

Introduction and Scope

This policy applies to all CleanCo employees or representatives, including senior managers, officers and directors as well as our contractors and suppliers (**You** or **Your**) and sets out the expectations CleanCo has about the way conflicts of interest are managed. The policy forms part of the *Code of Conduct* and is to be read in conjunction with other relevant policies.

Purpose

This policy establishes a common understanding of the appropriate conduct expected of You in respect of conflicts of interest. In particular, the policy aims to achieve the following:

- The avoidance of conflicts of interest, where possible;
- Identification of any actual, potential or perceived conflict of interest; and
- Addressing and managing any identified actual, potential or perceived conflicts of interest in an open and transparent manner to retain the confidence of the general community and other CleanCo stakeholders.

What is a Conflict of Interest?

A **Conflict of Interest** refers to the divergence between Your private interests and Your Official Duties to CleanCo, such that an independent observer might reasonably consider that Your professional actions or decisions are influenced by Your own interests or are for Your benefit. Private interests include:

- Personal, professional and business interests that You may have; and
- The personal, professional or business interests of people or groups that You are associated with.

A Conflict of Interest can be any of the following:

- **Actual** – this involves a conflict between Your Official Duties to CleanCo, and existing private interests e.g. where You hold shares in a company which stands to benefit from a decision made by CleanCo.
- **Perceived** – this exists where it would appear to an independent observer that Your private interests do or could improperly influence the performance of Your Official Duties to CleanCo e.g. You are in the position to influence CleanCo's decision to employ a family member or a friend.
- **Potential** - arises where Your private interests could conflict with Your Official Duties to CleanCo e.g. a close family member works for a company with the same interests as CleanCo.

Directors and Senior Executives

The CleanCo Queensland Board (**Board**) has authority and responsibility for the governance, oversight and strategic direction of CleanCo. It therefore occupies a position of trust in relation to CleanCo and directors have a statutory and fiduciary duty to avoid conflicts of interest. Promptly after their appointment and any time a Conflict of Interest arises thereafter directors must disclose this interest in accordance with this policy, including completion of the *Declaration on Interests - Directors and Senior Executives*. This declaration may be tabled at the next board meeting. Directors must promptly declare all relevant interests at all Board meetings where the matter to be discussed relates to the relevant interest. Where a director is unsure whether a conflict exists, the matter is treated as a potential or perceived conflict and the issue will be raised with the Board in accordance with this policy.

Where a director declares a Conflict of Interest at a Board meeting that director should not be present whilst the matter is being considered at the meeting. Unless the meeting determines otherwise, the director must not:

- Vote on the matter; and
- Depending on the sensitivity and potential significance of the matter, receive any information regarding the matter.

If a director is concerned about the existence, or potential existence, of a Conflict of Interest in relation to another director which has not been declared, this should be discussed in confidence with the Chair, or if it involves the Chair, the Chair of the Audit Committee. The respective Chair should then discuss this with the conflicted director, to determine how best to handle the matter. The Board minutes must record any declared or identified conflict of interest and the way the conflict was managed.

Related Party Transactions

Related Party Transactions can present Conflicts of Interest and may raise questions about whether they are in the best interests of CleanCo. A **Related Party Transaction** is a transfer of resources, services or obligations between CleanCo and a related party, regardless of whether a price is charged. Examples of transactions involving a Related Party include:

- Purchases or sales of goods;
- Purchases or sales of property and other assets;
- Rendering or receiving of services;
- Rendering or receiving of goods;
- Leases;
- Transfers under licence agreements; and
- Transfers under finance agreements such as loans.

A **Related Party** can include the following:

- **Not connected with CleanCo Key Management Personnel (KMP)** - Entities (subsidiaries, associates, joint ventures and others); and
- **Connected with CleanCo KMP** - Persons (KMP, **Close Family Members** of KMP) and other Entities (controlled or jointly controlled by related persons).

Related Party Transactions should be managed in accordance with the *Related Party Transactions Policy* **prior** to entering into the transaction.

Employees and Contractors

You have a duty to CleanCo to disclose promptly any Conflicts of Interest You may have, including where You are working on a commercially sensitive or major project. You must disclose any Conflicts of Interest in accordance with this policy, including the completion of the *Declaration of Interests - Employees and Contractors*. If You are in doubt about whether a Conflict of Interest exists or may be perceived to exist, speak with Your General Manager. Examples include:

- During a tendering process, You become aware that a Close Family Member's company is tendering for the contract. You are on the selection panel. You must immediately withdraw from the selection panel, advise Your General Manager or the Company Secretary of the situation, and remove yourself from any decision making which might create a perception of conflict.

- You are involved in a project located in an area where You own property. The project may affect Your land. Your personal interests may be in conflict with CleanCo's interests and You should speak with Your General Manager, the Company Secretary or CEO about how to manage the situation in line with this policy.

Interests Registers

The Company Secretary maintains separate Interests Registers to record all declared interests by:

- Directors and Senior Executives; and
- Employees and Contractors.

It is Your responsibility to ensure that the Interests Register is up to date with respect to Your interests.

Roles and Responsibilities

In the performance of Your Official Duties it is Your responsibility to:

- Avoid any Conflicts of Interest;
- Disclose any actual, perceived or potential conflicts You have in accordance with this policy as soon as You become aware of the conflict;
- Comply with this policy;
- Follow the *Protected Disclosures Procedure* to report any breaches of the *Conflicts of Interest Policy*; and
- Notify Your manager or supervisor if You do not understand any part of the policy or procedure.

Certain roles will have additional responsibility under this policy, including communicating and reporting as outlined below:

- The **CleanCo Board** is accountable for ensuring an appropriate framework for the prevention and management of Conflicts of Interest.
- The **Chief Executive Officer (CEO)** is accountable for implementing and administering the prevention and management of Conflicts of Interest. The CEO designates responsibility for this to the Company Secretary.
- The **Company Secretary** is responsible for the following:
 - Maintaining the Register of Declared Conflicts of Interests for Employees and Contractors (**Employees and Contractors Register**);
 - Regularly reviewing the policy, procedures and any changes in the law, and make recommendations regarding any necessary policy changes and implications;
 - Maintaining the standing notice of **Directors and Senior Executives Interest Register**;
 - Conducting investigations under the policy;
 - Regular reporting to the Audit Committee;
 - Advising the Board about policy changes and implications for the policy and related procedure;
 - Giving advice, guidance and assistance about the policy and related procedure; and
 - Ensuring all staff are trained on the policy, procedure and relevant legislation, codes and guidelines.
- **General Managers** must ensure that:
 - Their employees and contractors know about the policy; and
 - The procedures for addressing and managing Conflicts of Interest are complied with.

Compliance

It is Your responsibility to report information about suspected breaches of CleanCo's *Code of Conduct*, the law or CleanCo's policies and procedures in accordance with the *Whistleblower Protection Policy*.

Any breach of the obligations contained in this policy may result in disciplinary action being taken up to and including termination of employment or other engagement by CleanCo. Breaches of this policy include:

- Acting while conflicted in a way that obtains an improper personal benefit, potentially damages the interests of CleanCo or potentially damages CleanCo's reputation; or
- Contravening the management plans put in place by CleanCo to address one or more conflicts.

Breaches of this policy are reported in line with the *Whistleblower Protection Policy* and *Issue Resolution Policy*. Once reported, breaches will be thoroughly investigated by the appropriate officer. Reported instances of observed unlawful and/or unethical behaviour will be treated professionally. Reports for the Audit Committee will be produced on a semi-annual basis.

General

This policy summarises the standards and expectations in relation to Conflicts of Interest for CleanCo. This policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on CleanCo. The policy may be varied by CleanCo from time to time and will be reviewed by the Company Secretary on an annual basis. Training on this policy will be provided. Updates in relation to this policy and guides will be made accessible to staff through CleanCo's intranet.

References

This policy is to be read in conjunction with the following CleanCo policies:

- Anti-bribery and Corruption Policy
- Code of Conduct
- Entertainment Policy
- Issue Resolution Policy
- Procurement Policy
- Related Party Disclosures Policy
- Whistleblower Protection Policy

Definitions

The following definitions apply to this policy:

CleanCo	CleanCo Queensland Limited
Close Family Member	This includes a spouse/domestic partner, Your/their children/dependants and can extend to siblings, aunts/uncles, cousins, parents, grandparents, nieces/nephews and any other family member who may be expected to influence You.
Key Management Personnel	Person(s) having authority and responsibility for planning, directing and controlling the activities of CleanCo. Specifically, key management personnel of CleanCo are the CEO, directors (executive or otherwise), General Managers and shareholding Ministers.

Official Duties	Official duties are the day to day activities performed by CleanCo officers and employees as part of their role accountabilities.
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Document governance

Title:	Conflict of Interest Policy
Approved by:	CleanCo Queensland Limited Board
Periodicity of review:	Annual
Approved:	June 2019
