International Centre for Missing & Exploited Children, Australia Ltd (ABN 86 645 682 828)

Conflict of Interest Policy

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1. Introduction

International Centre for Missing & Exploited Children, Australia Ltd (ICMEC Australia) is committed to undertaking its work in a fair and unbiased manner without the influence of improper considerations.

2. Purpose

The purpose of this Conflict of Interest Policy ('**Policy**') is to help the ICMEC Australia ('**organisation**') Board of Directors ('**Board**') to effectively identify, disclose, and manage any actual, potential and/or perceived conflicts of interest in order to protect the integrity of ICMEC Australia and to seek to manage risk.

3. Application

This Policy applies to the Board Directors and any appointed Members of any committee set up in accordance with clause 46 of the ICMEC Australia constitution (referred to as '**defined rules**').

The Board aims to ensure that all Board Directors and Committee Members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this Policy, and the law, to ensure they effectively manage those conflicts of interest as representatives of ICMEC Australia. Further, the Board must seek to ensure fair evaluation and disclosure of any payments being offered to Board Directors and Committee Members.

Prior to the onboarding of Board Directors or a Committee Member, each appointee will be asked to disclose any actual, potential and/or perceived conflicts of interest. All disclosed conflicts will be entered into the Conflicts of Interest Register and maintained by the Company Secretary.

As a standing agenda item at every Board and Committee meeting, Directors and Members will be given an opportunity to declare any new, changed, or ceased actual, potential and/or perceived conflicts of interest. The Company Secretary will update the Conflict of Interest Register accordingly.

Prior to each meeting, Directors and Members will receive the meeting agenda and supporting papers to allow sufficient time to consider whether any actual, potential and/or perceived conflict of interest exists in relation to matters to be discussed. Directors and Members must also disclose any conflict of interest that arises between meetings or after the circulation of meeting papers.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of ICMEC Australia.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a Board Director's and Committee Member's duty to ICMEC Australia and another duty that the person has (for example, to another organisation). A conflict of interest may be actual, potential and/or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of ICMEC Australia.

Therefore, these situations must be managed accordingly.

5. Management and responsibilities of conflicts of interest

This Policy has been developed to address conflicts of interest affecting ICMEC Australia.

Conflicts of interest are common, and they do not need to present a problem to ICMEC Australia as long as they are openly, fairly and effectively managed.

It is the policy of ICMEC Australia, as well as a responsibility of the Board, that ethical, legal, financial, or other conflicts of interest be managed and that any such conflicts (where they do arise) do not conflict with the obligations to ICMEC Australia.

ICMEC Australia will manage conflicts of interest by requiring Board Directors and Committee Members to:

(a) avoid conflicts of interest where possible

(b) identify and disclose any conflicts of interest

(c) carefully manage any conflicts of interest

(d) follow this Policy and respond to any breaches.

5.1 Responsibility of the Board

The Board is responsible for:

(a) establishing a system for identifying, disclosing, and managing conflicts of interest, as set out in this Policy

(b) monitoring compliance with this Policy

(c) reviewing this Policy every two (2) years to ensure that the Policy is operating effectively.

ICMEC Australia must ensure that its Board Directors are aware of the Australian Charities and Not-for-profits Commission (ACNC) *Governance Standards*, particularly *Governance Standard 5* (Annex A), and that they disclose any actual, potential and/or perceived conflicts of interests as required by Annex A.

5.2 Identification and disclosure of conflicts of interest

A Board Director or Committee Member should continuously assess whether they have an:

(a) **Actual Conflict:** a conflict that exists now;

(b) **Potential Conflict:** a conflict that could arise in the future; or

(c) **Perceived Conflict:** a conflict that a reasonable third party may perceive to be a conflict, even if no actual conflict exists.

Where an actual, potential and/or perceived conflict is subject to disclosure, this should be undertaken at the following intervals:

(a) during the Board Director or Committee Member onboarding process,

(b) before Board or Committee meetings,

(c) when agenda papers are received prior to a scheduled meeting,

(d) between meetings, and

(e) whenever a new, changed or ceased conflict arises.

Once an actual, potential and/or perceived conflict of interest is identified, it must be entered into ICMEC Australia's Conflict of Interest Register.

The register of interests must be maintained by the Company Secretary. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Where every other Board Director shares a conflict, the Board should refer to *ACNC Governance Standard 5* to ensure that proper disclosure occurs.

5.3 Confidentiality of disclosures

Disclosure of any conflict will be listed within the Conflict of Interest Register and recorded in any relevant Board meeting minutes. Any confidential disclosure should be made directly to the Board Chair, who will then determine an appropriate course of action within a reasonable time frame.

If the conflict involves the Board Chair or presents a conflict if disclosed to the Board Chair, the non-conflicted Directors of the Board will nominate an 'Independent Chair' for the purpose of the discussion of this conflict. For the purpose of this appointment and discussion, the Board Chair will be excluded from the discussion and voting of the 'Independent Chair'. The appointment of an 'Independent Chair' will exist solely for the purpose of managing the confidential conflict involving the Board Chair. Minutes of the appointment, the discussion and the outcome will be maintained by the Company Secretary and will be classified as privileged discussion from the Board Chair, unless otherwise agreed to by the remaining non-conflicted Directors.

Where a conflict involves a Committee Chair and who is not a Board Director, a Board Director on a committee established under the 'defined rules', will be designated as the 'Independent Chair'. Where two Board Directors are present on a committee, the 'Independent Chair' will be appointed by mutual consent between the Board Directors solely. Management of a conflict involving the Committee Chair will follow the same process as outlined for conflicts involving the Board Chair.

6. Action required to manage conflicts of interest

6.1 Conflicts of interest of Board Directors

Once the conflict of interest has been appropriately disclosed, the conflicted Board Director (as well as any other conflicted Directors) is recused from voting on the matter, participating in any debate, or being present during decision-making related to the conflict of interest.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board Director from regularly participating in discussions, the Board may consider whether resignation is appropriate.

6.2 What should be considered when deciding what action to take

In deciding what approach to take, the Board will consider:

(a) whether the conflict needs to be avoided or simply documented

(b) whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making

(c) alternative options to avoid the conflict

(d) ICMEC Australia's resources

(e) the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the organisation.

The approval of any action requires a majority decision. A majority decision means a decision made by more than half of the Board Directors who are present at a meeting and eligible to vote on the matter. The decision must be determined through a formal voting process and recorded in the meeting minutes. Once the required majority is achieved, the decision is deemed approved and the Board may take any action necessary to give effect to that decision.

The action and result of the voting will be recorded in the minutes of the meeting and in the Conflict of Interest Register.

7. Contacts

For questions about this Policy, contact the Board Chair or Company Secretary.

8. Breach of Policy

If the Board has a reason to believe that a person subject to this Policy has failed to comply with it, it will investigate the circumstances.

If it is determined by the Board that a Director or a Committee Member has failed to disclose a conflict, the Board may take action against that individual within a reasonable timeframe. This may include removal from the Board, a committee role, or any other role relevant to ICMEC Australia.

Any breach of this Policy should be reported to the Board Chair, who will determine the appropriate course of action.

9. Monitoring and review of Policy

The Board must review and reassess the Conflict of Interest Policy every two (2) years to ensure it operates effectively, meets the requirements of ICMEC Australia, and reflects any changes in legislation.

The Board reserves the right to amend the Policy at any time if needed.

A copy of the Conflict of Interest Policy is available on ICMEC Australia's website.

Annex A – ACNC *Governance Standard 5*: Duties of Responsible People

ACNC defines '**Responsible People**' as someone responsible for governing a charity, such as its Board Directors, Committee Members, or trustees.

Governance Standard 5 requires charities to take reasonable steps to make sure that the following duties apply to Responsible People and that they follow them. The duties can be summarised as follows:

(a) to act with reasonable care and diligence

(b) to act honestly and fairly in the best interests of the organisation and for its charitable purposes

(c) not to misuse their position or information they gain as a responsible person

(d) to disclose conflicts of interest

(e) to ensure that the financial affairs of the organisation are managed responsibly

(f) not to allow the organisation to operate while it is insolvent.

Generally, the duties mean that Responsible People should act with standards of integrity and common sense.

Purpose of this standard:

A charity must make sure that its Responsible People are required to meet a set of legal duties. This ensures that they act in the best interest of the charity and in a way that doesn't endanger its work.

Responsible People have a responsibility to put the interests of their charity above their own personal interests. Generally, they need to be careful and conscientious in their roles and act with standards of common sense and integrity.

The purpose of this standard is to give the public confidence that a charity's Responsible People are managing the organisation well and meeting these duties.

Ways to meet this standard:

Steps your charity can take to meet this standard:

(a) bring these duties to the attention of Responsible People

(b) outline their duties by setting them out in a Board charter

(c) regularly provide information or training to Responsible People on their duties to refresh their knowledge (such as by advising of ACNC webinars on relevant topics)

(d) encourage Responsible People to attend, prepare for, and participate in meetings
(e) have processes for the responsible management of money
(f) have processes in place to manage conflicts of interests
(g) take action if Responsible People are failing to meet their duties.