplinary action.

Definitions

Word/Term	Definition
Conflict of Interest	A situation where the interests of an individual (or those of their families, friends or other organisations with which they are involved) are incompatible or in competition with the interests of the SWSPHN.

Document Control

Policy review every (choose most applicable) ☐ 1 year ☐ 2 years ☑ 3 years

Version	Date Commenced	Document Owner	Change Description	Review Date	Authorising Executive
V1.0	December 2018	CEO	New Policy	December 2021	Board
V2.0	February 2022	CEO	Policy Review	February 2025	Board
V3.0	June 2025	CEO	Policy Review	June 2028	Board

This document will remain in effect until replaced.