



# Conflicts of Interest Policy - DRAFT

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## Part 1 – Introduction

### 1 Purpose

The purpose of this policy is to help the directors and employees of Openly to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity and independence of Openly, and manage risk.

### 2 Objective

The directors aims to ensure that all directors and employees are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Openly.

### 3 Scope

This policy applies to all directors and employees of Openly.

### 4 Definition of conflicts of interests

A conflict of interest occurs when a company or person has a vested interest such as money, status, knowledge, relationships, or reputation which puts into question whether their actions, judgment, and/or decision-making can be unbiased.

This may include a director or employee's duty to Openly conflicting with another duty that the director or employee has (for example, to another company). 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 make a decision based on, or affected by, these influences, or biases, rather than maintaining the integrity of Openly. Therefore these situations must be managed accordingly.

## Part 2 – Policy

### 5 Foreword

This policy has been developed to address conflicts of interest affecting Openly.

Conflicts of interest are common, and they do not need to present a problem to Openly as long as they are transparently and effectively managed.

It is the policy of Openly, as well as a responsibility of its directors and employees, that ethical, legal, financial or other conflicts of interest or bias be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to Openly and/or the integrity of the Openly certification program.

Openly will manage conflicts of interest by requiring directors and employees to:

- (a) avoid conflicts of interest where possible;
- (b) identify and disclose any conflicts of interest;
- (c) carefully manage any conflicts of interest; and
- (d) follow this policy and respond to any breaches.

### 6 Responsibility of the directors

- (1) The directors are responsible for:
  - (a) establishing a system for identifying, disclosing and managing conflicts of interest across Openly;
  - (b) monitoring compliance with this policy; and
  - (c) reviewing this policy on an annual basis to ensure that the policy is operating effectively.
- (2) The directors must ensure that all directors and employees are aware of the governance standard detailed in section 7 of this policy, and that they disclose any actual or perceived material conflicts of interests or bias as required by section 7.

### 7 Governance standard

- (1) This governance standard requires Openly to take reasonable steps to make sure that the following duties apply to all directors and employees 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 Openly while maintaining the integrity of the Openly certification program;
  - (c) not to misuse their position or information they gain as a part of their role; and
  - (d) to disclose conflicts of interest or bias.

- (2) Generally, the duties mean that responsible persons should act with standards of integrity and common sense.

## **Part 3 – Identification, Disclosure and Confidentiality**

### **8 Identification and disclosure of conflicts of interest**

- (1) Once an actual, potential or perceived conflict of interest or bias is identified, it must be entered into Openly's register of interests, as well as being raised with the directors.
- (2) The register of interests must be maintained by a director. 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, the context of the disclosure, the date and details of the person making the declaration).
- (3) All conflict of interest disclosures will be entitled to a level of confidentiality. Access will be restricted to the directors.

### **9 Conflicts of interest for directors**

- (1) Once the conflict of interest has been appropriately disclosed, the directors (excluding the director who has made the disclosure, as well as any other conflicted directors) must decide whether those conflicted directors should:
  - (a) vote on the matter;
  - (b) participate in any debate; or
  - (c) be present in the room during the debate and the voting.
- (2) Once a decision has been made relating to section 9(1), the directors must meet to decide on what required actions should be taken.

### **10 Conflicts of interest for employees**

- (1) Once the conflict of interest has been appropriately disclosed, the directors must meet to decide on what required actions should be taken.

## Part 4 – Required Actions

### 11 Required actions for conflicts of interest involving directors

- (1) In deciding what approach to take, the directors 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;
  - (c) whether there are alternative options to avoid the conflict;
  - (d) whether the conflict affects Openly's objectives and resources;
  - (e) whether there is the possibility of creating an appearance of improper conduct that might impair confidence in or the reputation of Openly; and
  - (f) whether disciplinary consequences are required.
- (2) The approval of any action requires the agreement of at least a majority of the directors (excluding any conflicted director/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 register of interests.

### 12 Required actions for conflicts of interest involving employees

- (1) In deciding what approach to take, the directors 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;
  - (c) whether there are alternative options to avoid the conflict;
  - (d) whether the conflict affects Openly's objectives and resources;
  - (e) whether there is the possibility of creating an appearance of improper conduct that might impair confidence in or the reputation of Openly; and
  - (f) whether disciplinary consequences are required.
- (2) The approval of any action requires the agreement of at least a majority of the directors (excluding any conflicted director/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 register of interests.

## **Part 5 – Available actions**

### **13 Disciplinary Consequences**

- (1) Failure to identify, report, address or monitor conflicts of interest in accordance with this policy may lead to disciplinary consequences up to and including dismissal. The level of disciplinary consequence is solely at the discretion of the non-conflicted directors.
- (2) If the directors have a reason to believe that a person subject to the policy has failed to comply with this policy, it will investigate the circumstances which may lead to disciplinary consequences up to and including dismissal. The level of disciplinary consequence is solely at the discretion of the non-conflicted directors.

## Part 6 – Special Considerations

### 14 Certification

- (1) To maintain the integrity of Openly’s certification program, including all aspects of the certification process, disclosed conflicts of interest that relate to the certification of an entity will be managed with special consideration.
- (2) If a director or employee has disclosed a conflict of interest, they will be wholly prohibited from participating in any assessment, compliance management, audit, dispute resolution or any other activity relating to certification of any entity related to the conflict of interest.