

# **SAAFE Limited Conflict of Interest Policy**

## **1. Scope**

This policy applies to all employees, officers and contractors of SAAFE Ltd., which includes but is not limited to executive and non-executive staff, directors, independent committee members, advisory committee members, CRC partners, project partners, subcontractors, researchers, program / project participants and their respective staff, or volunteers affiliated with SAAFE Ltd and/or engaged in the conduct of activities that form part of the SAAFE CRC Research Program.

## **2. Purpose and Objective**

SAAFE Ltd. is committed to undertaking its activities as a CRC with honesty, transparency and integrity, and to ensuring and preserving the continued trust and confidence of its stakeholders in the organisation.

The purpose of this policy is to help ensure that the employees, officers and contractors of SAAFE Ltd.:

- a) Act in the best interests of the company by making decisions concerning SAAFE Ltd. based on merits and not affected or influenced by personal interests;
- b) Take responsibility for identifying, disclosing and managing actual and potential conflicts of interest;
- c) Deal with any conflict of interest in a transparent and effective manner.

## **3. Policy**

The CRC Standard Grant Conditions require that neither SAAFE Ltd. nor its officers have any actual, perceived or potential conflicts of interest in relation to its activities. This requirement is reflected in the terms of the Major Partner Agreement and Standard Project Agreement that are issued to contractors of SAAFE Ltd.

In addition to its obligations to the Commonwealth Government, SAAFE Ltd. is committed to ensuring compliance with the contractual, statutory and fiduciary obligations of the company and its employees, officers and contractors, as well as principles of good governance, in relation to conflicts of interest.

It is SAAFE Ltd.'s policy that:

- a) Conflicts of interest are to be wholly avoided to the extent possible; and
- b) Where an unavoidable conflict of interest arises in the course of the CRC's activities, it is to be promptly and fully disclosed and managed in a manner that not only meets the relevant obligations and standards, but that preserves the integrity of the organisation.

## **4. Identifying Conflicts of Interest**

SAAFE Ltd. accepts that its employees, officers and contractors will have personal, business and professional interests outside of the company and its activities. A *conflict of interest* arises, however, when an individual's material personal interests, or those of a person with whom he or she has a close personal relationship, come into conflict with the performance of the individual's duties to, and/or responsibility to act in the best interests of, SAAFE Ltd.

'Material' refers to matters that may influence an individual's consideration of a matter relevant to the organisation. A material personal interest could be financial or non-financial, and does not need to be held by the individual directly (for example, where an individual's relative could benefit from a matter relevant to SAAFE Ltd., this may amount to a material personal interest of the individual if it could influence his or her consideration of the matter).

An *actual* conflict of interest arises when there is a real conflict between an individual's duties to SAAFE Ltd. and their existing personal, external or financial interests

A *perceived* conflict of interest can exist where a third party could form the view that an individual's personal, external or financial interests could improperly influence the performance of their duties to SAAFE Ltd., now or in the future.

A *potential* conflict of interest arises where an individual has personal, external or financial interests that could come into conflict with the performance of their duties to SAAFE Ltd. in the future.

For the avoidance of doubt, a conflict of interest may include any of the following:

- an individual's direct personal interest;
- an interest belonging to an individual's relative or friend;
- an interest belonging to another organisation that the individual is involved in; or
- a perception that one of these applies.

Where an individual is unsure as to whether a conflict of interest may exist, he or she should seek clarification and may consult the CEO, Chair of the SAAFE Ltd. Board, Chair of the Audit Finance and Risk Committee or Advisory Committee Chair, seeking clarification.

## **5. Disclosure and Management – Board**

Directors of the SAAFE Ltd. Board are subject to a wide range of duties under the *Corporations Act 2001* (Cth) in addition to other statutory and common law requirements. Amongst these is the requirement that, at all times whilst performing their role, directors must:

- a) act in good faith;
- b) act with due care and diligence;
- c) act for proper purposes;
- d) avoid conflicts of interest or duty; and
- e) refrain from making improper use of information gained through their office or taking improper advantage of their office.

Accordingly, the SAAFE Ltd. constitution requires any director who has a material personal interest in a matter that relates to the affairs of the company, including in a contract or proposed contract, any office or any property such that the director might have duties or interests which conflict (or may conflict) either directly or indirectly with the director's duties or interests as a director of SAAFE Ltd. to formally disclose the interest (including its nature

and extent) to the Board. The process for doing so is set out in the company's constitution. SAAFE Ltd. maintains a register of director interests which is regularly reviewed at directors' meetings.

Under the law and in accordance with the company's constitution, a director may not be entitled to attend any part of a Board meeting, or to vote, on any matter with which he or she has a material interest. Any decision as to how a conflict of interest is to be managed is to be determined by the Board (excluding the conflicted director) with consideration for principles of good governance, as well as the nature and extent of the conflict and the circumstances and gravity of the issue. Any conflict of interest that arises in relation to a matter in discussion at a meeting of the Board of directors must also be recorded in the minutes.

A director's failure to comply with their obligations with respect to conflicts of interest could amount to a breach of their directors' duties to the company, for which the director is likely to face criminal and/or civil penalties, amongst other potential consequences.

## **6. Disclosure and Management – Other Persons**

In accordance with the provisions of the Major Partner Agreement, Standard Project Agreement and CRC Grant Conditions, as well as for the protection of the company's integrity, good governance and risk management purposes, SAAFE Ltd. requires that all other employees, officers and contractors will declare any actual, perceived or potential conflicts of interest in relation to the company or its activities. Even if an individual feels that their decision-making is not being influenced by an interest, it must still be declared.

This should be done in writing, and in a form prescribed by any employment or other contract, if applicable. At its discretion, and strictly compliant with its confidentiality and privacy obligations, SAAFE Ltd. may implement and maintain a register of interests in relation to any committee, partner, project participant, contractor and/or its employees in order to mitigate the risk of potential conflict. Registers should be used to not only record the nature and extent of the interest, but also, where relevant, any steps to be taken by the discloser to avoid any conflict with the discloser's duty and/or interests with SAAFE Ltd.

Where a conflict of interest arises during the course of SAAFE Ltd.'s activities, one of the following are to be notified in writing at the earliest appropriate opportunity:

- a) Chair of the SAAFE Ltd. Board or Chair of the Audit, Finance and Risk Committee, for Board, Audit, Finance and Risk Committee or executive matters;
- b) SAAFE Ltd. CEO, COO or Chair of the Audit, Finance and Risk Committee, for employee or business operations matters;
- c) Committee Chair, CEO, Head of Collaboration (Research and Impact) or Research Director, for any advisory or other committee matters;
- d) SAAFE Ltd. CEO, Head of Collaboration (Research and Impact) or Research Director, for research or project matters.

Any decision as to how a conflict of interest is to be managed is to be determined by those persons listed above, with consideration for principles of good governance, as well as the nature and extent of the conflict and the circumstances and gravity of the issue. A conflict of interest that arises in relation to a matter in discussion at a committee meeting must also be recorded in the meeting minutes. Depending on the nature of the interest and risk of potential conflict, it may be appropriate for committee members to refrain from participation in discussion (or excuse themselves from the meeting) where it relates to a matter upon which they may have a conflict of interest.

Failure to disclose a conflict of interest in accordance with this policy may amount to a breach of contract for which the individual involved may be liable to termination of their professional relationship with SAAFE Ltd. (whether employment or otherwise).

If a person suspects that any other individual subject to this policy has failed to disclose a conflict of interest, they are encouraged to raise this, either formally or informally to SAAFE Ltd.'s Board, Audit, Finance and Risk Committee or management, or anonymously in accordance with SAAFE Ltd.'s Whistleblower Policy (<https://www.crcsaafe.com.au/whistleblower-policy>).

In the event of serious unavoidable and/or recurring conflicts of interest, such that the individual is unable to fulfil their duties or interests to SAAFE Ltd. to the satisfaction of the SAAFE Ltd. CEO and/or Chair of the SAAFE Ltd. Board, it may be appropriate for an individual to resign from their role.

## **7. Training and Resources**

Training and additional resources are available to all employees, officers and contractors to assist in understanding how to identify, disclose, and manage conflicts of interest. This will include examples relevant to roles such as Board members, contractors, researchers, and project personnel.

## **8. Oversight and Review**

In addition to those aforementioned authorised recipients of a conflict of interest disclosure in accordance with this policy, the Audit, Finance and Risk Committee of SAAFE Ltd. will be responsible for the oversight and enforcement of this policy.

This policy will be reviewed by SAAFE Ltd. on a regular basis and may be varied from time to time.

## **9. Contacts**

Any questions in relation to this policy may be directed to the SAAFE Ltd. CEO, COO or Chair of the Audit, Finance and Risk Committee.