

Conflict of Interest Policy

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| Policy Title | Conflict of Interest Policy |
| Policy Number | CEO010 |
| Department | CEO, Habitat for Humanity Australia |
| Version | Version 1.0 |
| Authorised By | Board of Directors |
| | Reviewed July 2021 |
| Ratified | 16 August 2021 |

Introduction

Habitat for Humanity Australia (HFHA) expects all its representatives to uphold the highest ethical standards, principles and behaviours as set out in its policies and Codes of Conduct.

HFHA is committed to conducting our programs in a transparent and accountable manner, and as such works to ensure any conflict of interest, perceived or otherwise, arising from our programs, fundraising or any other activities, is identified, managed and resolved as quickly and appropriately as possible.

HFHA is a member of the Australian Council for International Development (ACFID) and adheres to the ACFID Code of Conduct, which defines minimum standards of governance, management and accountability of development for member non-government organisations (NGOs). Complaints relating to a breach of the ACFID Code of Conduct can be made to the ACFID Code of Conduct Committee.

Policy Scope

This policy applies to all HFHA staff, Board members, volunteers, contractors and other individuals of companies who have been authorised to undertake activities for Habitat for Humanity Australia.

Policy Statement and Definition

Conflict of interest applies to:

A situation in which an employee, volunteer, Board member or any other representative of HFHA has an incentive to act in a manner that may not be consistent with the interests and objectives of Habitat for Humanity Australia; and/or a situation in which an employee's, volunteer's, board member's or representative of HFHA loyalty to HFHA may be compromised by his or her relationship with another person or organisation.

- The following definition is a guideline for evaluating whether or not a conflict of interest may exist.

Appearance of impropriety generally means a situation, relationship, or interest, irrespective of value or degree, which, to an objective observer, could or would reasonably create an impression that a conflict or a level of influence or involvement exists, when that impression is or potentially is contrary or detrimental to the interests and objectives of HFHA. A conflict of interest does not have to involve an actual conflict and may be a perceived conflict or may involve a potential conflict.

Policy in Practice

Board members, officers, employees, volunteers and contractors of HFHA must avoid:

- Engaging in activities that could interfere with the discharge of their contractual and/or legal responsibility to HFHA or that might jeopardise HFHA's reputation or competitive business advantage.
- Supplying goods or services to HFHA for profit other than, in the case of staff, as provided for in their employment contracts.
- Allowing immediate family members, partners or those with a close personal relationship of Board members and staff to enter into employment or voluntary service with the organisation unless the relationship is disclosed beforehand and it is agreed that their activities will be supervised by someone other than the person with the relationship, unless determined otherwise in consultation with and by approval of the CEO.
- Engaging in a conflict of interest or an activity that gives the appearance of impropriety unless disclosed and registered in the Conflicts of Interest Register (see below). Represent specific

groups or parties whose interests may be competitive with or detrimental to the objectives of HFHA.

- Purchase goods or services from or directly negotiate for a friend or related person to provide goods or services to HFHA for payment.
- Be involved in the selection of a related person or friend as an employee.
- Disclose any information they obtain from HFHA (such as correspondence/communications, board papers and other documents) to any third party unless doing so will further the interests and objectives of HFHA and only if permission is first obtained from the Board or Board Chair; information obtained from HFHA must not be used for personal advantage of any kind.
- Have significant interest or control or own a financial interest greater than 20% in a concern that does business with, or is a competitor of HFHA.
- Accept gifts with retail value of more than \$50 AUD, loans, entertainment or other favours from any outside concern that does or is seeking to do business with, or is a competitor of HFHA. Gifts from host nations of a cultural or national significance that cannot be refused without causing offence, will remain the property of HFHA and must be reported to the CEO or Board Chair.
- Represent HFHA in any transaction in which the person or a related person has the potential to realise personal monetary or other gain.
- Use confidential HFHA information for personal profit or for the advantage of the employee or another to whom such information is provided.
- Compete, directly or indirectly, with HFHA in purchasing or selling property, property rights, or interests' directly through operation or control or indirectly by virtue of an equity or financial interest.
- Undertake or enter into any other activity, transaction or engagement that might be deemed after due consideration by the Board and CEO to be detrimental to or potentially detrimental the interests and objectives of HFHA.
- HFHA requires that its employees will not solicit employment from its donors or collaborating bodies.
- Employees or Board members engaged in political or public advocacy activities including on social media, are expected to do so as individuals and to ensure that HFHA's name is not used without its permission in a way which would seem to endorse the individual or the position taken.

Conflict of Interest: Governance

Habitat for Humanity avoids conflicts of interest where possible. All conflicts of interest are reported and managed by the CEO, Board Chair and full Board as appropriate.

Reporting conflicts of interest:

Board members and employees with an actual or potential conflict of interest must disclose that situation and all relevant facts to the Board Chair (Board members), sub-committee chair (sub-committee members) or supervisor (employees and volunteers) as soon as possible and before any decisions are made regarding the situation that gives rise to the conflict concerns.

Board Members and staff also have a responsibility to report conflicts they may become aware of relating to other staff or Board members. Reporting a conflict provides opportunity for the conflict to be resolved appropriately and adds transparency to the situation.

Board Members may act at the request of the Board within seven days or such further period as may be allowed, by taking such steps as are necessary and reasonable to remove any conflict of interest referred to above.

If the Board Member cannot, or is unwilling to, remove a conflict of interest as required, then the Board Member must absent himself or herself from the room when discussing matters to which the conflict relates. The time the Board Member leaves the meeting and rejoins the meeting is minuted.

When the Board passes a resolution that identifies the Board Members, the nature and extent of the director's interest and clearly states that the remaining Board Members are satisfied that the interest should not disqualify the director, then that director can take part in discussions and vote on matters involving the conflicting interests.

Resolving conflict of interest:

Conflict of interest may be resolved in the following ways:

The person to whom the conflict or potential conflict is declared may determine that there is no material substance or concern and therefore no impact on the situation under consideration.

Restricting the person with the conflict or potential conflict from participation in discussion and decision making regarding the specific situation is an appropriate method where the conflict is not likely to arise frequently. Abstaining from voting or taking part in final decisions are examples of such restrictions.

Appointing an independent due diligence person to oversee all or part of the decision-making process is an appropriate method where the conflict is more significant and needs more proactive management where the person with the conflict has particular expertise and cannot be easily replaced.

Removing the person with the conflict or potential from the process is appropriate where there is ongoing serious conflict of interest and restriction or recruitment is not practical or feasible.

The person with the conflict of interest may decide to relinquish the private or external interest that gives rise to the conflict, in favour of continuing with their full participation in HFHA activities.

Conflicts of Interest Register:

All conflicts of interest must be recorded in the Conflicts of Interests Register. This Register is kept by the Company Secretary and helps demonstrate that the conflict has been declared and resolved.

The Company Secretary ensures that all conflicts of interest reported by Directors and Board sub-Committee Members that are recorded in the meeting minutes are also registered in the Conflict of Interests Register.

Before a Board member or Committee member begins his or her service with HFHA they shall file with the Company 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 or persons described in this Policy that might produce a conflict of interest.

Staff, volunteers and contractors must report any potential conflicts of interest to their supervisor on joining HFHA. Each Head of Department is responsible for reporting conflicts of interest within their respective department to the CEO. Conflicts of interest must be reported to the CEO and the CEO's decision with regard to determination of the conflict and resolution will be final. In the case of potential or actual Conflicts of interest regarding the CEO, these must be reported to the Board Chair.

The Conflicts of Interest register will include:

- Name of the person with the conflict of interest
- Date on which the conflict of interest was reported
- Name of the person to whom the conflict of interest was reported

- Details of the conflict
- Details of resolution adopted – e.g. Immaterial-no action required; Restriction applied; Independent appointment made; Removal from process; Voluntary relinquishment

Maintaining this Policy

- The Board will review this policy at least every 3 years and from time to time, for effectiveness and in line with best practice and applicable legislation.
- This policy may be amended by resolution of the Board of Directors.
- This policy will be made available to all directors and employees, volunteers and external stakeholders via Habitat for Humanity Australia's external website.
- Breaches of this policy by employees may result in disciplinary action, including termination of employment.