

AIRAH MANAGING CONFLICTS OF INTEREST POLICY

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1. Purpose

The purpose of this Policy is to help those who represent AIRAH to effectively identify, disclose, and manage any actual, potential, or perceived conflicts of interest to protect AIRAH's integrity and to manage risk.

2. Scope

This Policy applies to representatives of AIRAH including the AIRAH Board, members of Special Technical Groups (STGs) and Divisional Committees, those who sit on panels for professional registration of engineers under the APER scheme, employees, contractors, and other people who deliver services on behalf of the organisation.

Note that all AIRAH members are bound by the AIRAH Code of Professional and Ethical Conduct.

3. Definition of conflicts of interest

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

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 duty to AIRAH and another duty that the AIRAH representative has (for example, to another organisation). A conflict of interest may be actual, potential, or perceived and may be financial or non-financial.

These situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of AIRAH. Therefore, these situations must be managed accordingly. AIRAH representatives shall prevent conflict of interest wherever possible and:

- Avoid tasks that may create conflict between the interests of their clients, employers or employees, and the public
- Strive to avoid all known or potential conflicts of interest and keep employers or clients fully informed on all matters – financial or technical – that could lead to such conflict
- Refuse compensation, financial and other considerations, in return for specification or recommendation of products or services.

4. Policy

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

Conflicts of interest are common, and they do not need to present a problem to AIRAH if they are openly and effectively managed.

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

AIRAH will manage conflicts of interest by requiring all representatives of the organisation to:

- Avoid conflicts of interest where possible
- Identify and disclose any conflicts of interest
- Carefully manage any conflicts of interest, and
- Follow this Policy and respond to any breaches.

4.1 Responsibility of the AIRAH Board

The AIRAH Board is responsible for:

- Establishing a system for identifying, disclosing, and managing conflicts of interest across AIRAH
- Monitoring compliance with this Policy, and
- Reviewing this Policy on an annual basis to ensure that the Policy is operating effectively.

The AIRAH Board must ensure that its members are aware of the [ACNC Governance Standards](#), particularly [Governance Standard 5](#), and that they disclose any actual or perceived material conflicts of interests as required by Governance Standard 5.

4.2 Identification and disclosure of conflicts of interest

Once an actual, potential, or perceived conflict of interest is identified, it must be entered into AIRAH's Conflict of Interests Register, as well as raised with the Board.

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

Conflicts of interest may be raised by emailing the Company Secretary, Sami Zheng, via sami.zheng@airah.org.au

The Company Secretary must maintain the Conflict of Interest Register. 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).

4.3 Confidentiality of disclosures

All AIRAH Board members, the Chief Executive, and Company Secretary will have access to the information disclosed.

5. Action required to managing conflicts of interest

5.1 Managing conflicts of interest

Once the conflict of interest has been appropriately disclosed, the Board (excluding any Board member who may have made the disclosure, as well as any other conflicted Board member) must decide whether to:

- Vote on the matter (this is a minimum),
- Participate in any debate, or
- Be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering if it is appropriate for the person conflicted to resign from the Board.

5.2 What should be considered when deciding what action to take

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

- Whether or not the conflict needs to be avoided or simply documented
- Whether or not the conflict will realistically impair the disclosing individual's capacity to impartially participate in decision-making
- Alternative options to avoid the conflict
- AIRAH's objects and resources, and
- Possibility of creating an appearance of improper conduct that might impair confidence in AIRAH, or damage its reputation.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting.

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

6. Compliance with this Policy

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

If it is found that this person has failed to disclose a conflict of interest, the Board may act against them. This may include seeking to terminate their relationship with AIRAH.

In the case of an AIRAH member, the Board should follow the procedure as outlined in AIRAH's Procedures for the Management of Complaints.

Contacts

For questions about this Policy, contact:

- The AIRAH President – president@airah.org.au
- Company Secretary – sami.zheng@airah.org.au

Also see the documents found on AIRAH's [leadership and governance page](#).

- AIRAH Board Handbook
- AIRAH Code of Professional and Ethical Conduct
- AIRAH Procedures for the Management of Complaints.

Further information may be found at acnc.gov.au