

# Conflicts of Interest and Related Party Transactions Policy

14 April 2026

## Purpose

This policy establishes a clear and consistent framework for identifying, disclosing and managing conflicts of interest and related party transactions. Its objectives are to:

- protect the integrity of decision-making at The Benevolent Society;
- maintain public trust and confidence; and
- assist Benevolent to meet legal, regulatory and governance obligations.

## Scope

This policy applies to all Board Directors, Board Committee members, staff, contractors and volunteers of The Benevolent Society and any entity that is controlled by The Benevolent Society (**Benevolent, we, us, our**).

## Definitions

**Actual COI** – a COI that is happening now, or you know will happen.

*Example* – A Benevolent service delivery employee is assigned to support a client who is a relative of the employee. This personal connection will compromise the employee's ability to remain impartial when delivering services.

**Constitutional Purpose** – broadly means supporting people who are vulnerable, disadvantaged or in need. Refer to the constitution which can be found on Benevolent's website on the Legal and Corporate Governance page for the full purpose in rule 1 "Purpose of Society".

**COI** – means a conflict of interest which arises when a person or Benevolent has a competing interest, duty or loyalty that could improperly influence, or be perceived to influence, their decisions or actions. Conflicts may be:

- Actual COI, Potential COI and/or Perceived COI;
- Financial COI and/or Non-Financial COI; and
- Individual COI or Organisational COI.

**COI Form** – means the form authorised by the Company Secretary for the purpose of staff and Board Directors and Committee members disclosing a COI and amended from time to time. The COI Form also records agreed COI/RPT management actions (including any required approvals) and is used to support entry of the matter in the Organisational Register.

**Financial COI** – occurs when a person or their close contact could gain money or a financial benefit (e.g. discount, commission, payment) as a result of a decision or action taken in the person's role with Benevolent.

*Example* – A Benevolent employee recommends engaging a supplier in which they hold shares. This means the employee could personally benefit if the supplier is awarded the contract.

**Individual COI** – occurs when an individual’s personal or professional interests create an actual, potential or perceived COI that may interfere with their duty to perform their role impartially and act in Benevolent’s best interests.

*Example* – A Benevolent employee is on the committee that will decide whether to award funding to a community partner where the employee’s partner works.

**Organisational COI** – occurs when Benevolent’s roles, relationships or activities create an actual, potential or perceived COI that may compromise our ability to act impartially and in the best interests of Benevolent’s Constitutional Purpose and those we serve.

*Example* – Benevolent may be compromised by competing dual roles (e.g. acting as both service provider and funder); collaborative relationships with organisations while also competing for funding; and/or relationships with subsidiaries or controlled entities.

**Non-Financial COI** – occurs when a person or their close contact could gain a non-financial benefit (e.g. preferential treatment, career advancement, increased influence) as a result of a decision or action taken in the person’s role with Benevolent.

*Example* – A Benevolent employee is the supervisor of a personal friend. This relationship may affect – or be seen to affect – their objectivity in performance management, promotion decisions or disciplinary actions.

**Perceived COI** – a situation that could appear to be a COI to someone else.

*Example* – A Benevolent employee’s partner volunteers for a charity that is applying for funding from Benevolent. Even if the employee is not involved in funding decisions, others might see this as a COI.

**Potential COI** – a COI that could happen later but might not.

*Example* – A Benevolent employee is on the Board of an organisation that may compete with Benevolent for future service delivery tenders. While no direct COI exists now, one may arise if both organisations pursue the same opportunities.

**Organisational Register** – is the register maintained by the Company Secretary which captures COIs and RPTs that have been disclosed to Benevolent.

**Pre-Approved Transactions** – do not require Board approval or recording in the Organisational Register. The following transactions are pre-approved transactions:

- (a) appointment of Board Directors, Board Committee members and Board Advisory Committee members.
- (b) any Board approved payment for a non-Board Director who has been appointed to a Board Advisory Committee.
- (c) reimbursement of reasonable expenses incurred by Board Directors in performing their duties in accordance with Benevolent policies.
- (d) payment of indemnities, insurance premiums and legal expenses incurred in performing Board Director or officer duties.
- (e) transactions in the ordinary course of business not exceeding \$10,000 per annum in aggregate.
- (f) donations to Benevolent from a Related Party not exceeding \$10,000 in value.

All requests for clarification regarding interpretation should initially be directed to Finance.

**Related Party** – is a person or entity that is related to Benevolent and includes any of the following:

- (a) A person or a close member of that person’s family (i.e. spouse, partner, children or any of their respective dependents) who has control or joint control of, significant influence over, or is key management personnel of Benevolent (this includes all Board Directors and Executives).
- (b) An entity that is controlled by, or is an associate or joint venture of Benevolent.

**RPT** – means related party transaction and is any transaction that involves a transfer of resources, services or obligations between Benevolent and a Related Party, regardless of whether or not the transaction includes financial payment. Related party transactions are considered COIs. Examples include:

- (a) Buying or selling goods / services to a Related Party;
- (b) Lending money or providing guarantees to a Related Party;
- (c) Awarding grants and gifts to a Related Party;
- (d) Employing or having volunteer a Related Party;
- (e) Leasing premises or equipment to a Related Party;
- (f) Transferring intellectual property to a Related Party.

The above examples are illustrative only and not exhaustive. Any monetary benefits provided by Benevolent to employees as part of their employment contract arrangements (e.g. reimbursement for travel or meal expenses), and in accordance with Benevolent policies, are not considered related party transactions.

*Links contained within this policy are internal and accessible to Benevolent staff members.*

# Governing Framework

Role	Responsibilities
<b>Board</b>	<ul style="list-style-type: none"> <li>• Sets the organisational tone by fostering a culture of integrity and transparency in relation to COIs and RPTs.</li> <li>• Promotes a strong culture of identifying and disclosing COIs and RPTs.</li> <li>• Satisfies itself that the governing framework for managing COIs and RPTs is effective.</li> <li>• Reviews and monitors material breaches of this policy.</li> <li>• Approves this policy and any material updates.</li> <li>• Seeks legal advice on COIs and RPTs matters as required.</li> </ul>
<b>People and Culture Committee</b>	<ul style="list-style-type: none"> <li>• Reviews and addresses any COIs and/or RPTs that arise at the Board or Executive level, or any other interest or transaction that may have a significant impact on the organisation.</li> <li>• Ratifies resolution of matters in circumstances where a COI and/or RPT has arisen in a Board meeting where the appointment, conditions of service or remuneration of, or the supply of goods or services by a Board Director or the Board Director's immediate family is being considered.</li> </ul>
<b>CEO</b>	<ul style="list-style-type: none"> <li>• Champions and upholds a culture of integrity and transparency in relation to COIs and RPTs.</li> <li>• Has overall responsibility and accountability for the effective management of COIs and RPTs across the organisation.</li> <li>• Identifies and manages risk exposure arising from non-policy compliance or ineffective COI/RPT management.</li> <li>• Provides regular and formal assurance to the Board regarding compliance with this policy.</li> <li>• Analyses reported breaches, identifies systemic trends and ensures corrective actions are implemented.</li> <li>• Seeks legal advice as needed.</li> </ul>
<b>Executives</b>	<ul style="list-style-type: none"> <li>• Promotes and maintains a culture of integrity, transparency and compliance within their area of responsibility.</li> <li>• Has overall responsibility and accountability for the effective management of COIs and RPTs within their area of responsibility.</li> <li>• Establishes and maintains directorate-specific systems, procedures and practices and ensures effective controls, training and escalation pathways to support compliance with this policy.</li> <li>• Ensures employees, volunteers and contractors within their area of responsibility are aware of and understand this policy.</li> <li>• Participates in annual assurance activities and other required reviews to confirm compliance.</li> </ul>
<b>Staff, Contractors, Volunteers</b>	<ul style="list-style-type: none"> <li>• Discloses any COI and RPTs as soon as practicable by following the process outlined in Appendix A of this policy.</li> <li>• Complies with all conflict management strategies put in place.</li> </ul>
<b>Legal function</b>	<ul style="list-style-type: none"> <li>• Provides legal advice and support on COIs and RPTs as required.</li> </ul>
<b>Governance function</b>	<ul style="list-style-type: none"> <li>• Maintains the Organisational Register containing details of COIs and RPTs.</li> <li>• Provides governance advice to support compliance with this policy.</li> <li>• Oversees and coordinates the annual assurance review process and any other process.</li> <li>• Oversees and coordinates reviews of this policy.</li> </ul>

# Policy Statements

1. Benevolent is committed to acting with integrity and in the best interests of the organisation and its beneficiaries. We encourage a culture of transparency where interests and relationships are disclosed early, including where an individual is unsure whether they constitute a COI or RPT. All COIs and RPTs must be promptly identified, disclosed and appropriately managed to support accountability and maintain public trust.
2. Individuals must act in our best interests at all times by identifying, disclosing and appropriately managing COIs and RPTs, having regard to:
  - (a) their role and responsibilities;
  - (b) our Constitutional Purpose; and
  - (c) the law.
3. Individuals have an obligation to avoid COIs and RPTs. Benevolent recognise COIs and RPTs can arise, particularly in the charity and not-for-profit sector, and the existence of a COI or a RPT does not of itself imply wrongdoing. What matters is that relevant interests and relationships are disclosed early and that any COIs and RPTs are promptly identified, disclosed and managed. The obligation to disclose arises from the relationship between the parties, not from an individual's assessment of whether a COI or RPT exists.
4. Benevolent enters into funding and service agreements with various agencies, each with their own COI policies which Benevolent is required to comply with. Individuals have an obligation to consider and comply with the COI policies of Benevolent's funders and other stakeholders, as relevant to their role.
5. Benevolent acknowledges the unique cultural obligations, kinship systems, and community responsibilities of Aboriginal and Torres Strait Islander peoples. We recognise that these obligations may, at times, intersect with professional responsibilities and give rise to COIs. Benevolent is committed to addressing such situations with cultural humility and sensitivity and to supporting conflict management strategies that respect and uphold both cultural integrity and good governance.
6. COIs and RPTs must be managed using proportionate and documented management actions that protect the integrity of decision-making and operations. In particular, where COIs and RPTs are identified within Benevolent's service delivery, appropriate management actions will be implemented to manage the identified risks and uphold the integrity of our service delivery. Benevolent is committed to addressing all COIs and RPTs in a way that protects the quality of services as well as clients and staff. Management actions may include one or more of the following, as appropriate:
  - (a) Expectation for disclosure are made before appointment, engagement or employment with agreed management actions and any required approvals being recorded in the COI Form, or otherwise documented.
  - (b) Conflicts of interest are a standing agenda item for relevant meetings.
  - (c) Decision-making made by unconflicted decision-makers or subject to appropriate separation of duties.
  - (d) Related parties identified and selected through open and transparent processes, which consider multiple suitable options where practicable.
  - (e) Before entering into a related party transaction, appropriate due diligence is undertaken, which may include background checks and confirmation that required licences or registrations are held.

Further guidance to support staff on identifying appropriate management actions will be provided on the COI Form and/or in the form of guidance.
7. Specifically, staff:
  - (a) **Board approvals** - must obtain prior written approval from the CEO and have the COI Form finalised before accepting any formal Board appointment. In the first instance, please escalate to your responsible Executive.

- (b) **Receipt of Gift or Benefit** - must follow the [Fundraising, Donations, Gifts and Benefits Policy](#) if they are offered or provided a gift or benefit.
  - (c) **Secondary Employment** - do not need to declare secondary employment under this policy if already declared under the policy governing secondary employment. However, staff who work in NDIS Early Childhood Approach and intend to become a Registered Provider of Support (RPOS) will also need to complete and submit the COI Form.
8. If the appointment, conditions of service, remuneration or the supply of goods or services by a Board Director (or the Board Director's immediate family) is being considered at a Board meeting:
    - (a) The Board Director must be excluded from that part of the meeting where the matter is being discussed or decided.
    - (b) The quorum for the meeting must not include the Board Director.
    - (c) Any resolution on the matter must be subsequently ratified either by the People and Culture Committee or at a general meeting.
  9. Executives are responsible for identifying and managing Organisational COIs that arise within their directorates. COIs with organisation-wide or cross-portfolio implications must be escalated to the CEO, who holds ultimate accountability for their management. Any Organisational COI must be disclosed, documented, and managed with the same rigour as Individual COIs, in line with this policy.
  10. Board Directors, Executives and staff each carry disclosure obligations in respect of RPTs, relevant to their role. Benevolent requires RPTs to be disclosed and maintains a record of RPTs, including information about the relationship and the transaction and details of the approval process. All RPTs, unless a Pre-approved Transaction, require Board approval before proceeding.
  11. Benevolent continues to monitor COIs and RPTs with a view to continuously improving this policy and protocols.
  12. Appropriate guidance and training will be provided to all relevant people to support effective identification and management of COIs and RPTs.
  13. The Company Secretary has standing authority to release directions and instructions as well as develop educational information for our staff to deal with COIs and RPTs. Directions, instructions and educational guides are available on the [Legal and Corporate Governance Hub](#).
  14. Any queries or uncertainties arising from this policy, including its practical application or any perceived inconsistencies with this or other policies, should be referred to the Company Secretary, who is authorised to provide guidance and resolve such matters.
  15. Legal advice must be sought before there are any deviations to this policy.

## Responsibilities and policy owner

- The policy owner is the Board.
- The policy is maintained by the Company Secretary on behalf of the Board.
- The Board Chair has overall responsibility for the compliance of this policy at a Board level.
- The CEO has overall responsibility for the compliance of this policy at an organisational level.
- The Executive Directors have responsibility for the compliance of this policy in their directorate.

## Consultation and approval

The following were consulted in the development of this policy:

- the CEO
- Executive Directors
- Risk, Quality and Safeguarding Committee

This policy has been approved by:

**The Board of The Benevolent Society**

If you have any queries, concerns, or feedback about this policy, you may contact us as follows:

Company Secretary

The Benevolent Society PO Box 257

Broadway NSW 2007

t 02 8262 3400

[theproperofficer@benevolent.org.au](mailto:theproperofficer@benevolent.org.au)

## Appendix A

# Process for Identifying, Disclosing and Managing Individual COIs and RPTs

### Step 1 - IDENTIFY

### Step 2 - DISCLOSE

### Step 3 - MANAGE

**How to use this Appendix:** Use this process to identify, disclose and manage individual COIs and RPTs. If in doubt, disclose early. If the situation is time-sensitive or high risk, pause the activity (where possible) and notify the appropriate manager or organisational contact.

#### STEP 1 - IDENTIFY

1. As a starting point when considering whether you have a COI, ask yourself: *“Would a reasonable person think my personal interests might influence my job at Benevolent?”*
2. If you are unsure whether something is a COI or RPT, you are encouraged to disclose it anyway so it can be assessed and, if needed, managed appropriately.
3. Identify whether the matter is:
  - (a) a COI (actual, potential and/or perceived and whether financial and/or non-financial). COIs are often overlapping and intersecting; and/or
  - (b) an RPT (i.e. a transaction involving a transfer of resources, services or obligations between Benevolent and a Related Party), including whether it is a Pre-Approved Transaction.
4. Staff may refer to the [COI Reference Guide](#) and/or [RPT Quick Guide](#) for further guidance.

#### STEP 2 - DISCLOSE

**Which pathway applies?** Volunteers and contractors notify their Benevolent contact. Staff, Board Directors/Committee members, CEO, Company Secretary and Executives disclose and complete a COI Form.

5. **Volunteers and Contractors** notify their Benevolent contact of the COI/RPT as soon as practicable. The Benevolent contact documents the COI/RPT and escalates it to the responsible Executive for action and oversight.
6. **Staff** disclose the COI/RPT as soon as practicable and submit a COI Form to their manager.
7. **Board Directors and Board Committee members** disclose the COI/RPT as soon as practicable and submit a COI Form to the Board Chair or the Company Secretary. Alternatively, a COI/RPT may be disclosed during the standing COI and RPT agenda item at a Board or Committee meeting, followed up by a COI Form if deemed necessary or desirable by the Board or Committee.
8. **CEO** discloses the COI to the Board Chair as soon as practicable and submits a COI Form. Alternatively, a COI/RPT may be disclosed during the standing COI and RPT agenda item at a Board or Committee meeting, followed up by a COI Form if deemed necessary or desirable by the Board or Committee.
9. **Company Secretary** discloses the COI/RPT to the Board Chair and CEO as soon as practicable and submits a COI Form. Alternatively, a COI/RPT may be disclosed during the standing COI agenda item at a Board or Committee meeting, followed up by a COI Form if deemed necessary or desirable by the Board or Committee.
10. **Executives** disclose the COI/RPT to the CEO as soon as practicable and submit a COI Form. Alternatively, a COI/RPT may be disclosed during the standing COI agenda item at an Executive business meeting, followed up by a COI Form if deemed necessary or desirable by the CEO.

#### STEP 3 - MANAGE

11. **Assess.** Once a COI/RPT has been identified and disclosed/notified, the relevant contact will work with you to assess the matter and agree appropriate conflict management actions: your manager (staff), your Benevolent contact (volunteers/contractors), or the Board Chair/Company Secretary (Board Directors and Board Committee members). For RPTs, the assessment should also consider whether the transaction is a Pre-Approved Transaction and whether Board approval is required before proceeding.
12. **Document.** The disclosure will be documented as follows: staff and other roles that use the COI Form will complete a COI Form; volunteers and contractors will have the COI/RPT documented by the Benevolent contact. For RPTs, ensure the documentation clearly records the related party relationship, the nature/value of the transaction (including any non-monetary elements), and any required approvals.
13. **Escalate and review.** The documentation will be escalated through the usual management line to the responsible Executive for oversight and then provided to [theproperofficer@benevolent.org.au](mailto:theproperofficer@benevolent.org.au) for governance review (and legal advice if needed). Where the matter is an RPT, any required approval (including Board approval, unless the transaction is pre-approved) must be obtained before the transaction proceeds.
14. **Record.** Once finalised, the COI/RPT and agreed management actions will be entered into the Organisational Register. Any Board Director or Executive COI/RPT will also be submitted to the People and Culture Committee and/or Board, as needed, for review.
15. **Review and update.** COIs and RPTs can change over time. You must reassess and update conflict management actions if circumstances change, with your manager (staff), Benevolent contact (volunteers/contractors) or the Board Chair/Company Secretary (Board Directors and Board Committee members). All active COIs are reviewed at least annually.