

Policy: Conflict of Interest

1 POLICY STATEMENT

Dietitians Australia is committed to maintaining the highest standards of integrity, impartiality, and trust in its governance processes. Conflicts of interest (COIs), whether actual, potential, or perceived, pose risks to decision-making integrity and member trust. This policy establishes a proportionate, risk-based approach to identifying, assessing, and managing conflicts of interest within a governance framework consistent with the Corporations Act 2001 (Cth), AICD guidance, and ethical leadership principles.

Managing conflicts of interest is not only a risk control obligation but a civic practice foundational to institutional legitimacy and public trust. It requires transparency, mutual responsibility, and systems that enable ethical participation at all levels of governance.

No Conflicts

No individual may participate in a decision-making process, including discussion, deliberation, or voting, where they have an actual, potential, or perceived conflict of interest, unless that conflict has been declared, assessed, and explicitly cleared in accordance with this policy.

2 SCOPE

This policy applies to:

- All individuals involved in governance, oversight, or representation of Dietitians Australia.
- Conflicts arising in relation to corporate partnerships, sponsorships, procurement, and third-party agreements are subject to this policy insofar as they relate to the interests, roles, or decisions of covered individuals.
- The substantive management of partnership risks is addressed separately in the *Corporate Sponsorship and Partnerships Policy*.

3 PRINCIPLES

Dietitians Australia manages conflicts of interest according to the following principles:

1. **Transparency:** All actual, potential, and perceived conflicts of interest must be disclosed in a timely and proactive manner to maintain trust and accountability.
2. **Integrity:** Decisions must be made based on objective evidence, merit, and the best interest of the organisation, without improper influence.
3. **Impartiality:** Individuals in governance, decision-making, or advisory roles must act free from personal or professional bias.
4. **Proportionality:** The assessment and management of conflicts of interest should reflect the level of risk posed to organisational integrity, credibility, or performance.

5. **Consistency and Fairness:** All conflicts are assessed and managed using a standardised, equitable process across all organisational roles and relationships.
6. **Accountability:** Those in leadership and governance positions have a duty to lead by example, uphold this policy, and ensure robust conflict management practices are embedded into governance processes.
7. **Decision Integrity:** Individuals must not participate in decisions where a conflict of interest, actual, potential, or perceived, exists, unless it has been transparently declared and formally assessed. Governance processes must ensure that decisions are free from improper influence.
8. **Meta-Governance¹:** Conflict of interest management operates as a civic architecture, requiring coordination across roles, anticipatory care, and institutional coherence to uphold legitimacy.

4 ROLES AND RESPONSIBILITIES

All Governance Participants (Directors, Committee Members, Panel Members):

- Proactively identify and declare any actual, potential, or perceived conflicts of interest.
- Complete annual COI declarations and update them as circumstances change.
- Refrain from participating in decisions where a conflict exists unless authorised under this policy.

Chair (Board/Committee):

- Assess declared conflicts using the COI Risk Matrix and Participation Matrix.
- Determine appropriate participation levels or escalate to the Ethics Panel where appropriate.
- Ensure accurate recording of declarations and decisions in meeting minutes.

Company Secretary:

- Maintain the COI Register and support Chairs in assessing declared conflicts.
- Ensure documentation compliance and procedural integrity.
- Ensure policy compliance across all governance functions.
- Escalate systemic or unresolved conflicts to the Ethics Panel.

Ethics Panel:

- Review high-risk or systemic conflicts and provide binding or advisory determinations.
- Report annually to the Board on trends, decisions, and recommendations.
- Guide policy updates based on observed risks and emerging issues.
- Where a conflict of interest presents a high-risk, systemic, or otherwise unmanageable governance issue, the Ethics Panel may recommend proportionate structural or process-based solutions to safeguard decision integrity. This may include recommendations for recusal, alternative decision-making arrangements, or delegation of decisions in accordance with approved delegations and governance frameworks.

Chief Executive Officer:

- Ensure policy compliance across operational staff.
- Support ethics capability development through training and scenario-based learning.

¹ Meta-governance is the process of shaping, coordinating, and overseeing the governance architecture itself, including the rules, roles, and ethical norms that guide how decisions are made, conflicts are managed, and accountability is maintained. In the context of conflict of interest management, it refers to the strategic and ethical design of systems (e.g. risk tools, escalation protocols, Ethics Panel) that enable fair, proportionate, and credible participation across Dietitians Australia's governance structures.

Staff, APD Members and External Advisors:

- Disclose any conflicts in line with this policy when engaging in governance, procurement, or partnership roles.
- Comply with guidance from Chairs, the Company Secretary, or the Ethics Panel.

Nominations and Governance Committee (N&GC):

- Review the policy, procedures and examples annually and recommend changes to the Board.

5 DEFINITIONS

The following definitions apply throughout this policy and procedures document.

Actual Conflict of Interest (COI): A situation where an individual currently has a private interest (personal, professional, or financial) that is directly at odds with their responsibilities to Dietitians Australia.

Example: A board member voting on a grant application submitted by an organisation they own or consult for.

Chair-Guided Recusal : A process where the Chair, informed by the COI Risk Matrix and policy guidance, determines the appropriate level of participation for an individual with a declared or potential conflict.

Close Personal Relationship: Includes spouses, partners (including de facto or long-term relationships), immediate family members, or others with whom the individual has a personal connection that could reasonably be expected to influence impartiality or give rise to a perceived conflict.

Collegial Familiarity: A professional relationship arising from prior or current service in the same field, organisation, committee, or network, without direct supervisory, financial, or decision-making connection in the prior 2 years. Collegial familiarity alone does not constitute a material conflict unless accompanied by other interests (e.g. shared authorship, supervision, or personal relationship). Collegial familiarity is not in itself a conflict of interest but may warrant declaration where it could reasonably be perceived as bias. Chairs may guide participation based on context.

Conflict of Interest (COI): A situation in which a personal, professional, or financial interest could improperly influence, or be perceived to influence, a person's ability to carry out their official duties impartially and in the best interests of Dietitians Australia.

For the avoidance of doubt, perceived bias, subject-matter expertise, or publicly stated professional views do not, of themselves, constitute a conflict of interest, but may warrant governance controls to protect decision integrity and public confidence.

Critical Conflict: A conflict that is systemic, severe, or repeated, requiring removal from all participation and escalation to the DNRC or external oversight. Typically applies to conflicts scoring >9 under the risk matrix or involving disqualification (e.g. accreditation consultant for an applicant institution).

Declaration of Interest: The act of formally disclosing a conflict of interest before a meeting, in writing or verbally, to allow appropriate management measures to be determined.

Ethical Hazard: A condition that increases the likelihood of compromised judgment without implying wrongdoing.

Ethics Panel: A governance body comprising the comprising a minimum of three individuals and ordinarily including a combination of the Chair, the President and one or more nominees from an external ethics or governance body responsible for adjudicating complex, disputed, or high-risk COIs. The panel may apply discretion within the scope of this policy.

Former Affiliation: A prior relationship with an organisation or stakeholder that may create the perception of bias. This includes past employment, consultancy, board service, or public association within the previous 24 months.

Material Personal Interest: As defined in s191 of the *Corporations Act 2001 (Cth)*, an interest that may have a real or substantial capacity to influence a director's decisions in matters that relate to the affairs of the company. This is a statutory concept often aligned with an actual conflict of interest.

Participation Matrix: A tabular tool in this policy used to determine whether an individual may declare, discuss, vote, or must recuse themselves, based on the type and severity of their conflict.

Perceived Conflict of Interest: A situation where others may reasonably believe a conflict exists, even if the individual has no actual influence. Managing perceived conflicts is essential for maintaining public and member trust.

Example: A board member employed by a university under review for accreditation, even if not involved in the process.

Position of Influence: A role in which an individual has the actual or perceived capacity to shape, guide, or significantly affect decisions, policies, or outcomes—whether through formal authority, advisory capacity, professional stature, or informal networks.

Potential Conflict of Interest: A conflict that may reasonably arise in future due to known or anticipated circumstances (e.g. pending employment or formal involvement in a stakeholder organisation).

Professional Association: Where an individual has shared a co-authorship, advisory, supervisory, or decision-making role within the past 24 months. Does not include general field or conference participation.

Public Sector Proximity: Where a decision relates to or may influence a public sector agency in which a close personal connection exists (e.g. spouse employed in relevant department), this shall be treated as a potential conflict and subject to risk assessment.

Recusal: The act of voluntarily or mandatorily withdrawing from discussion, deliberation, and/or voting on a matter due to a conflict of interest. Recusal may be full or partial, depending on risk level.

Risk-Based COI Assessment: A structured approach to assessing COI severity based on likelihood of influence, impact of influence, and perceived bias. It produces a numerical score to guide the appropriate level of participation.

Systemic Conflict: A conflict embedded in the structure or composition of the board or committee—such as where a majority of members have institutional ties to the subject matter—requiring external oversight or delegated decision-making (e.g. DNRC recommendation).

6 IMPACT OF INFLUENCE

Understanding the *impact* a conflict of interest may have is central to determining how it should be managed. This section provides a qualitative framework for evaluating how declared or potential conflicts could influence, or be perceived to influence, organisational decision-making.

The *Impact of Influence model* categorises conflicts according to their likely effect on Dietitians Australia's operations, credibility, and stakeholder trust. It does not assess intent or misconduct, but rather the potential consequences of involvement. This allows decision-makers and the Ethics Panel to apply proportionate, risk-based responses aligned with the nature and significance of the conflict.

The following categories illustrate three tiers of influence: *Minimal*, *Moderate*, and *Major*, each supported by practical examples to guide consistent interpretation.

a) Minimal Organisational Impact or Reputational Exposure

A conflict where any potential influence would:

- i. Affect only internal operations or administrative processes;
- ii. Pose no foreseeable harm to member trust, organisational performance, or public perception;
- iii. Not alter or appear to alter policy, funding, accreditation, or governance decisions.

Example: Participation in a routine procurement discussion with no personal interest and minimal financial value.

b) Moderate Implications for DA or Members

A conflict where the influence, if exercised, could:

- i. Affect the perception of fairness or integrity in a decision that impacts a subgroup of members or stakeholders;
- ii. Create limited reputational risk if not transparently managed;
- iii. Influence policy, partnership, or professional standards affecting member obligations.

Example: Board member contributing to CPD policy design where they also provide commercial CPD services.

c) Major Implications for Credibility or Decision Integrity

A conflict where the influence, or the appearance of it, would:

- i. Undermine the credibility or legitimacy of a decision or governance process;
- ii. Risk loss of confidence by regulators, members, or the public;
- iii. Have consequences for DA's strategic reputation, independence, or core mission.

Example: Committee member with prior authorship of standards involved in their application during accreditation decisions.

7 BREACHES, NON-COMPLIANCE AND ENFORCEMENT

Failure to disclose a conflict of interest (COI), or to comply with the requirements of this policy, constitutes a breach of governance obligations. Such breaches will be treated seriously and managed in accordance with the principles of transparency, integrity, and proportionality.

Possible Consequences:

- Issuance of a formal warning.
- Removal from participation in the relevant discussion or decision.
- Referral to the Board for further investigation and determination.
- Escalation to the Ethics Panel where unresolved, systemic, or disputed issues arise.
- Suspension or removal from governance roles in cases of serious or persistent non-compliance.

Application:

- The Chair and/or Company Secretary will determine the immediate response to a declared or discovered breach, consistent with the Conflict of Interest Procedures.
- All actions taken must be documented in the meeting minutes and Conflict Register.

- Persistent or serious failures to disclose will be escalated for Board consideration, and may result in termination of the individual's governance role.

8 ANNUAL COI DECLARATION AND TRAINING

- **Annual COI Declaration:** All board and committee members must submit an updated COI declaration each year.
- **Training:** COI management will be incorporated into annual governance training.

9 PARTICIPATION AS CIVIC DUTY AND INSTITUTIONAL CAPABILITY

Dietitians Australia recognises that ethical governance requires both vigilance and balance. While conflicts of interest must be identified and managed with rigour, recusal should not be the automatic or primary response. The objective is not to remove individuals from decision-making, but to support their participation in a way that maintains integrity, fairness, and trust.

Participation decisions must be proportionate to the level of conflict risk, guided by both the Risk Matrix and the context in which influence may arise. Chairs and the Ethics Panel are encouraged to explore structured mitigation (e.g. partial restriction, chair-guided input, or disclosure-only participation) before requiring full recusal, especially where individuals bring critical expertise or lived insight.

To this end:

- Conflict management must be enabling, not punitive. It should preserve capability while protecting credibility.
- Recusal is one of several options, not the baseline, and should be used when no other proportionate management strategy can sustain decision integrity.
- Decision-making thresholds and ethical judgments are shared responsibilities, with the Ethics Panel and company secretary serving as a steward of participatory legitimacy, not just an enforcer of exclusion.
- The overall goal is to ensure that good governance is inclusive, trusted, and resilient, not narrowed by risk aversion.

This approach positions conflict management as a civic architecture, enabling effective contribution without compromising public confidence or procedural fairness.

Institutional Capability and Learning

A mature conflict of interest framework includes continuous feedback loops and capacity-building mechanisms to support sound judgment and ethical growth across all roles.

Accordingly:

- The Conflict of Interest framework shall undergo periodic review, at least biennially, incorporating:
 - Feedback from board and committee members;
 - Reflections from Ethics Panel cases;
 - Emerging ethical risks observed across the governance landscape.
- Capacity-building activities will be embedded within governance support, including:

- Scenario-based training to promote ethics literacy;
- Optional reflective sessions on complex or contested participation cases;
- Briefings on changing legal, regulatory, or social norms affecting COI interpretation.

Through this dual focus on civic responsibility and institutional learning, Dietitians Australia affirms that ethical governance is a collective skill that is cultivated, supported, and actively sustained.

10 CLARIFYING SCOPE OF PERCEIVED CONFLICT FOR APD BOARD MEMBERS

In relation to decisions involving APD membership fees or benefits that apply universally to the profession, the Board recognises that while these matters may give rise to a perceived conflict of interest for Board members who are themselves APDs, such conflicts are:

- Non-individualised in nature (i.e., they affect all members within a regulated framework);
- Unlikely to result in disproportionate personal gain;
- Essential to the proper functioning of a professional member-based board.

Accordingly, with the oversight and advice of the Ethics Panel, these circumstances may be categorised as a Tier 2 (perceived, non-material) conflict rather than a Tier 3 or Tier 4 conflict requiring full recusal. This would allow affected directors to participate in discussion and voting, subject to:

- Formal declaration of status as an APD;
- Documentation of the decision-making process, including rationale for participation;
- Ethics Panel concurrence, recorded in the Conflict Register and board minutes.

This clarification acknowledges the structural reality of the Board's composition and preserves its capacity to function while maintaining ethical transparency.

11 POLICY REVIEW

This policy will be reviewed every year to ensure it remains effective in management of conflicts of interest.

12 APPROVAL

This Policy was approved by the Board on the date noted above.

END.