

Directors' Disclosure of Interests Policy and Policy for Handling Conflicts of Interest

Introduction

Disclosure of interests and management of conflicts of interest are key responsibilities at law and also reflect good governance which is essential to protecting the brand of Vision Australia.

Directors must ensure that they comply with their legal obligations to disclose any interests (including those interests of immediate family members) that they have in a matter that relates to the affairs of the company.

The law requires that Directors do not allow a conflict of interest to compromise or unduly influence their role as an independent Director of the company, or to unduly influence their decisions as an independent Director.

About this policy

This policy sets out the procedures that Directors agree they will follow:

- to disclose interests that they have; and
- to act should a conflict of interest occur.

Status of Policy

This policy will be reviewed annually, or more frequently if changes to legal or regulatory requirements dictate.

The company is responsible at law for taking reasonable steps to ensure that each Director ensures that they comply with this policy and with the law.

Definition

A conflict of interest arises where a director has an interest which conflicts (or might conflict, or might be perceived to conflict) with the interests of Vision Australia.

The key question to ask when considering whether an interest might conflict is:

Does the matter create an incentive (or could it reasonably be perceived to create an incentive) for the Director to act in a way that may not be in the best interests of Vision Australia, its members, clients or other stakeholders? Where a matter does create such an incentive or a perception of such an incentive, this is considered to be a “material conflict” for the purposes of this policy.

A conflict may take a number of forms. It may be financial or non-financial. It may be direct or indirect. It may be professional or family related. For example, a conflict of interest may arise from:

- Other directorships or other employment;
- Interests in business enterprises or professional practices providing services to Vision Australia;
- Share ownership in major suppliers of Vision Australia;
- Beneficial interests in trusts;
- Existing professional or personal associations with Vision Australia;
- Professional or personal associations with other groups or organisations; or
- Family relationships.

Disclosure of Interests

Guiding Principle

A Director should disclose to all other Directors:

- any interest that they have in a matter which relates to the affairs of Vision Australia; and
- any other interest, circumstance, relationship or other matter which the Director believes is appropriate to disclose in order to avoid an actual material conflict of interest or the perception of a material conflict of interest.

The disclosure should be made either:

- as soon as practicable after the Director becomes aware of the interest, circumstances, relationship or other matter, or
- in the Standing Notice of Disclosure of Interests (see procedure below).

Details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made or the first meeting following the disclosure.

Procedure - Standing Notice of Disclosure of Interest

Each Director must complete a Standing Notice of Disclosure of Interests when they sign their Consent to Act and these will be recorded in the minutes of the first meeting that the Director attends.

Directors must disclose any changes to the Standing Notice of Disclosure of Interests as soon as practicable. Such changes will be recorded in the minutes of the meeting at which Directors are advised of the change.

A Standing Notice of Disclosure of Interests for each Director will be distributed to all Directors at least annually and will be tabled at a meeting of Directors and recorded in the minutes of that meeting.

Procedure for Handling Material Conflict of Interest

1. The policy should provide that where, as a result of the disclosure, it is the view of the Board (excluding the Director making the

disclosure) that the Director has an interest which gives rise to a material conflict or perceived material conflict, then:

- a. The Director should not participate in any discussion about the matter and should not receive related Board papers or information.
- b. The Director should not remain in any meeting when the matter is being discussed. (This should be noted in the meeting minutes).
- c. The Director should not vote on the matter, nor should the Director influence the voting of others.
- d. Where the Director with the “conflict” has a particular knowledge or expertise in the matter which the Board is unable to receive through any other channel, the Director may, provided all the other Directors agree and provided to do so is in the interests of the organisation, present their comments to the Board, provided they do not promote a particular decision and are not present nor do they vote on the matter. In such circumstances, the Director may also receive copies of the relevant Board papers and related information so that they are able to properly provide the benefit of their knowledge and expertise to the Board.
- e. Where the majority or all the Directors have a material conflict, the material conflict should be disclosed to the members and their consent to the decision obtained.

The minutes of the meeting should record the identification of the conflict, the fact that the Director was not present for the discussion or the vote and the decision taken by the Directors who do not have an interest in the matter.

For completeness, the minutes should record the Director re-joining the meeting (if that is the case) and also what other process is to be put in place to further manage the conflict.

Where a decision is made by the Board to allow the Director to provide the benefit of their knowledge and expertise as contemplated by clause (d) above, this should also be recorded in the minutes.

Document Control

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Policy scope: See policy framework

Prepared by: Z Lawless

Approved by: Board

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Version Control:

Version	Prepared by	Approved by	Effective date	Reason for changes	Summary of Changes
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Version 1.1	G Fox	Board	Dec 19	Periodic review no significant changes made	Policy transferred to new template

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