

CONFLICT OF INTEREST POLICY

Purpose

The purpose of this policy is to provide the Manufacturing Industry Skills Alliance (the Manufacturing Alliance) Board, with guidance to prevent Conflicts of Interest where possible and if not possible, to deal with them in an ethical, responsible manner, ensure they are disclosed and to mitigate any associated risks.

This policy operates in accordance with the *Department of Employment and Workplace Relations (DEWR) Jobs and Skills Councils Code of Conduct (Code of Conduct)*.

Scope

This policy applies to all Board Directors,
Requirements for employees of the Manufacturing Alliance are outlined in a separate policy – *Conflict of Interest (Employees)*.

Definitions

Conflict of Interest	A situation where a person's interests or loyalties are, might be, or may be perceived to be in conflict with their responsibility to act in the best interests of the organisation.
Material Personal Interest or Association	Where there is a real and substantial conflict between a person's personal interests and the position of trust they hold which they must not profit from. In this situation, the person must absent themselves from a meeting and not vote where the matter to which the interest relates is being considered.

Policy Statement

The Manufacturing Alliance commits to using its best endeavours to ensure compliance with managing and mitigating conflicts of interest of the directors, in accordance with this policy and associated processes with alignment to the DEWR Code of Conduct

All directors are required to disclose any material personal interest or association that could give rise to an actual, potential, or perceived conflict with their obligations to act in the best interest of the Manufacturing Alliance Jobs and Skills Council (JSC).

An interest or association is considered a material conflict if it has a reasonable possibility of influencing or being seen to influence the decision or actions of the individual or the Board.

Examples of when a conflict of interest may arise include (but are not limited to):

- **Officer or Director Positions:** where an individual holds a position in any other organisation which could benefit from, or have an interest in, any matter relating to the JSC.
- **Shares/Memberships:** an individual holds shares or has membership in other organisations that may benefit or have an interest in any matter before the JSC.

- **Outside employment/contracting, consulting, advising:** where an individual engages in employment, contracting, consulting, or advising with or to an organisation that could benefit from a matter before the JSC.
- **Family/friends/professional associations:** where the individual has family or close friends and professional associates who could benefit from a matter before the JSC.
- **Financial gain:** an individual making a financial gain from any matter before the JSC which could include any payments or contracts awarded to the JSC.
- **Gifts, benefits, and hospitality:** any form of gifts received by an individual that could or could be seen to compromise the decision making of the JSC.
- **Registered training and other organisations:** an individual has a close connection, association or relationship to an organisation which is a RTO, GTO, Employment Services Provider with an active case load or is an AASN provider and that organisation is involved in the delivery of or has an interest in a training package that is the responsibility of the JSC.

Responsibilities

The Manufacturing Alliance Board is responsible for:

- Establishing a system for identifying, disclosing, and managing conflicts of interest and monitoring compliance with this policy.
- Establishing a culture of transparent and honest reporting of conflicts of interest within the Board; and
- Reviewing this policy on an annual basis to ensure that the policy is operating effectively.

Procedure

1. A director must not knowingly place themselves in a position where there is a real or perceived conflict between personal or business interests, or their duties to any other company, and the interests of the JSC.
2. All directors are required to declare their conflicts of interest whether they are actual, potential, or perceived in the **Register of Interests and Associations**, which documents the following:
 - a. The name of the relevant individual or organisation.
 - b. Details of their role in relation to the Jobs and Skills Council.
 - c. A record and description of any declared interests or associations, including details of how this interest or association relates to any actual or potential activities of the Jobs and Skills Council.
 - d. The date of disclosure.
 - e. An assessment of the integrity risks posed by the declared interest or association.
 - f. Any steps taken to mitigate, manage or remove the conflict (if any), including identifying any follow up actions required.
3. A director who has a material personal interest in a matter that is being considered at a Board meeting must not vote on the matter or be present while the matter is being considered unless the majority of non-conflicted directors determine by resolution that a conflicted member may provide their views on the matter in writing. Any written views must be recorded in the minutes.
4. A director may give a standing notice of an interest by tabling a written notice of that interest at a meeting of Directors. Disclosure of new conflicts is the responsibility of all directors. This disclosure will be a notification to all directors at the commencement of any discussion relating to that conflict.
5. If a director is faced with an actual or potential conflict of interest in relation to a particular matter being considered by the Board the necessary action will be determined by the Board and may include:

- Fully and frankly informing the Board about the circumstances giving rise to the conflict.
 - Abstaining from voting on any motion relating to the matter and absenting from all Board deliberations relating to the matter.
 - Changing their circumstances that give rise to the conflict.
 - Resigning from the Board.
6. The Register of Interests and Associations is required to be provided to DEWR:
 - a. Immediately when notice is declared of a conflict of interest that presents a serious risk to the integrity, jobs, or actions of the JSC with details of the steps taken to mitigate, manage or remove the conflict.
 - b. On a biannual basis or on dates notified or as soon as reasonably practicable following a request by the Department.
 7. The Company Secretary must record in the Board minutes any declaration made or any standing notice or changes to that notice provided to the Board.
 8. The Register of Interests and Associations is required to be published on the Manufacturing Alliance's website.

Approved by the Board on 23 November 2023