



# BOTANIC GARDENS AUSTRALIA AND NEW ZEALAND LTD

[www.bganz.org.au](http://www.bganz.org.au)

ACN 663 124 883

## Policy DI1 Declaration of Interests

### 1. Purpose

The purpose of this policy is to assist stakeholders to understand our approach to identifying, disclosing and managing the interests of our directors, employees and contractors so as to avoid conflicts of interest and protect the integrity of BGANZ.

### 2. Scope

This Policy applies to all Board Members, Committee Members, employees, and contractors of BGANZ Ltd, and to any other person notified that this Policy applies to them.

### 3. Definition of conflicts of interests

- 3.1. A conflict of interest occurs when a person's personal, or other business, interests' conflict with their responsibility to act in the best of interests of BGANZ.
- 3.2. A conflict of interest may be actual, potential or perceived, and may be financial or non-financial. It may arise from accepting gifts or hospitality.
- 3.3. Personal interests may also arise from the interests of your family, close friends, or other organisations a person is involved with, or employed by, including other charities.

### 4. Responsibility of the Board

- 4.1. The Board is responsible for:
  - 4.1.1. Establishing a system for identifying, disclosing and managing conflicts of interest
  - 4.1.2. Monitoring compliance with this policy
  - 4.1.3. Responding to any breaches
  - 4.1.4. Reviewing this policy annually to ensure it is operating effectively.

### 5. Commitment

- 5.1. All Board members, committee members, employees, and contractors of BGANZ Ltd are required to act in the best interests of BGANZ, and in a way that furthers BGANZ's charitable purposes and its obligations to members.
- 5.2. All Board members, committee members, employees and contractors should to the greatest extent possible, avoid conflicts of interests arising.
- 5.3. In some cases, perceived, potential or actual conflicts may arise, and these must be considered and managed by the Board. If not managed properly, these situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of BGANZ, damaging our reputation, and in serious cases, resulting in laws being broken.

### 6. Disclosing and recording an interest

- 6.1. Board members, Committee members, employees and contractors are required to disclose any interests they have that could be perceived to conflict with their duties to act in the best interests of BGANZ ('disclosable interests'). Disclosable interests could include:

#### Secretariat:

Botanic Gardens Australia & New Zealand Ltd, PO Box 1777, Canberra, ACT 2601

**Email:** [secretariat@bganz.org.au](mailto:secretariat@bganz.org.au)



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- 6.1.1. current and previous paid work
- 6.1.2. current and former directorships or trusteeships
- 6.1.3. current and former membership of other organisations, and/or
- 6.1.4. relevant interests of family or friends (including financial and non-financial personal interests).

- 6.2. Upon appointment to a Board and/or Committee, members should disclose any disclosable interests to the Chair of the Board or Committee, and the Board Secretary. The Board Chair should disclose any disclosable interests to the Board Secretary.
- 6.3. The Board Secretary will maintain a register of interests, which will record any information related to the interest (including the nature and extent of any conflict, and any actions taken to address the potential, perceived or actual conflict).
- 6.4. Interest disclosures should be made continuously, as they arise. However, at any meeting where decisions relating to the business of BGANZ are being made, there will be a specific item early in the agenda for meeting participants to disclose any interests relevant to agenda items that have not been disclosed previously.

## 7. Transparency of Disclosures

- 7.1. To assist in promoting a culture of disclosure and transparency, the Conflicts Register will be available to all Board and Committee Members and the CEO, upon request.
- 7.2. In addition, the register of conflicts will be reviewed as part of every Board and Committee meeting.

## 8. Managing interests

- 8.1. Following disclosure of an interest by a Board Member, the Board (excluding the Board member who has made the disclosure, as well as any other conflicted Board member) will:
  - 8.1.1. determine the extent to which the interest could realistically give rise to an actual or perceived conflict of interest or appearance of improper conduct that might impair confidence in, or damage the reputation of BGANZ
  - 8.1.2. whether the interest will realistically impair the disclosing person's capacity to act in the best interests of BGANZ when making certain decisions
  - 8.1.3. decide the appropriate action relating to managing the interest, including whether a Board member should be excluded from:
    - 8.1.3.1. voting on particular matters related to the interest (as a minimum)
    - 8.1.3.2. participating in any discussions relating to the interest
    - 8.1.3.3. being present in the room during any discussions or matters relating to the interest.
- 8.2. The approval of any action requires the agreement of at least a majority of the Board members (excluding any conflicted Board Member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.
- 8.3. In exceptional, circumstances, such as where an interest is very significant or likely to prevent a Board Member from regularly participating in discussions or votes, the Chair may

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consider whether it is appropriate for the person with conflicting interests to resign from the Board.

**9. Compliance**

- 9.1. If the Board has reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances.
- 9.2. If it is found that this person has failed to disclose an interest, the Board may take action against them.
- 9.3. This may include seeking to terminate their relationship with BGANZ.

**10. Authorisation**

Authorised by Marianne Cullen, Board Chair. Date approved by Board: 7 September 2023.

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