

WAIPAPA MARAE TRUSTEES

CONFLICT OF INTEREST POLICY

1. PURPOSE

To ensure that Trustees of Waipapa Marae do not engage in activities which would conflict with their ability to carry out their responsibilities as Trustees.

2. DEFINITION

A conflict of interest arises where a Trustee has an interest which conflicts (or might conflict, or might be perceived to conflict) with the interests of the Marae. The key question to ask when considering whether an interest might create conflict is:

Does the interest create an incentive for the Trustee to act in a way, which may not be in the best interests of Waipapa Marae?

If the answer is 'yes', a conflict of interest exists. The existence of the incentive is sufficient to create a conflict. Whether or not the appointee would actually act on the incentive is irrelevant.

3. TYPES OF CONFLICTS OF INTEREST

A conflict of interest may take a number of forms. It may be financial or nonfinancial. It may be direct or indirect. It may be professional or family related. A conflict of interest may arise from:

- Directorships or other employment;
- Interests in business enterprises or professional practices;
- Share ownership;
- Beneficial interests in trusts;
- Existing professional or personal associations with Waipapa Marae, or with other professional bodies;
- Professional associations or relationships with other organisations;
- Personal associations with other groups or organisations; or
- Family relationships.

A conflict of interest may be more perceived than actual. Perception is a very important factor as marae processes must be fair and ethical, and must be very clearly seen to be so.

Members who perceive there may be a conflict are to advise the Trustees Chairperson or Secretary immediately.

4. PROCESS

4.1 Trustees

It is the responsibility of Trustees to readily and promptly disclose:

- All actual or potential conflicts to the Trustees committee, describing in detail the nature of the conflict;

- Where a member is unsure of whether or not a conflict exists, they are to discuss matters with the Trustee Chairperson or Secretary in the first instance who may then refer the matter to the full committee for discussion.
- If a matter is raised in the course of a committee meeting in which a member has an interest, the member should declare to the meeting that they have an interest in the matter before the matter is discussed. The declaration should be recorded in the minutes of the meeting.

4.2 Trustee Committee Process

Where a Trustee discloses an actual or potential conflict to the Committee:

- The disclosure should be recorded in the minutes of the next Trustee Committee Meeting;
- The disclosure (if not already disclosed) should be entered into the separate Trustee Interests Register (see clause 6.4 below);
- The Committee needs to ensure that the Trustee interested in the transaction does not take part in a decision/vote of the Trustee Committee on a transaction nor form a quorum, or take part in deliberations;
- Trustees need to consider the extent of the Committee member's abstention to ensure procedurally fair process/probity of decision making process;
- The Trustees Committee needs to ensure that the Committee member interested in the transaction does not take part in policy/strategy formation and the lead up process to the transaction, including receiving confidential/insider information regarding the transaction, unless the Trustee Committee majority, hearing the circumstances of the particular case, votes, contrary to this general policy.

4.3 Minimising Conflicts of Interest

In addition to the above, the Trustee Committee will adopt processes which aim to identify and minimize potential conflicts of interests by:

- Having a regular agenda item to ascertain at Trustee Committee meetings whether any member has a potential conflict related to any specific agenda item;
- Recording of any potential conflict of interest in the Trustee Committee minutes and the process by which it will be managed;
- Maintaining a Conflict of Interest register. The Register should include information that will help the Trustee Committee, when considering matters, to determine if any Trustees have a conflict of interest that needs to be managed in that matter. The Trustee Secretary will maintain a register containing the following information in relation to each Trustee:
 - The member's name and the name of the member's spouse or partner;

- A description of any companies or partnerships in which the member or his or her spouse/partner have an interest;
- A description of the business that the member and his or her spouse/partner engage in (if applicable). For example, the member may own a business from which the Marae buys all its supplies.

The Trustee Secretary should update its register as often as it considers it needs to keep the register accurate – every 6-12 months.