



Policy, Procedure and Checklist – Board and Committee Board and Committee Conflicts of Interest

The Board of Physical Disability Rugby League Australia Inc. (PDRLA) is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest.

Purpose

This policy has been developed to provide a framework for:

- all Board and *committee members in declaring conflicts of interest; and
- the Board and *committee, when determining how to deal with situations of conflict.

Policy Statement

This policy applies equally to any kind of Board created committee and their members.

A conflict of interest may occur if a financial interest or a relationship influences or appears to influence the ability of a Board or committee member to exercise objectivity.

Clauses 18.8 to 18.11 of the 2012 Constitution shall also apply to committee members.

Declaration of a conflict and voting

The Board places great importance on making clear any existing or potential conflicts of interest. The 2012 Constitution (18.8 Conflict of Interest) states -

A Director shall declare his interest in any:

- (a) Contractual matter;*
- (b) Selection matter;*
- (c) Disciplinary matter; or*
- (d) Financial matter;*

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter.

If the Director votes the vote shall not be counted.

In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

Disclosure of an Interest

The 2012 Constitution states -

18.9 Disclosure of Interests

(a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists, or

in any other case at the first meeting of the Board after the acquisition of the interest.

If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

(b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.



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18.10 General Disclosure

*A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 18.9** as regards such Director and the said transactions.*

After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

Recording Disclosures

The 2012 Constitution (18.11 Recording Disclosures) states -

*Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 18.8, 18.9 and/or 18.10** must be recorded in the minutes of the relevant meeting.*

All conflicts of interest must also be recorded in the Board's Conflict of Interest Register.

Limits on Discussions

Where a Board or committee member has an actual or perceived conflict of interest of any type, that Board member shall not initiate or take part in any Board or subcommittee discussion on that topic (either in the meeting or with other Board or subcommittee members before or after the meetings), unless expressly invited to do so by **unanimous** agreement by all other members present.

The Board may further supplement the definition of conflict of interest from time to time if it so wishes and may specify the procedures to apply in such cases.

Undeclared Conflicts of Interest

A Board member who believes another Board member has an undeclared conflict of interest should specify in writing to the Secretary the basis of this potential conflict.

Responsibilities

- The Chair is responsible for bringing this policy to the attention of prospective Board and subcommittee members.
- All Board members are responsible for respecting this policy.

Procedure Statement

- Before a Board or committee member begins his or her service with the organisation, they shall file with the Secretary a list of their principal business activities, as well as involvement with other charitable and business organisations, vendors or business interests, or with any other associations that might produce a conflict of interest.

This information should be documented by the Secretary in the Board Conflict of Interest Register.

- Board and committee members shall also file with the Secretary notification of any ****close relationships** (family, friends, acquaintances, or business/work relationship etc) that might reasonably give rise to the perception of a conflict of interest.
- Further, members shall declare any conflict of interests of which they become aware either at the start of the Board or committee meeting concerned or when a relevant issue arises.

The nature of this conflict of interest should be entered in the meeting minutes, documented in the Conflict of Interest Checklist and Board Conflict of Interest Register.



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- Where a conflict of interest or potential conflict of interest, is identified and/or registered, the Board or committee member concerned shall leave the room as soon as that item comes up for discussion.

The leaving and returning times should be entered in the minutes.

- The member concerned shall not vote on that issue, nor initiate or take part in any discussion on that topic (either in the meeting or with other members before or after the Board or committee meetings), unless expressly invited to do so by unanimous agreement of all other members present.

The Board or committee member's abstinence should be recorded in the meeting minutes.

- If a person declares to have an existing or potential conflict of interest, confidentiality will be respected.
- If a person alleges that another person has a conflict of interest, whether existing or potential, and that person does not agree, and if the Board cannot resolve this allegation to the satisfaction of both parties, the matter shall be referred by the Chair or Secretary to the NSWRL Community Football Coordinator for a recommendation to the Board as to what action shall be taken.

*Definition - The mention of the word/s 'committee/s' or 'committee meeting/s' is taken here to also mean any type of national or otherwise group created by the Board e.g. steering committee, taskforce, project group etc.

** **Close relationship** is defined as any relationship that might reasonably give rise to an apprehension that the Board member might place the interests of the other party above the interests of the organisation.



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Conflict of Interest Checklist

This checklist is to be used by the Chair of the Board of the Association or the Chair of a subcommittee at each meeting to record conflicts of interest identified by Board and subcommittee members.

Completed checklists should be stored with the minutes of each meeting.

After the opening of the meeting, ask all the members to declare any potential conflict of interest arising out of any of the issues to be put to the meeting.

Date of Meeting:// 20.....

Name of Member _____

Issue of Conflict

- Note the disclosure of the conflict of interest and the decision of the Board or subcommittee on how to deal with this conflict.

Record Response _____

- Ensure that the minutes and the Conflict of Interest Register record the declaration of interests declared at this meeting

Dated the _____ day of _____ 20_____

Signed _____ Position _____



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This policy has been read and agreed to by –

Board or committee member’s Name and Signature

----- Date -----

Document Authorisation

Name and Signature of Board Chair

----- Date -----

Date of approval by the Board -----

This document history and instructions

Update:

Review and adopt – The last meeting of the Board before an AGM and when the Constitution changes.

1. Version: Draft - 21/07/2018
2. Version 1 - Adopted 29/08/2018
3. Version 2 – Adopted 27/03/2019 – minor wording changes
4. Version 3 – Adopted 10/02/2020 - definition addition (27/01/2020)
5. Logo updated – 10/07/2020

Related Documents:

Name	Status	Status Date