

Conflict of Interest, Corporate Behaviour and Reputation

Purpose

This policy sets out how Bridge Housing Limited (the Parent Company) and its related entities (Group Entities) identify, report and manage conflicts of interest and how the Parent Company monitors the corporate behaviour and reputation of its team members.

Scope

This policy applies to the Parent Company and the Group Entities (together, the Group or Bridge).

It is designed and implemented to protect the integrity of the organisation and applies to all Bridge directors, employees, agency staff, contractors, consultants and volunteers engaged or employed by Bridge at any given time (collectively referred to as team members for the purpose of this policy).

Guiding Principles

All team members are responsible for ensuring that their personal interests do not come into conflict with their role. Conflicts of interest are an inevitable part of any organisation, but it is essential that team members actively monitor and report any actual, potential or perceived conflicts of interest that may arise in the course of their role.

The aim of this policy is not to eliminate conflicts of interest, but to foster a culture of recognition, transparency, and effective management. Declarations regarding corporate behaviour and reputation – including associations with individuals or organisations who may be perceived to have influence over the company – must also be reported and monitored transparently.

This policy is designed to assist team members to:

- Identify any actual, potential or perceived conflicts of interest;
- Disclose, record and monitor conflicts of interest and make appropriate disclosures relating to corporate reputation and behaviour; and
- Report and manage conflicts of interest or other relevant disclosures when they arise.

In this policy, there are four clear sections for understanding, identifying, disclosing and managing COIs. Bridge team members can use this policy at any stage in the process of identifying and managing conflicts.

1 Understanding

What is a conflict of interest?

Conflict of interest means a conflict between a professional duty and a personal interest of a team member that may improperly influence the team member in the performance of their duties.

There are three categories of conflict that may arise in the course of business, and are defined in the table below.

Type of Conflict	Definition	Example
Actual	Arises when there is a direct conflict between a team member's professional duties and responsibilities, and their personal interests which influence the performance of those duties.	A team member's family member has been prioritised to receive housing services above another applicant, and the prioritisation decision was made by that staff member.
Perceived	Arises where it could be perceived, or appear to a reasonable person, that a team member's personal interests could improperly or unduly influence the performance of their professional duties and responsibilities.	A team member is reviewing quotes for a service and one of the potential contractors is the employer of their sibling. While the team member believes they can make an impartial decision in the best interests of Bridge Housing, it could be perceived as being a conflict of interest.
Potential	A situation where a conflict of interest may arise in the future because personal interests could conflict with or influence a team member's professional duties or responsibilities.	A team member is on the selection panel for a job where a relative has applied.

Decision Making and Related Party Transactions

This policy is supported by the Board Governance Principles and the relevant delegations policies.

Directors owe each Group Entity they serve a duty to act in good faith and in the best interests of that specific company. Bridge directors may serve directors of multiple Group Entities. Where their duties intersect, directors must identify and manage the conflict in accordance with this policy. This includes identifying conflicts of interest when decision making for related party transactions.

All other Bridge team members owe their duties to the Parent Company, even if the Parent Company is providing services to other Group Entities.

A register of related party transactions is regularly updated and maintained for each Group Entity in accordance with the Australian Charities and Non-profits Commission's (ACNC) mandatory requirements.

All related party interests are recorded as potential conflicts of interest, and regularly monitored in the register of interests for each entity.

2 Identifying

When can a conflict of interest exist?

A conflict of interest exists when a personal interest – financial or otherwise – interferes, could potentially interfere, or could be perceived to interfere with a team member's ability to carry out their work impartially and in the best interests of Bridge.

Decisions made in the course of business must not be affected by self-interest, private affiliations, or any circumstances that may result in an unfair advantage or disadvantage to a team member or someone with whom they have a close relationship.

All team members are expected to avoid any actual, perceived, or potential conflict of interest with the primary responsibility being to disclose any conflict as soon as it is identified. Conflicts of interest are particularly likely to arise where a team member has a family or personal relationship with another party, and must therefore be disclosed immediately if they may affect, or are perceived to affect, Bridge's integrity, efficiency or reputation.

How can I identify if a conflict of interest exists?

Most team members aim to act with integrity, but sometimes it can be difficult to determine whether a conflict of interest exists. To assist, consider the following questions:

(1) Do I have a personal interest in this matter?

Could I, my family, friends or close associates benefit personally from the decision or action? This includes individuals whom I have a close relationship with, even if they are not considered friends.

(2) Do I have a professional or public duty in this situation?

Am I responsible for acting in a particular way or achieving an outcome in the best interests of Bridge or

the greater community?

(3) Is there a connection between my personal interest and my public duty?

Could my decisions or actions in my professional capacity influence or affect my personal interest in any way?

(4) Could a reasonable person perceive that my personal interest might influence my actions or decisions?

Would an independent observer think I am favouring my personal interest?

If unsure whether a conflict exists, the team member should seek advice from their manager, or the ED PCB/GCCS if their manager is unavailable.

Common examples

Conflicts of interest may arise in situations such as:

- Employing or terminating team members;
- Making development, promotion or allocation decisions;
- Selecting consultants, contractors, or suppliers even if they are related parties;
- Allocating properties or making other decisions regarding tenants, including relocations, transfers, and evictions;
- Purchasing, leasing, developing or selling properties;
- Holding a decision making role for a third party which has overlapping interests with Bridge.

There are some common situations that apply to Bridge where a conflict of interest can arise, specifically:

Personal relationships

Conflicts of interest are especially likely where team members have close family or personal relationships with each other, clients, or applicants (e.g. supervising a relative, forming friendships or personal relationships with clients, or nominating a family member for an employment position within the organisation). Where such a relationship may affect, or be perceived to affect, Bridge Housing's efficiency or reputation, the team member must disclose it to their manager so that the situation can be reported and appropriately managed.

Compromised corporate behaviour or reputational risk

Team members are required to disclose any information about their fitness to act, including adverse

findings and charges, their character or conduct, and any legal or regulatory constraints on their ability to act, such as an affiliation or association with a prohibited entity or politically exposed person.

Purchasing Bridge Housing property and leasing or selling to Bridge Housing

Purchasing, leasing and selling activities must be beyond reproach and completely transparent. A potential conflict of interest may arise when a team member or related parties seek to purchase Bridge Housing properties or land, to sell properties or land to Bridge Housing. Every team member, contractor or related party is prohibited from engaging in any of these restricted transactions unless approved in writing by the Board.

Where a team member becomes aware that a related party will be or has engaged in a restricted transaction, it is their responsibility to declare the situation to their manager, the Executive Director, People, Culture & Brand or the General Counsel & Company Secretary.

Other High Risk Situations

Certain high risk situations increase the likelihood that a conflict of interest will arise, or the consequence of it having arisen. These can be identified ad hoc or be inherent in a position description, including conflict-sensitive positions which are discussed below.

3 Declaring

How to declare a conflict of interest

If a team member believes or suspects that a conflict of interest exists or may arise, they or their manager must follow the **Declaring a Conflict of Interest** Procedure and complete the **Conflict of Interest Declaration Form** attached to the Procedure.

The primary obligation is to disclose the actual, potential, or perceived conflict of interest in advance; failure to disclose a conflict of interest appropriately could be regarded as misconduct.

The **Conflict of Interest Declaration Form** will record an ongoing strategy for managing the conflict.

4 Managing

How will we manage a conflict of interest

There are several options available to manage conflicts of interest at Bridge. This could include:

- **Monitor:** Take no further action but continue to monitor the situation, or implement closer supervision where necessary.
- **Restrict:** Limiting the declarant's involvement in the process(es), confining the declarant to an advisory role with no decision making authority or financial delegations, or preventing the declarant's dealings with systems, information or third parties.
- **Recruit:** Engage an independent third party to review or oversee the process, or engage a colleague of equal or greater seniority (to the declarant) to be involved in the matter.
- **Remove:** Removing the declarant from certain duties related to the conflicting interest (such as decision making) and/or involving other officers in certain parts of the duties.
- **Relinquish:** If legally practical, obtain an agreement to relinquish ownership or management or control of a financial interest.
- **Resign:** The declarant is to resign from Bridge Housing if the conflict of interest cannot be otherwise managed.
- **Other:** Any other appropriate management plan to effectively manage the conflict of interest.

The **ED PCB**, or **GCCS** will decide the most appropriate way to manage the conflict of interest. In the case of Director conflicts of interest, the **GCCS** will consult with the Chair of each affected Group Entity.

Roles and Responsibilities

Team members:

- Must put their duty to Bridge ahead of their personal interests at all times;
- Identify and declare any actual, perceived, or potential conflicts using the Conflicts of Interest Form;
- Review and, where appropriate, renew their declaration when their circumstances change;
- Make a declaration on the commencement of their employment, and any other time their circumstances change, in line with the requirements of this policy and procedure;
- Comply with any requirements outlined in their conflict of interest management plan; and
- Report any suspected breaches of this policy and procedure by another team member to the Executive Director, People, Brand and Culture, or the General Counsel & Company Secretary.

Directors:

- Must be aware of which Group Entity or Group Entities they owe their duty to and ensure that the conflict is declared prior to any Board meeting.

People managers:

- Be aware of the risks of conflicts of interest amongst Bridge Housing team members they manage;
- Ensure they are flexible and supportive of team members in complex situations;
- Provide advice to team members on how to manage conflicts when they emerge; and
- Record conflicts of interest on Bridge Housing's Conflict of Interests Register (through the Conflicts of Interest Form) via the Executive Director, People, Culture & Brand or the General Counsel & Company Secretary.

Bridge Housing will provide appropriate training to all team members on conflict of interest to assist to identify and manage any perceived or real conflict of interest.

Maintaining Compliance

All conflict of interest declarations expire on 30 November each year, irrespective of when the last approval was granted. All declarations are to be made using the **Conflict of Interest Declaration Form** attached to this policy.

To ensure transparency and effective management of conflicts, all Directors, Executives and those holding conflict-sensitive positions must complete the declaration annually and update it promptly if circumstances change. All other team members must complete a declaration upon the commencement of their employment and when their circumstances change.

All team members must annually review and confirm their conflict of interest declaration, and submit an updated declaration as necessary.

In addition to a declaration upon a change in circumstances, there are instances where a team member is required to update their conflict-of-interest declaration. Specifically, at the commencement of a confidential tender procurement, team members are required to update their conflict of interest declaration with the **Tender-Specific Declaration Form**.

Definitions

Directors means members of the Board of the Parent Company or any Group Entity, and also includes officers and any team members who hold formal governance roles and are responsible for providing strategic guidance, effective oversight of management, and compliance with legal and fiduciary duties.

Executive means members of Bridge Housing Limited's senior management team who hold delegated authority to manage the day-to-day operations and implement the strategic direction set by the Board.

Prohibited entity means any individual, organisation or other body that the Parent Company or Group Entities are restricted or prohibited from engaging or conducting business with. This may include entities that are subject to legal, regulatory or contractual restrictions, have been sanctioned by a government authority or funding body, present actual potential or perceived conflict of interest, or are otherwise identified by Bridge as incompatible with its values, objectives, or legal obligations.

Politically exposed person means an individual who holds, or has held, a prominent public position or role in a state or federal government body or international organisation, as well as their immediate family or close associates. This extends to, but is not limited to, heads of state or government, senior politicians, senior government officials, judicial or military officers or prominent political party officials.

Conflict-sensitive positions mean roles within Bridge in which team members maintain frequent or direct interaction with high-risk situations or sensitive information, or where their duties involve close contact with individuals, organisations, or processes that could create heightened operational, reputational, or compliance risk for the company. Conflict-sensitive positions may be identified for a short period of time in relation to a specific project, such as a tender process.

Related party means any person with whom a team member has a family relationship (specifically spouse, siblings, parents, grandparents, children, and grandchildren), a business relationship other than a casual business relationship, a fiduciary relationship (that is, a person who is entrusted to hold, control, or manage property for another), or a relationship in which one person is accustomed, or obliged, to act in accordance with the directions, instructions or wishes of the other person.

Related party transactions mean a transaction where a company provides a financial benefit to a related party.

Related Policies

- Code of Conduct
- Statement of Business Ethics
- Fraud and Corruption Policy

- Whistle-blower Policy
- Gift Policy
- Internal Audit Policy
- Notifiable Incident to Registrar
- Contractor Code of Conduct
- Procurement Policy
- Board Governance Principles
- Board Charter