

Register of Interests

A register of interest declaration is to be completed by all persons, annual or mid-year, and if new information/relationships/conditions/ circumstances necessitate. In addition to the register, any discussion at Board level may necessitate persons to consider their interests to specific agenda items, and they must notify the Chairperson/ Secretary/Board immediately before discussions commence. These should be declared, in addition to the register of interest form to ensure real time awareness of any conflicts of interest. Any uncertainty regarding a particular interest should be supported by advice (e.g., legal). If a Board member is in doubt as to whether they are in a position of (conflict of) interest, they should be prudent and err on the side of caution and openness and declare their possible interest immediately. The Company Secretary, in consultation with the Chairperson as appropriate, will be able to provide advice to any Board member who has a query about a declarable interest. Once an interest is declared, the Board may decide to:

Permit full participation by the person.

Permit participation by the person in the discussion but require abstention in the final decision.

Require the person to leave the meeting before the discussion.

The person themselves may also decide to leave the meeting even when the Board consider that the declared interest is immaterial or not relevant to the item being discussed or the decision being made. The minutes should reflect all activity in relation to interest declaration and outcomes in relation to the above process. The Board shall review the adequacy of the register of interest process on an annual basis.

Conflict of Interest

It is acknowledged that Members contribute their expertise and their unique insights to the Boards/organisational decisions. In making such contributions, the member is not acting in a representative capacity but as part of the collective Board and is required to respect and safeguard the collective decision of the Board on any matter. In the carrying out of their duties, members need to be aware of real or perceived conflicts of interest and conflicts of loyalty

Key aspects of the interest register should include disclosure of any conflicts of interest, conflicts of loyalty, and expected behaviours. Each board and committee member should sign and acknowledge the obligations on them as outlined in the code of conduct.

A conflict of interest occurs when a Board member' private, business, or professional interests (including that of a relative, partner or connected party) can influence or compete with his/her duties as a Board member of the organisation in a manner which may unduly influence the proper fulfilment of his/her fiduciary duty towards the organisation.

Conflict of Loyalty

A conflict of loyalty arises where a board member may be involved in board decisions and maybe (or perceived to be) potentially influenced by considerations other than the best interests of the organisation. This might happen when the board member has come onto

the Board as a nominee of a particular group, and this situation may cause the board member to think that they should act primarily in the interests of the grouping that nominated them as distinct from the interests of the organisation. The following is recommended:

Board members will always act in the interests solely of your organisation as their board member, rather than acting in the interests of any grouping whom they otherwise represent.

Board members will declare any conflict of loyalty or any circumstance that might be viewed by others as a conflict of loyalty as soon as it arises.

Board members will submit to the judgment of the Board and do as it require regarding potential conflicts of loyalty.

Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

The process for recording declarations of conflicts of interest/loyalty for Board members extends to any Committee members (see nominations committee note). Each member of the Committee will take personal responsibility to declare any potential conflict of interest/loyalty arising in relation to any items on the agenda for Committee meetings. The Committee will specify its procedures where a conflict of interest/loyalty arises in the context of a particular agenda item, including a requirement that the relevant member brings the potential conflict of interest/loyalty to the attention of the Chairperson and, where necessary:

Permit full participation by the person.

Permit participation by the person in the discussion but require abstention in the final decision.

Require the person to leave the meeting before the discussion.

The person themselves may also decide to leave the meeting even when the Committee or Chairperson consider that the declared interest is immaterial or not relevant to the item being discussed or the decision being made. Similar arrangements should apply in relation to meeting documentation, with documentation relating to the item not being made available to the member. This should be noted in the minutes of the meeting.

APPENDIX

REGISTER OF INTEREST - FORM

Personal details

Name:

Position:

Date Completed:

Directorships Name of Organisation:

Nature of Business:

Details of Directorship:

Other information you believe maybe relevant: Beneficial Interests in Companies Details of any financial or material support that you receive from an organisation and any ownership interests.

Name of Organisation:

Nature of Business:

Details of Interest:

Other information you believe maybe relevant: Other Employment Details (for employees?) Details of any other employment. Name of Organisation:

Nature of Business:

Details of Activity:

Other information you believe maybe relevant: Other Remunerated Positions Details of any other remunerated positions held. Name of Organisation:

Nature of Business:

Details of Activity:

Other information you believe maybe relevant: