

Conflicts of Interest Policy

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1. Purpose

This policy sets out the principles which support icare and everyone who works for icare in identifying, declaring and managing conflicts of interest (COI) effectively.

At icare, the interests of our customers, our colleagues, our organisation, and the community of NSW will always come first. When you have a personal interest, we want you to consider the perception of this interest influencing you in performing your role at icare. We must each ensure our personal interests do not conflict or appear to conflict with our work.

The principles in this policy are essential parts of how we manage risk at icare and protect the integrity of our business and our people by helping them avoid being placed in compromising positions and to ensure impartial and transparent decision making when interacting with suppliers and stakeholders.

2. Scope

Managing conflicts of interest is important because citizens rightly expect that icare’s staff, including their close connections and associates, should never be in a position to obtain undue personal benefits. This reflects the view that public office is held for the public good, not the purposes or benefits of the officeholder.

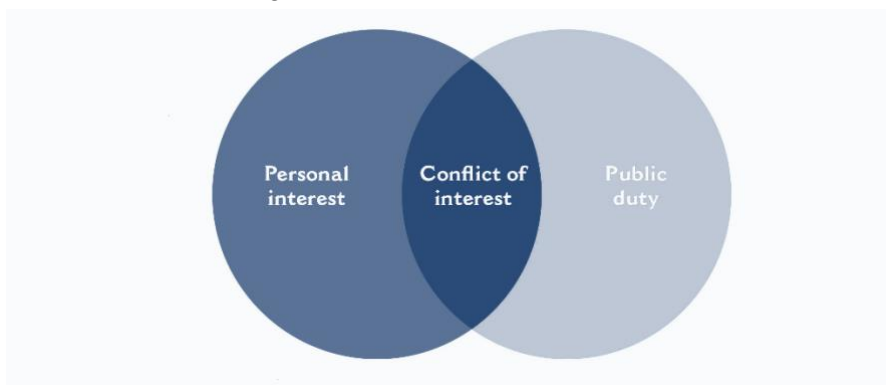
icare recognises that apart from being a member of the icare team, you are also a private individual and there will be occasions when your personal interests may come into conflict with your work. Conflicts of interest are not necessarily wrong in themselves. It is how they are disclosed and managed that is important.

This policy applies to everyone working for icare including (paid or unpaid): Board directors; part-time, temporary or permanent employees; graduates; contingent workers; independent contractors; sub-contractors; consultants; interns; secondees from other organisations; students on work placements and volunteers.

3. Key concepts

3.1 What is a conflict of interest?

Conflicts of interest arise when there is a connection or overlap between your personal interests and your public duties, as shown in the figure below.



A conflict-of-interest situation occurs when a reasonable person perceives that in the course of fulfilling your public duty you have been, could be or could be seen to be influenced by personal interests, financial or otherwise.

3.2 What is public duty?

Public duty is a broad concept that extends beyond simply performing the tasks assigned to you as part of your role at icare and is broader even than complying with policy and procedure. It means a power, authority, duty or function that is conferred on a person as the holder of public office. It includes a duty to serve the public interest in an ethical manner.

3.3 What is a personal interest?

A **personal interest** is an interest that arises from your private or non-icare work life that can bring a financial or other material benefit to you or to close connections, including family, friends, and other close associates.

This includes secondary employment, volunteering and business interests, and certain personal relationships.

A personal interest does not necessarily mean there is going to be a conflict of interest, but it is important for you to consider in all instances whether this is the case. Further examples and guidance on interpreting personal interests are outlined in the Conflicts of Interest Guidelines and Procedures (on HUGO).

If you are unsure whether a personal interest may, or may be seen to, influence you in your role at icare

- Declare it!

Types of conflicts of interest

There are three key types of conflicts of interest:

1. **Actual conflict of interest** – you are currently in a position where you can be influenced by your personal interests when performing your role for icare.
2. **Perceived conflict of interest** – you are in a position where you appear to be, or you could be seen to be, influenced by your personal interests when performing your icare duties, whether or not this is the case. This is viewed from the perspective of a reasonable person.
3. **Potential conflict of interest** – you are in a position where, in the future, you may become, or you could be seen to become, influenced by your personal interests when performing your icare duties and you are aware the conflict may potentially materialise.

Examples of each type can be found in the *Conflicts of Interest Guidelines and Procedures*.

4. Policy Principles

4.1 Initial identification and declaration

As soon as possible after identifying an actual, perceived, or potential conflict of interest, you must:

- Discuss the situation with your People Leader and agree appropriate strategies for managing the conflict. Refer to the Conflicts of Interest Guidelines and Procedures for potential management strategies you may implement; and
- Complete the Conflict-of-Interest Declaration through Risk Connect (including as much specific information as possible, and all available evidence for recording in the central Conflicts of Interest Register.
- People Leaders must approve COI declarations in Risk Connect within **5 business working days from the lodgement of the declaration**.

All COIs should be lodged by the declarant, and any exceptions discussed and pre-approved by the Conduct & Integrity team.

4.2 Ongoing management of identified conflicts of interest

- Upload all evidence of how you are managing the conflict of interest, as agreed with your People Leader, to your COI declaration record in Risk Connect.
- If the circumstances of your conflicts of interest change, you must as soon as possible discuss and agree with your People Leader any changes to the management strategies and update the COI Declaration in Risk Connect.
- When moving roles or changing People Leaders, you must discuss your existing conflicts of interest with your new People Leader and review the management strategies to ensure they remain appropriate. If any changes are necessary, you must update your COI Declaration through Risk Connect.
- Close declarations in Risk Connect, if the event related to the conflicts of interest (procurement, or recruitment) has concluded, or ceased to exist.

4.3 Secondary Employment

All secondary employment should be declared as a COI through Risk Connect to ensure that it does not impact icare staffs' capability or commitment towards achieving their responsibilities and accountabilities with integrity, in their icare roles.

4.4 Principles specific to higher risk activities (Procurement and Recruitment)

4.4.1 Recruitment

- Conflicts of interest must be declared to Talent Acquisition during any recruitment activities.
- Appropriate arrangements must be made to manage recruitment related conflicts in line with advice from Talent Acquisition or the Conduct & Integrity Team.

4.4.2 Procurement

- Anyone participating in a Tender Evaluation Committee must complete a Conflicts of Interest declaration, including a "nil" declaration if required (that is, confirming there are no conflicts to declare).
- Appropriate arrangements must be made to manage procurement related conflicts, in line with advice from the Procurement Team or the Conduct & Integrity Team.

Procurement and Talent Acquisition are responsible for maintaining a centralised register within their business areas, of all COI declarations that capture a positive or negative response pertaining to their respective procurement/recruitment event. All positive responses related to procurement and recruitment events must be declared at any relevant meeting where a decision is made and lodged in the Conflicts of Interest register in Risk Connect and approved by the People Leader within 5 business working days from the identification of a positive response. Delayed or late notifications will be escalated to the line manager for discussion and explanation.

4.5 Managing Conflicts of Interest by Independent Contractors on a Panel

The General Managers are responsible for enabling appropriate conflict of interest management systems for the independent contractors on panels engaged by their respective business areas. Positive conflicts of interest declarations, wherein the risk should be mitigated, should be lodged in Risk Connect by the supervising icare staff, along with evidence of the Conflicts of Interest Declaration form signed by the independent contractor. Positive COI declarations where the management strategy is to avoid, should be noted by the respective business areas within the records of their operating activities. The People Leaders are responsible for ensuring the ongoing identification, management, and monitoring of conflicts of interest by their independent contractors, in relation to their operational activities. People Leaders may seek guidance and refer complex matters to the Conduct & Integrity team.

4.6 Principles specific to Specified Positions

- On appointment to a role under Specified Positions (as defined in the Fit & Proper Policy), a declaration of all known conflicts of interest must be made and submitted through Risk Connect. Where no conflicts are identified, a “nil” declaration must be made.
- Incumbents of Specified Positions must complete an annual attestation in compliance with this policy.

4.7 Principles specific to Board Directors

Board Directors must abide by the requirements set out in the Board Charter for declaring and managing conflicts, at commencement of their appointment and on an ongoing basis, including at each Board meeting. The Board Governance team is responsible for maintaining and updating the (manual) Conflicts of Interest registers for conflicts of interest declarations made by the Board Directors.

4.8 Avoiding conflicts of interest

While having a conflict of interest is not necessarily wrong, you should avoid placing yourself in conflicting situations where it is practical to do so. This can be achieved by avoiding:

- assignments and tasks that could conflict with your personal interests (which you should discuss with your People Leader);
- investments or financial arrangements that could relate to your duties;
- commercial dealings with suppliers and other stakeholders that are not on a normal arm’s length basis;
- situations in which professional relationships could develop into personal relationships; or
- social media activity that could be perceived as compromising your impartiality.

Several management strategies have been provided in the *Conflicts of Interest Guidelines and Procedures* to appropriately manage the risks arising from conflicts of interest.

4.9 Monitoring and reporting

All staff covered by this policy must complete the annual conflict of interest attestations held in the last month of the financial year.

People Leaders who hold a financial and/or people delegation must complete COI attestations on a six-monthly basis through the COI High-Risk Roles Attestation campaigns conducted through Risk Connect.

The Conduct & Integrity team will perform regular awareness campaigns through Risk Connect for staff in high fraud risk business areas to prompt identification of conflict of interests pertaining to their operational activities.

The Conduct & Integrity team will report on the Conflicts of Interests by the external contingent workers/independent contractors managed by the respective business units.

The Risk and Compliance Assurance team will perform regular audit activities to confirm that conflicts of interest which have been declared are being managed in accordance with the agreed management strategies as stated in the COI declarations in the conflicts of interest register in Risk Connect, and those related to procurement projects, recruitment events, and external contingent workers/independent contractors (related business-maintained conflict of interest registers).

All instances of non-compliance will be reported to the Group Executive, Risk and Governance (GE, R&G).

Where possible, the Conduct & Integrity team will also conduct detective monitoring with a view to identifying any conflicts of interest which have not been declared, including conflicts that arise under the Gifts and Benefits Policy.

Reporting through Risk Connect is available to Group Executives and People Leaders to enable them to fulfil their obligations under this policy. Information disclosed in relation to conflicts of interest must be collected, used, stored and disclosed consistently with the requirements of icare's Code of Conduct and with appropriate sensitivity and safety.

5. Governance

The efficient management of conflicts of interest principally relies on self-identification, declaration and proper management by everyone covered by this policy. Regular training and awareness initiatives are delivered at icare to prompt staff to identify, declare and manage conflicts of interest. However, the primary responsibility for complying with this policy (at all times) lies with each individual covered by this policy. People Leaders are accountable for the ongoing management and monitoring of their team members conflict of interests.

Non-compliance with this policy may lead to disciplinary action and may also constitute corrupt conduct as defined in the Independent Commission Against Corruption Act 1988. As a result, non-compliance may be reported to the NSW Independent Commission Against Corruption (ICAC) or the NSW Police.

Anyone who reasonably suspects a breach of this policy must report the matter to their People Leader, through the Speak Up hotline (refer Reporting Wrongdoing Policy).

6. Related policies and procedures

The following icare documents should be read in conjunction with this Policy. Refer to HUGO for the most up to date policies, procedures and information, including:

- Code of Conduct and Ethics
- Conflicts of Interest Guidelines and Procedure
- Gifts & Benefits Policy
- Reporting Wrongdoing Policy
- Fit and Proper Policy
- Procurement Policy
- Recruitment and Selection Policy
- Fraud and Corruption Control Policy

7. Contact

Contact your People leader or the Conduct & Integrity team at icarecompliance@icare.nsw.gov.au if you have any questions or feedback.

8. Roles and responsibilities

Role	Responsibilities
All icare employees	<ul style="list-style-type: none"> • Identify and disclose all conflicts of interest in accordance with this policy. • Implement, adhere to and monitor all management strategies for managing conflicts of interest. • Comply with all reasonable requests from the Conduct & Integrity team made under this policy. • Avoid placing yourself in conflicting situations where it is practical to do so. • Participate in COI Attestation campaigns and respond within required timeframes.
People Leaders (in addition to responsibilities as icare employees)	<ul style="list-style-type: none"> • Being aware of the risks of conflicts of interest which are inherent to your team. • Support your team in understanding the requirements of this policy and in complying with them. • Ensure adequate consideration is given to the appropriate strategies for managing conflicts of interest identified within your team. • Monitor the compliance of your team members with agreed management strategies for all conflicts of interest.
Talent Acquisition and Procurement (in addition to responsibilities as icare employees and People Leaders where relevant)	<ul style="list-style-type: none"> • Maintain records of staff who have 'nil' Conflicts of Interest to declare relevant to the recruitment or procurement activity they are participating in.
General Managers	<ul style="list-style-type: none"> • Accountable for enabling appropriate conflict of interest management systems for the independent contractors engaged by their respective business areas.
Specified Positions	<ul style="list-style-type: none"> • As per Fit & Proper Policy, the roles are <ul style="list-style-type: none"> ○ Chief Executive Officer (CEO) and Managing Director (MD) ○ Group Executive ○ General Manager Internal Audit ○ Chief Actuary • Complete COI Annual Attestations and High-Risk Roles Attestations as per this policy.
Conduct & Integrity Team (in addition to responsibilities as icare employees and People Leaders)	<ul style="list-style-type: none"> • Maintain a centralised conflicts of interest register. • Review and assess conflict of interest declarations raised in Risk Connect. • Provide guidance on this policy, where required. • Develop and deliver any required training on conflicts of interest. • Undertake appropriate assurance activities to oversee the operating effectiveness of this policy. • Conduct the annual attestations for all icare staff covered by this policy.

Role	Responsibilities
	<ul style="list-style-type: none"> Any material conflicts of interest which are observed to be inappropriately managed should be escalated to the GE-Risk & Governance. Twice a year, collect conflict of interest attestations from staff identified (from time to time) as holding high risk positions. Conduct COI Awareness campaigns each quarter. Report information on the conflicts of interest register, attestation and assurance campaigns to the Group Executive Team and the Board Risk Committee on a quarterly basis. Review the effectiveness of the policy on an annual basis and recommend any changes to the policy annually to the Board.
Risk & Compliance Assurance Team (in addition to responsibilities as icare employees and People Leaders)	<ul style="list-style-type: none"> Conduct regular assurance reviews of conflicts of interest declarations related to procurement projects, recruitment events, and external contingent workers/independent contractors' (related business maintained conflict of interest registers).
Group Executive Team (GET) (in addition to responsibilities as icare employees and People Leaders)	<ul style="list-style-type: none"> Role model the behaviour to support the identification, declaration and management of conflicts of interest required by this policy. Maintain awareness of the declared conflicts of interest in your reporting lines (through reporting available on Risk Connect). Accountable for ensuring compliance with this policy by your team. (GE, Risk & Governance escalate to CEO, any material conflicts of interest which are not appropriately managed.)
Board Risk Committee	<ul style="list-style-type: none"> Comply with requirements for declaring and managing conflicts of interest as set out in the Charter Provide oversight of icare's control framework for managing conflicts of interest.
Board	<ul style="list-style-type: none"> Review and approve this policy annually Comply with requirements for declaring and managing conflicts of interest as set out in the Board Charter

9. Version control and document history

Key document information	
Document owner	Group Executive, Risk and Governance
Approving Authority	Board (CEO and Group Executive, Risk and Governance under delegated authority to approve minor amendments to policies)
Last Approval Date	26 February 2024
Review Frequency	Annual

Version	Author	Change summary	Approved by / date
1	GM Compliance	New policy	Risk, Compliance and Audit Committee – 23/11/2016
2	GM Compliance		Chief Risk Officer – 18/04/2018
3	GM Risk Management	Annual Review <ul style="list-style-type: none"> Alignment with ICAC Guidance 	Board – 22/11/2019
4	Chief Risk Officer	Annual review <ul style="list-style-type: none"> Implementing ICAC Guidance in policy principles Clarifying and updating scope, monitoring and roles and responsibilities Adjusting attestation program Updating consequence management 	Board – 23/11/2020
5	GM Compliance	Annual review <ul style="list-style-type: none"> Converting to the new Policy format; Replace references to Chief Risk Officer with Group Executive, Risk and Governance; Change reference from COI Procedure to COI Guidelines (consistent with the document name); Clarify the obligation to conduct regular reviews of procurement projects and the conflicts of interest register; Minor wording edits for clarification. 	Board – 4 December 2021
5.1	Group Executive, Risk and Governance	Minor amendments only, as follows: <ul style="list-style-type: none"> Change references to Conflict of Interest declarations using a COI Form to making a declaration through Risk Connect; Update of Audit and Risk Committee to Board Risk Committee. 	CEO and Group Executive, Risk and Governance – 1 June 2022 (by delegated authority to approve minor amendments to policies under the Policy Governance Framework)

Version	Author	Change summary	Approved by / date
5.2	GM Compliance	Amendments as follows: <ul style="list-style-type: none"> • Evidence pertaining to managing COI to be uploaded into COI declaration in Risk Connect • People Leaders to approve COIs in Risk Connect within 5 days of being raised (note this avoids aged “draft” COIs in system). • Added section on Secondary Employment to provide guidance to staff on potential nature of conflict • Add requirements for Procurement and Talent Acquisition to maintain records on “nil COI to declare” pertaining to relevant business activity. • COI attestations from staff in roles deemed to be “high risk” moved from quarterly to twice a year. • Oversight of policy requirements moved from “Compliance Team” to “Conduct and Integrity Team” noting this team is also in Line 2 • State requirement for all staff to participate in COI attestations within requirement timeframe. 	Board - 28 November 2022

Version	Author	Change summary	Approved by / date
6.0	GM Risk and Compliance	<p>Major review</p> <ul style="list-style-type: none"> Section 4.5 has been added on managing conflicts of interests by independent contractors on a panel. A gap was identified in ensuring compliance to the COI policy requirements by this specific group. The added section defines the requirements of conflicts of interest management systems for the group, and the subsequent accountabilities for the related business specific roles. The policy now clearly details that the Board Governance team is responsible for maintaining and updating the Conflicts of Interest Register for the Board Directors. Terminology has been updated for Designated Senior Executives to 'Specified Positions' and for the roles and responsibilities to align with the definition of 'Specified Positions' in the Fit & Proper Policy. Further updates have been made on roles and responsibilities, planned monitoring and reporting of COI attestations, campaigns for each year, availability of reporting through Risk Connect for Group Executives and People Leaders, and the requirements for handling of COI information. Owing to the recent Risk & Governance (R&G) restructure, the task of oversight of COI assurance activities on declared COIs has been transferred from the Conduct & Integrity team under Risk & Compliance to the Risk & Compliance Assurance team. 	<p>Board</p> <p>26 February 2024</p>