



Recfishwest Conflict of Interest Policy

Preamble

Conflict of interest has a legal dimension and an ethical dimension. It is described simply as having conflicting loyalties between duties as a director to the organisation and other interests. A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

- An actual conflict is where a director is likely to gain a personal advantage for themselves or a relative or a third party because of their position as a director.
- A perceived conflict is where a reasonable person might think that a Director could be unduly influenced by a private interest, even if the Director is confident of their own objectivity.
- Potential conflict refers to circumstances where it is foreseeable that a conflict may arise in future steps can be taken now to mitigate any risk

A director has a singular duty of faithfulness to the organisation, often expressed as fiduciary duties. When appointed or elected as a director of the board, the director has only one interest and that is to serve the Board. In all their deliberations and representation as a board member they owe complete faith and fidelity to the Board.

The Board should also consider the interests of other people who attend meetings convened by the Board of Recfishwest.

Application of Policy

1. **Policy application** – This policy applies to all people who attend Board, Committee and advisory meetings of Recfishwest.
2. **Directors** – At the commencement of a director's appointment, annually and at the commencement of each committee and Board meetings the Chair will ask whether directors have an interest to declare concerning any matters dealt with by the Board. Each Director will complete a Declaration of Standing Interests.

3. **Other persons** – At appointment and before any meeting anyone else who participates in Board or committee meetings including officers, employees, advisers and observers will be asked to declare any interest.
4. **When to declare** – Although most conflicts are apparent ahead of time there is occasion where a director or other persons in a meeting might only perceive the conflict during Board or committee discussion. They must stop the meeting to declare the interest.
5. The Board will retain a Conflict of Interest Register. It has adopted the following **statement on conflict of interest**:

‘Directors and officers of the Recfishwest Board have a duty to place the interests of the organisation before their own personal interest (financial or otherwise) and the interest of any other person or organisation, including the group that appointed or elected the Director. The Director or other persons will declare their actual, potential or perceived conflict of interest as soon as it is known.

Possible conflicts of interest occur where a director, or other person who attend meetings, has a relationship as an employee, partner, member, owner, adviser, significant shareholder or director or officer of another entity (e.g. company, membership organisation, stakeholder, funder and sponsor) or family member or close friend that relates to an agenda item of the Board or committee.

Conflicts are likely to occur when considering:

- Funding, contracts, resources or strategy and marketing decisions that benefit directly the director or other person or benefit their other interests
- Commercially sensitive information, including about competitors or operating environment
- Information that may be used to advise clients, or in litigation
- Information that may be relevant to a dispute between the director or other person and Recfishwest
- Employment in Recfishwest and staff remuneration

As soon as the possibility of an actual, potential or perceived conflict arises, directors and other persons must declare the nature, character and extent of any conflict of interest. In case of doubt, it is best to acknowledge the possible conflict of interest.

The Board will decide whether there is a conflict. The director will be absent during this debate. If the majority of consultative directors present take the view that the conflict declared is in fact a conflict, then the presumption is that the person is absent for the entirety of the debate on that agenda item and does not vote.

Where there is a significant conflict of interest, future papers and minutes on this matter might not be made available to the conflicted director or other person or other related persons. All Board members and all other persons must ensure papers and information are not circulated to conflicted director/ person(s), either formally or informally.

All declarations of interest shall be minuted, along with any ensuing action. A conflicts register will be maintained by the CEO. The CEO will retain confidential minutes and board papers separately to support the decision of the Board to protect information from conflicted persons

If a pecuniary or material interest is not declared and is subsequently discovered, the affected person shall be called before the Board to show cause as to why they should continue as a Board member.'

What to do when you have a conflict of interest

Preferably a Director should not put themselves in a position of having two (or more) interests that conflict or can potentially conflict. If it becomes apparent that despite the best intentions a Director finds themselves in an actual, potential or perceived conflict they should:

- ✓ As soon as possible notify the Chairperson or CEO and provide them with sufficient information about the interest and how it may conflict with your Board role. Request that you not receive any Board or internal papers that discuss the matter.
- ✓ Desist from informal discussions that might influence fellow Board members or other members and stakeholders on the matter.
- ✓ At the commencement of the meeting declare your interest. When the item is raised formally during the meeting, declare again your interest and leave the room. Don't wait to be asked. Ask to be called back when the item has been dealt with.
 - In the absence of the conflicted member, the remaining members will discuss the nature of each of the declared interests and whether to:
 1. Pass a resolution inviting a conflicted member back to the meeting on the basis that those members are satisfied that the interest should not disqualify the conflicted member from voting or being present.
 2. Not invite a conflicted member back to the meeting while that matter is discussed.
- ✓ Ensure that the minutes record your declaration and that you were absent for the item and note when you re-joined the meeting.
- ✓ Consider seeking legal advice if in doubt about how to handle a substantial real or potential conflict of interest. Determine with Chairperson and CEO the suitable legal advisor and arrangements for the cost of the advice. If you feel it is impossible to resolve the conflict, consider resigning from the Board.