

SCB Oceania Conflict of Interest Policy

Society for Conservation Biology (Oceania) Limited (ABN 36 506 039 084)

1. Purpose

The purpose of this policy is to assist Society for Conservation Biology (Oceania) Limited ABN 36 506 039 084 (**SCB Oceania**) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of SCB Oceania and manage risks which arise in its Australian-based and overseas operations.

2. Objective

The SCB Oceania Board of Directors (**Board**) aims to ensure all directors, employees and volunteers are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with the SCB Oceania constitution, the Australian Charities and Not-for-profits Commission Governance Standards ([ACNC Governance Standards](#)) and External Conduct Standards ([ACNC External Conduct Standards](#)) under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth), and this policy to ensure they effectively manage those conflicts of interest as representatives of SCB Oceania.

3. Scope

This policy applies to the directors including member-elected directors, board-appointed specialist directors, and other appointed committee members of SCB Oceania, employees, contractors, SCB Oceania Chapter leadership, and those volunteers who are organising or managing events, funding or policy initiatives on behalf of SCB Oceania.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of SCB Oceania.

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 director).

It also includes a conflict between a director's duty to SCB Oceania and another duty the director has (for example, to another company or charity). 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 SCB Oceania.

Therefore, these situations must be managed accordingly.



5. Policy

This policy has been developed to address conflicts of interest affecting SCB Oceania.

Conflicts of interest are common, and they do not need to present a problem to SCB Oceania as long as they are openly and effectively managed.

It is the policy of SCB Oceania, as well as a responsibility of the Board, that conflicts (e.g. ethical, legal, financial or other conflicts of interest) be avoided and that any such conflicts (where they do arise) are managed in a manner that is compliant with the law, the constitution and policies of SCB Oceania.

SCB Oceania will manage conflicts of interest by requiring directors 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.

6. Responsibility of the Board

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across SCB Oceania and its Chapter leadership;
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

SCB Oceania must ensure that the Board are aware of the ACNC Governance Standards, and that they disclose any actual or perceived material conflict of interests as required by [Governance Standard 5](#).

7. Identification and disclosure of conflicts of interest

Conflicts of interest will be a standing item at all Board meetings and relevant committee meetings or events. At the beginning of each meeting or event, relevant attendees will be asked to identify any actual, potential or perceived conflicts that have not been declared previously. SCB Oceania Chapter leaders will also be asked to declare any conflicts of interest with SCB Oceania when they commence their role with an SCB Oceania chapter.

Once an actual, potential or perceived conflict of interest is identified, it must be entered onto the SCB Oceania Register of Interests.

Where every other director shares a conflict, the Board should refer to Governance Standard 5 and rule 8.8 of the SCB Oceania constitution to ensure that proper disclosure occurs.

The register of interests must be maintained by the Secretary. The register must 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).



8. Confidentiality of disclosures

Only SCB Oceania directors will have access to conflict of interest disclosures by the Board via declarations or disclosures made at Board meetings or by SCB Oceania employees, contractors, SCB Oceania Chapter leadership, and those volunteers who are organising or managing events, funding or policy initiatives on behalf of SCB Oceania. Directors are expected to keep this information in strict confidence and delete all copies from personal devices at the end of their terms on the SCB Ocean Board.

9. Conflicts of interest of directors

Once the conflict of interest has been appropriately disclosed, the Board (excluding the director who has made the disclosure, as well as any other conflicted director) must decide whether or not the interest is a material one and whether the conflicted director(s) should be permitted to:

- vote on the matter (this is a minimum);
- participate in any debate; or
- be present in the room during the debate and the voting.

These decisions should be made in accordance with rule 8.8 of the SCB Oceania constitution.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a director from regularly participating in discussions, it may be worth the Board considering if it is appropriate for the conflicted person to resign from the Board.

10. 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;
- SCB Oceania's charitable environmental purpose (as set out in its constitution), objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, SCB Oceania.

11. Compliance with this policy

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it 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 SCB Oceania constitution, the *Corporations Act 2001* (Cth), and applicable policies. If a person suspects that a person has failed to disclose a conflict of interest, they must notify the President immediately, or the Secretary in the case that the director in question is the President.



12. Contacts

For questions about this policy, contact the board or President by email at admin@scboceania.org or phone at +61 476 137 241.

13. Resources

Resources for identifying and managing conflicts of interest can be found on the [Australian Charities and Not-for-profits Commission website](#).

Amendments log

| First approved: 19 May, 2023 | | |
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| First approved by: SCBO Board e-vote. Directors voting in favour: Micha Jackson, Courtney Melton, Aimee Sato, Nicola Nelson, Shannon Rivera, Andrew Mack, Natalie Forsdick, Christopher Woolley. | | |
| Amendments | | |
| Date | Authorised by | Description of amendment |
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