

Conflicts of Interest Policy

1. Purpose

The Home in Place (Australia) Limited (HOME in PLACE) is committed to ensuring high standards of ethical conduct and accordingly places great importance on making clear any actual, perceived, or potential Conflicts of Interest of Directors, Governing Committee Members and Workers of HOME in PLACE.

In addition, there is a legal expectation that Directors exercise their powers in what they consider to be the best interests of the Parent Company and cannot allow themselves to be placed in a situation where the exercise of their powers and duties are, in any way, restrained or conflicted. Home in Place is committed to managing conflicts of interest fairly, to ensure that we do what is right, meet governance obligations and community expectations.

This policy has been developed to provide a framework for declaring actual, perceived and potential conflicts of interest and elaborates the responsibility of Directors, Governing Committee Members and Workers of the HOME in PLACE Group with respect to Conflict of Interest described in the HOME in PLACE Code of Conduct.

The objectives of this policy are to:

- build and sustain a culture of integrity by:
 - taking steps to ensure that, as far as reasonably possible, Conflicts of Interest are avoided; and
 - where such conflicts do, or may arise, promoting full and thorough disclosure.
- develop and implement effective, fair and transparent Conflict of Interest management strategies to monitor and mitigate risk to the HOME in PLACE.

The policy provides a process for the identification and management of a Conflict of Interest involving a Director, Governing Committee Member or Worker of the HOME in PLACE.

2. Scope

This policy applies to all office locations of the HOME in PLACE and its Directors, Governing Committee Members and Workers engaged to carry out business activities on behalf of the HOME in PLACE.

3. Policy Statement

All actual, perceived and potential Conflicts of Interest must be disclosed by any HOME in PLACE Director, Governing Committee Member or Worker concerned and registered as a standing notice of interest or material

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personal interest as relevant. Although a material personal interest will give rise to an actual conflict, the obligation to disclose extends to any potential or perceived conflict.

Each HOME in PLACE Director, Governing Committee Member and Worker has a personal obligation to disclose any:

- Personal interest which the HOME in PLACE Director, Governing Committee Member or Worker believes is appropriate to disclose to avoid an actual, perceived or potential conflict of interest; and
- Material personal interest a HOME in PLACE Director, Governing Committee Member or Worker has or may have in a matter which relates to the affairs of the HOME in PLACE.

In the case of a Director, a Member of a Governing Committee or a Member of an advisory group, this personal obligation to disclose includes, but is not limited to, when that person's personal interest is related to a matter that is being considered or discussed by the Parent Board, the Governing Committee or advisory group in any meeting of the above mentioned groups.

Risk

Conflicts of Interest are not wrong in themselves and can happen without anyone being at fault. However, it is vital that Conflicts of Interest are disclosed and managed effectively and fairly to ensure that Directors, Governing Committee Members and Workers perform their duties in a fair and unbiased way. When not managed or properly mitigated, conflicts of interest have the potential to lead to a loss of public trust, may facilitate corrupt conduct and could result in criminal prosecution.

Policy Guidelines

The potential for a conflict of interest exists in all aspects of HOME in PLACE operations.

There should be no perception that any Director, Governing Committee Member and Worker of the HOME in PLACE has benefited by using their association with the HOME in PLACE inappropriately or in any way contrary to the public interest.

In recognition of the HOME in PLACE structure, and to manage the potential for conflicting duties as a result of multiple Directorships within the HOME in PLACE, a Director of a Subsidiary Company is taken to act in good faith and in the best interests of the Subsidiary Company if the Director acts in good faith and in the best interests of the Parent Company and the obligation to act in the best interest of the Parent Company is expressly stated in the constitution of each Subsidiary Company.

Examples of Conflicts of Interest

The following matters or personal interests may give rise to an actual or perceived conflict of interest:

- Employment;
- Any previous employment in which a Director, Governing Committee Member, Advisory Group Member or Worker still has a financial or other interest;

- Any other appointments (voluntary or otherwise), for example trusteeships, Directorships, local authority membership, tribunals;
- Professional and organisational membership;
- Membership of any special interest groups;
- Gifts or hospitality offered to a Director, Governing Committee Member, Advisory Group Member or Worker by external bodies in their capacity as a Director, Governing Committee member, Advisory Group Member or Worker and whether they were declined or accepted;
- Family connections where relevant, such as a spouse/partner working for a similar organisation;
- A personal or business relationship with third parties, customers or suppliers that could influence or prejudice their obligations to the Parent Company;
- Using, or caring for a user, of the HOME in PLACE services, and
- Any contractual relationship between a Director or a close relative and the HOME in PLACE.

The Parent Board has resolved that no HOME in PLACE Director may accept a board appointment, sit on a board of, or be the Company Secretary of a company that is a Specialist Disability Accommodation provider (**SDA**), a Community Housing Provider (**CHP**) or a related body corporate (as defined in the *Corporations Act 2001* (Cth) of an SDA or CHP unless that SDA or CHP is a related body corporate of HOME in PLACE.

Disclosure of a Conflict of Interest

Directors, Governing Committee Members or Advisory Group Members

Disclosure of an actual, perceived or potential Conflict of Interest by a Director, Governing Committee member, or advisory group member may be made either:

- At the first practicable meeting of the Board, Governing Committee or advisory group after becoming aware of the interest;
- If immediate disclosure is considered prudent to manage any potential risk to the HOME in PLACE, to the other Directors individually in writing and tabled at the next Directors' meeting; or
- In the annual standing notice of disclosure of interests (FOLIO).

At the time of making a disclosure, the Director, Governing Committee member, advisory group member or Worker must provide comprehensive details of the:

- Nature and extent of the interest; and
- Connection between the interest declared to the affairs of the HOME in PLACE.

Details of the disclosure by a HOME in PLACE Group Director, Governing Committee member or advisory group member must be recorded in the minutes of the meeting held following disclosure or in the minutes of the meeting at which disclosure is made.

The Company Secretary is responsible for lodging the declared Conflict of Interest for any Directors through the HOME in PLACE incident and event management software program - Folio in accordance with the current approved version of HOME in PLACE Incident and Event Reporting Procedures. Any declared Conflicts of Interest must be recorded in the relevant entity's *'Register of Standing Conflicts of Interest'*.

The Company Secretary will send a notification to the Director, Governing Committee Member or Advisory Group Member acknowledging the disclosure of the conflict of interest.

A Director may, at any time, consult with the Chair of the Parent Board or seek governance advice from the Company Secretary in order to determine the full nature and extent of their interest and whether it may be material. However, this does not affect the Director's personal obligation to make a disclosure.

Because of the personal nature of this obligation and the personal consequences to a Director with relation to Conflicts of Interest, the Director should err on the side of caution and make the disclosure if a Director has any doubt as to whether or not an interest may be material or otherwise require disclosure.

At the commencement of each meeting of the Parent Board, the board of a Subsidiary Company, a Governing Committee or advisory group, Directors, Governing Committee Members and Advisory Group Members should be asked to disclose if they have any actual, perceived or potential conflict of interest to any items on the meeting agenda.

Following disclosure of an actual, potential or perceived conflict of interest by a Director, Governing Committee Member or Advisory Group Member, the Parent Board, Subsidiary Board, Governing Committee or Advisory Group may pass a resolution that identifies the Director, Governing Committee Member or Advisory Group Member, the nature and extent of the Director's, Governing Committee member's or Advisory Group Member's interest (identifying the interest as an actual, potential or perceived conflict of interest) and how it relates to the affairs of the HOME in PLACE. The Parent Board, Subsidiary Board, Governing Committee or advisory group may further resolve (inter alia) that:

- The Director, Governing Committee Member or Advisory Group Member should not participate in the meeting and leave the meeting room;
- The Director, Governing Committee Member or Advisory Group Member may participate in the meeting and vote on the matter;
- Any transactions that relate to the interest may proceed; and
- The Director, Governing Committee Member or Advisory Group Member may retain benefits under the transaction despite the interest.

Workers

Disclosure of an actual, perceived or potential Conflict of Interest by a Worker may be made in writing to the Group Managing Director, the Chief Executive Officer or their Group Executive Manager.

All Workers of the HOME in PLACE are required to disclose and register the Conflict of Interest through the HOME in PLACE incident and event management software program in accordance with the current approved version of HOME in PLACE Incident and Event Reporting Procedures.

Any contractors, sub-contractors, volunteers, outworkers, apprentices, work experience students, employees of a labour hire company and consultants engaged by the HOME in PLACE must disclose a conflict of interest in

writing to the employee responsible for engaging their services. This employee is responsible for registering the conflict of interest through the Incident, Risk, Compliance, and Information Platform.

All Workers will be sent a letter acknowledging the disclosure of the conflict of interest.

Following the disclosure of a conflict of interest by a Worker, the Executive Manager Group Executive Services must:

- Record and acknowledge in writing receipt of the notice of disclosure of interest;
- Assess the disclosed interest to determine whether it is a conflict of interest; and
- Where a Conflict of Interest is confirmed, ensure that the Conflict of Interest is recorded in the HOME in Place incident and Event Reporting Platform - Folio; and
- Develop and implement an appropriate strategy to manage the Conflict of Interest.

Leasehold programs

Directors, Governing Committee Members, Advisory Group Members and Workers are expressly prohibited from engaging with the HOME in PLACE for the purposes of providing rental dwellings under the Community Housing Leasehold Program funded by the New South Wales Department of Communities and Justice and the Community Rental Scheme funded by Queensland Department of Housing and Public Works or any other similar program from time to time as determined by the Group Managing Director or Parent Board. This clause is not retrospective and any current lease agreements existing as at the date this clause is first adopted will be ended as soon as practicable.

Annual Standing Notice of Disclosure of Interests

Following the December meeting of the Parent Board each year, the Company Secretary will provide each Director, Governing Committee Member and Advisory Group Member with a form to update any previous disclosures and provide further standing notice of interests.

The completed forms are to be tabled at the first meeting of the Parent Board, Subsidiary Board, Governing Committee or Advisory Group in the annual Board, Committee and Advisory Group work calendar and used to update the '*Standing Conflicts of Interest Register*'.

Without limiting disclosure, examples of interests that Directors, Governing Committee Members or Advisory Group Members should include in their annual standing notice are:

- All other Directorships or executive positions that may have dealings with the HOME in PLACE, including a Directorship in a HOME in PLACE company or a company in which HOME in PLACE is joint venture partner;
- Any other Directorships (including a Directorship in a HOME in PLACE company or a company in which HOME in PLACE is joint venture partner) and memberships that place demands on their time (that is, that could detract unreasonably from the time they have available to allocate to the affairs of the HOME in PLACE);
- All substantial shareholdings in other companies with which the HOME in PLACE transacts or may transact;

- Property or other interest in a business that might have some interactions with the HOME in PLACE Group
- Any other interests in or memberships that may be relevant for example sporting clubs, community associations or political parties;
- Any other interests that may be relevant for example a spouse's, child's or other associate's interests; or
- Any services that a director may be providing to a HOME in PLACE Group company, whether under a HOME in PLACE NED Short Form Service Contract or otherwise.

In addition to providing an annual standing notice, each Director and Governing Committee member must provide further oral or written notice of any changes to their standing notice of disclosure of interests as soon as practicable at a board, Governing Committee or Advisory Group meeting or to the other Directors individually in writing and tabled at the next Directors' meeting. An example of when it may be appropriate for the disclosure to be made in writing and tabled at the next Directors' meeting is when the matter is likely to cause adverse or negative public attention.

Complaints or Grievances

Complaints relating to a Conflict of Interest will be managed in accordance with the HOME in PLACE Complaint Handling Policy or relevant procedure but must consider the principles outlined in this policy.

A Director, Governing Committee Member, Advisory Group Member or Worker may raise a grievance relating to a Conflict of Interest (Complainant). The grievance may be raised whether or not the Conflict of Interest has been disclosed and may relate to a personal conflict of interest (in which case the Complainant will also act as the Respondent) or a conflict of interest of another Director, Governing Committee member, advisory group member or Worker (Respondent).

The grievance process will be managed in accordance with all relevant HOME in PLACE policies and procedure, including the HOME in PLACE Staff Grievance Policy and in the context of the following principles:

- The grievance must be handled within an appropriate time frame and will be treated sensitively and impartially, having due regard to procedural fairness which includes:
 - informing the Complainant and the Respondent of the procedure being followed and providing them with copies of relevant policies and guidelines;
 - informing the Respondent of any allegation made against them relating to the conflict of interest, and allowing time for a response;
 - providing the Respondent with the opportunity to state their case, providing an explanation or putting forward an explanation or a defence as appropriate;
 - conducting a factual investigation of any allegation, interviewing all parties and considering all relevant information; and
 - acting fairly, impartially and without bias by considering all relevant information and any mitigating factors.
- It is expected that all parties involved will approach proceedings with a desire to resolve the grievance cooperatively and in good faith;

- Individuals must not victimise or harass other parties involved in the matter;
- Confidentiality must be strictly observed by all participants and at all stages of the grievance procedure; and
- The Respondent will be informed of the outcome of the investigation by the grievance investigator.

Grievance Investigator

If the grievance relates to a Director, Governing Committee Member or Advisory Group Member, it is the Chair of the Parent Board or the Company Secretary who is primarily responsible for managing the grievance procedure as the grievance investigator. The grievance investigator should advise the Board, Governing Committee or Advisory Group as applicable that a grievance has been raised and the proposed process for investigating the matter.

If the grievance relates to a Worker, it is the Group Managing Director or his/her delegate who is primarily responsible for managing the grievance procedure as the grievance investigator.

Where it can be demonstrated that there is a Conflict of Interest or the potential for a perceived conflict of interest with the grievance investigator and the grievance under investigation:

- The grievance investigator should refer the matter immediately to an alternative investigator (where the grievance investigator is the Chair of the Parent Board, the alternative investigator must be the Deputy Chair of the Parent Board unless the board resolves otherwise) or the next level of management where the grievance is in respect of a Worker; or
- A complainant or respondent may request an alternate investigator.

Responsibilities

Directors, Governing Committee Members, Advisory Group Members and Workers

Each HOME in PLACE Director, Governing Committee Member and Worker is personally responsible for assessing their personal interests and whether their interests materially conflict with, could be reasonably perceived to conflict with or have the potential to conflict with their duties or powers in regard to the affairs of the HOME in PLACE.

Chair of the Parent Board

The Chair of the Parent Board and the Chair of any Subsidiary Board will ensure that each body corporate maintains its own 'Standing Conflicts of Interest Register' to be presented as a standing agenda item at meetings of the Parent Board, Subsidiary Board, Governing Committee or Advisory Group.

Company Secretary

The Company Secretary is responsible for maintaining the central register system for Directors on Folio and will cross reference the central register with each bodies' corporate 'Standing Conflicts of Interest Register'. The Company Secretary must ensure the current version of the 'Standing Conflicts of Interest Register' is uploaded to the Diligent App 'Resource Centre' for access by the HOME in PLACE Directors at any time.

When preparing an agenda for a meeting of the Parent Board, a Subsidiary Board, a Governing Committee or advisory group, the Company Secretary in consultation with the relevant chair, must refer to the '*Standing Conflicts of Interest Register*' to determine if any Directors, Governing Committee Members or Advisory Group Members may be conflicted in relation to business on the upcoming agenda and advise the relevant chair as to what pre-emptive actions should be taken.

If there is a matter on the agenda with which a Director, Governing Committee Member or Advisory Group Member has a material personal interest and is prohibited from participating and voting on that matter, the Company Secretary must ensure that the Director, Governing Committee Member or Advisory Group Member has access to a redacted meeting pack.

Group Managing Director

The Group Managing Director will be responsible for ensuring the development and maintenance of systems for recording, managing and monitoring Worker conflicts of interest.

Employees, volunteers and third-party contractors

All employees, volunteers and third-party representatives contracted to provide services for any entity within the HOME in PLACE has an obligation to:

- Familiarise themselves with and ensure they have a clear understanding of relevant policies;
- Observe and implement such policies, and associated procedures in delivering services to HOME in PLACE clients;
- Inform clients of the impact of this policy on them and assist them to understand their rights and obligations, as required;
- Identify issues that require amendment to this policy document and complete the relevant documentation to propose the policy amendments; and
- Report breaches of this or any associated policies or procedures.

Group Executive Managers

Group Services is responsible for recording and acknowledging the notice of disclosure of interest of any Worker and assessing its nature and developing and implementing an appropriate strategy to manage the conflict.

The relevant Group Executive Manager is ultimately responsible for ensuring that:

- All stakeholders within their area of responsibility are informed about relevant policies and procedures;
- Appropriate processes and controls are implemented to enable the correct application of and adherence to relevant policies and procedures; and
- Appropriate processes and controls are implemented to enable breaches of approved policies and / or procedures to be reported and managed.

4. Definitions and Acronyms Glossary

For clarification of any definitions or acronyms contained within this document, please click on the [Glossary](#) for information.

End of Document

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