POLICY G004: CONFLICT OF INTEREST POLICY

Responsible person:	CEO	Version:	2.2
Approved by Board of Directors:	27 February 2019	Scheduled review date:	February 2027

PREAMBLE

This policy was written by So They Can (Australian Entity) for use across all So They Can offices. So They Can operates six offices registered in each of Australia, Kenya, Tanzania, New Zealand, England & Wales and the USA, which are part of the So They Can Global Alliance. In this policy, 'CEO' means CEO of So They Can (Australian Entity). Unless specified otherwise the 'Board' refers to the board of So They Can (Australian Entity). This policy is intended for all So They Can staff, Board members and volunteers, in all 6 So They Can offices. So They Can procedures are consistent with So They Can policies.

DEFINITIONS

So They Can Representatives – are all individuals and institutions who act on behalf of So They Can regardless of whether or not there is a formal legal agreement between them and So They Can. This includes, but is not limited to, all trustees, members, directors, employees, contractors, consultants, advisors, volunteers, casual laborers and regular suppliers of good and services, and implementing partners irrespective of which country their role is situated. In this document So They Can refers any or all of the international So They Can entities registered in Australia, New Zealand, Kenya, Tanzania, England & Wales and the USA.

A **conflict of interest** is a situation where the interests or personal circumstances of So They Can Representative improperly influence or may improperly influence the performance of his or her official duties and responsibilities.

Conflicts of interest may be real, apparent or potential:

- **Real**: where a direct conflict exists between current official duties and existing private interests;
- **Apparent**: where it appears or could be perceived that private interests are improperly influencing the performance of official duties – whether or not that is actually the case;
- **Potential**: where private interests are not but could come into direct conflict with official duties.

Examples of conflicts of interest:

- Related party transactions that could benefit or could be perceived as benefiting So They Can Representative ;
- Awarding of contracts or procurement of goods and services where favour is shown to a supplier;
- Personal and family relationships of So They Can Representatives where a perception of unfair advantage could arise;
- Use of So They Can facilities and equipment for personal or third-party interests;
- Use of official information where internal So They Can information is knowingly or unwittingly shared with a third party;
- Providing favour to allied religious, ethnic or family groups; and
- Secondary employment or contracting where such engagement is at odds with fulfilment of the individual's So They Can responsibilities.

POLICY

This policy aims to enable So They Can to conduct its activity with high standards of personal and corporate integrity and to assist all So They Can Representatives to understand what is expected of them in relation to real, potential or perceived conflicts of interest.

A conflict of interest may affect a person's judgement as to what is in the public or organisation's interest, or may lead to a bias in their decision making. So They Can Representatives are required to take all reasonable measures to avoid a conflict of interest. Should any actual, perceived or potential conflict of interest be identified, it must be fully and frankly disclosed and effectively managed by So They Can Representatives. Management of conflicts of interest must be fair, transparent, accountable and free from bias.

PRINCIPLES

This policy is based upon the following principles and expectations:

- So They Can Representatives will never engage in bribery, corruption, fraud or financial impropriety, and will act ethically and lawfully at all times;
- At all times So They Can Representatives will put the needs of beneficiaries, stakeholders and the organisation ahead of their own;
- Vendors and suppliers will be selected on the basis of quality, service and cost only.
- So They Can Representatives will be guided by a Decision-Making Framework to make objectives decision in line with So They Can's values and appraisal criteria outlined in So They Can's Theory of Change.
- So They Can Representatives will withdraw from discussions, decision-making, transactions, and relationships whenever a conflict of interest exists, or could be seen to exist;
- Any potential conflict of interest, or anything which might be perceived as a conflict, is immediately disclosed and referred for investigation and management;
- All declared conflicts of interest will be recorded in a Conflict Register.
- All So They Can Representatives are made aware of the potential for conflicts of interest, and are encouraged to raise related concerns/issues, at any time, with the Board, the CEO, or their manager/team leader.

PROCEDURES

General procedure for handling conflicts of interest

It is the responsibility of So They Can Representatives to examine their interests and relationships and to declare any and all potential conflicts of interest immediately that he/she becomes aware of it with a designated Board member, the Chair, CEO, Country Manager, or Program Manager.

Prior to working/volunteering with So They Can, So They Can Representatives must declare any personal or financial interest which may result in a conflict of interest. In the course of each individual's work, and on the individual's own volition, they must declare (either orally or in writing), any potential conflict of interest, then withdraw from the relevant discussion/decision making, and refrain from voting, on any issue in which their involvement could result, or be perceived to result, in a conflict of interest (e.g., leading to a personal or financial advantage).

Conflicts of interest should be disclosed to the designated Board member (Amber Matthews) or CEO

within Australia, New Zealand, England & Wales or the US, and the Country Manager or Program Manager in project countries. As a matter of principle, the 'interested' person will play no role in decision-making associated with the relevant matter. Decisions related to conflicts of interest should be made and managed by 'disinterested' persons only.

When a So They Can director or trustee discloses a conflict of interest, the designated Board member or the Chair will bring the matter to a Board meeting. The director or trustee will not vote on the matter nor attend the meeting unless the directors present agree that the interest should not disqualify such director, trustee or member from being present. The minutes of the meeting will record the decision taken by the directors who do not have an interest in the matter.

When a So They Can Representative discloses a conflict of interest to the CEO or Country Manager, they will determine whether or not the matter constitutes a conflict of interest and the action to be taken. In making a determination the CEO or the manager of the disclosing person may choose to discuss the matter with other members of the executive team and may request that the matter goes to the full Board for decision.

It shall be the responsibility of the CEO to ensure that all So They Can Representatives are made aware of this policy, who to report conflicts to and any amendments to it.

Specific instances where conflict of interest may arise and relevant guidelines

- Board and staff involvement in other aid agencies
  Directors, trustees and members are permitted to be involved with other aid agencies provided these are not in direct competition with So They Can regarding sponsor acquisition.
  Employees or contractors are expected to advise their supervisor where they have, or are considering, an involvement with another aid agency. The supervisor or manager will determine whether or not a real or perceived conflict of interest exists such as to limit, compromise, or impede the employee's or contractor's ability to carry out their duties impartially. If it does the supervisor or manager shall inform the CEO.

- Directors, trustee or members taking on new executive roles
  Directors, trustees or members of a So They Can entity prior to accepting an executive position must notify the Board before applying.

- Commitments of So They Can resources by directors, trustees or members
  Individual directors, trustees or members of a So They Can entity are not authorised to commit the resources of So They Can without Board or CEO approval unless they hold an executive position and have the requisite authority to do so in accordance with the terms of their appointment.

- Gifts, entertainment and non-financial incentives
  Gifts, entertainment and non-financial incentives should not be given or received if they create a feeling of obligation.
  Giving or accepting reasonable entertainment such as meals, theatre parties or events by directors, trustees, members or executive staff is acceptable if it advances the work of So They Can and is without conflict of interest.
  Any gift or entertainment given or received by a So They Can Representative in excess of AUD$250 must be reported to the CEO or in the case of the CEO to the Board.

Policy Breaches

A So They Can Representative who breaches the Conflict of Interest Policy faces disciplinary action, which may lead to dismissal, and/or legal action and/or information being passed to relevant authorities.

Any So They Can Representative who suspects a breach, must, in the first instance, report the matter to the CEO, or in the project countries to the Country Manager and in case of directors, trustees or members to the Chair of the Board or in the case of the Chair to the whole Board. No action will be taken against any So They Can Representative reporting, in good faith, a breach of this Policy.

RELATED DOCUMENTS

- So They Can Whistleblowing Policy
- So They Can Policy and Manual Register
- So They Can Decision Making Framework

Date	Version	Comment
October 2013	1.0	
February 2019	2.0	Policy alignment with new organisations structure and review of alignment of ACFID, addition of preamble
Dec 2020	2.1	Additions of details for Conflict of interest designated Board Director
May 2021		Policy review, no changes
July 2022	2.2	Update of role titles, added reference to Decision Making Framework and Conflict Register
February 2023	2.2	Standard Policy review, no changes
February 2025	2.2	Standard Policy review, no changes
November 2025	2.2	Addition of England & Wales entity into preamble