

# Conflicts of Interest - Policy

## Purpose

The purpose of this policy is to set out Catholic Healthcare Limited's (CHL) approach to identifying and managing actual, perceived, and potential conflicts of interest (COI) that may arise concerning CHL activities. These include acquiring or disposing of goods, interests in land, and enacting duties associated with the business of CHL.

COI, when appropriately managed, safeguards the integrity of decision-making processes, managing actual, potential and perceptions of corruption, contributing to the maintenance of trust within CHL.

This policy is informed by and complies with :

Retirement Village Regulation 2017 (NSW), as amended by the Retirement Village Amendment (Rules of Conduct for Operators) regulation 2019 (NSW).

The Aged Care Act 2024.

## Policy Statement

This policy operates within the context of Catholic Healthcare's Mission and Values, underpinned by Catholic ethical standards and government regulations.

All CHL workers must disclose any transaction where there is actual, potential, and perceived COI and must ensure they effectively manage or avoid a conflict in their employment with CHL.

## Scope & Applicability

This policy applies to:

all CHL workers, as defined in "Section 6 Definitions", includes full-time, part-time, and temporary workers.  
all commercial operations in which CHL is involved, including partnerships, trusts, joint ventures, and alliances.

Conflicts may occur at an entity level where a related party transaction is present. Conflicts that relate to Directors of those related entities, i.e., Board members, these conflicts will be managed by the CHL Company secretary

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## 1. Types of conflicts

COI occur when a reasonable person would believe that a CHL workers’ duty to act in the best interests of CHL is compromised or influenced by their personal interests or associations. Although the examples below reference actual COI, this policy also exists to manage COI that are potential or perceived. Benefits could be in the form of CHL buying, selling, or disposing of goods, interests in land or services, the acquiring of knowledge, all of which have value to the person with the conflict.

### Examples of types of conflicts:

#### 1.1 Confidentiality

When a worker shares trade secrets or company information with a competitor or third party to obtain a benefit<sup>1</sup>.

#### 1.2 Associate or Related Parties

People who are strongly associated with CHL workers including spouses, intimate partners, children, grandchildren, parents, grandparents, siblings, business associates, or any third party or associate that can assert influence and obtain a benefit from receiving or obtaining knowledge through the CHL worker.

#### 1.3 Ownership

- a. Obtaining benefit by owning shares /stock or holding an interest (employee, director, trustee or other governor, committee member, investor, borrower, past or present) in a business that may benefit from CHL contracting with a certain party. This could be through the party with whom CHL contracts or another party that benefits due to that CHL contract.
- b. Benefiting from a negative outcome for CHL by holding shares /stock or an interest in a competitor of CHL.

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<sup>1</sup> Benefit may be in any form. E.g. cash, shares, career benefit, appointment to roles. They can be directly to you or indirect, to someone else, a group, institution, or cause (social, political, sporting, cultural, religious, etc).

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A list of common conflicts can be seen in in Appendix 4

## 2. Identifying and Managing Conflicts of Interest

COI could arise due to any activity or decision made on a day-to-day basis. It can relate to someone exerting undue pressure, being susceptible to external influence, how it compromises objectivity and if not detected result in a potential conflict.

The management process outlined above is further explains in above in the flow chart shown in Appendix 3.

### 2.1 Onboarding

CHL seeks to identify COI by ensuring that all CHL workers comply with this policy as part of their employment. All workers on commencement will need to disclose:

- Other places of employment, present or in the past 5 years, including any Board positions.
- Other places or entities where they hold a position of the kind referred to in section 6.3.
- Other places, entities or things in which they have an interest of the kind referred to in Section 6, except where the interests are in ASX listed entities or where the interests are part of a superannuation portfolio, i.e., where they have no influence.

### 2.2 Register of Interests

Where such CHL workers are employees, consultants or contractors of CHL, all such COI must be entered into the designated register in the form of Annexure A2. These will be stored centrally in Dayforce for all employees and Zipline for contractors and consultants.

### 2.3 Referral

If CHL workers are in any doubt about whether there is a conflict of interest, the CHL workers can consult with the HR Recruitment Manager or People and Performance Manager, and their hiring manager. Referrals can be made to the Chief Legal Counsel, or their delegate, for guidance.

### 2.4 Management principles

<sup>2</sup> Where such CHL workers are members of the CHL Board or a CHL Board committee, all such interests must be recorded in the Board Register of Interests maintained by the CHL company secretary.

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Failure to identify and manage COI may have significant financial and reputational consequences for CHL and professional conduct consequences for registered health or other professionals such as registered nurses.

It is fundamentally important to identify and manage COI<sup>3</sup>. The following principles apply to identifying and managing COI at CHL:

- a. Identify any COI (including potential and perceived) before they arise and declare them so that there is transparency and that they are able to be managed appropriately.
- b. All COI must be registered for future reference.
- c. Manage and resolve COI by escalating through management hierarchy, and obtaining legal advice from CHL Legal Officers as required.
- d. Best endeavours must be used to resolve the conflict.
- e. Avoidance of COI by abstaining in the process that leads to a decision and the decision is a principle of management of a conflict.
- f. COI that are not resolved under this must be dealt with in accordance with section 9.

All identified COI are to be resolved at the earliest possible opportunity.

## 7.5 Declaration management

Accountability for the management and process of COI and the review of COI rests with the Enterprise Risk Manager.

This role must be supported by managers for who this policy applies. These managers are responsible for the initial declaration made by their direct reports and ongoing annual declarations.

Where there is a conflict declaration, managers are responsible for agreeing how the conflict(s) is managed and ensuring that the COI is managed by their direct report.

Executive Leadership Team members must satisfy themselves of the standard of decisions being made in the management of COI by sampling conflict declarations. Where large business units exists such as Residential Aged Care and Home Care Services the Executive may delegate this responsibility to a direct report(s) to assist them in this task. In this case no less than 5% of their Business Unit must be sampled annually.

## 3. Ongoing Disclosure of Conflicts of Interests

<sup>3</sup> There are specific rules that apply to COI in the context of retirement living. These can be seen in Appendix 2.

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## 3.1 Due diligence

All CHL workers must make diligent enquiries about any COI impacting them or their close associates at the time that they become involved in the acquisition or disposal of goods, interests in land or services, and, to the extent that they have not already been disclosed, must disclose them to their Manager promptly upon becoming aware of them.

## 3.2 Where a conflict has been identified, has potential or is perceived

Where a COI has been identified, a management plan must be agreed by the person with the COI and the manager to which they report. Sign-off must be obtained by the manager.

## 3.3 Annual declaration

All CHL workers<sup>4</sup> must make an annual declaration concerning COI as set out in **Appendix 1**.

## 4. Resolving Conflicts of Interest

### 4.1 Ethics Committee

If a COI cannot be resolved at first instance in accordance with Section 7, the conflict must be referred to the Ethics Committee, which will consider factors identified in Annexure C to resolve the conflict. This should be brought to the attention of the Enterprise Risk Manager, in their capacity of Secretary to the Ethics Committee, so that they may schedule a meeting at the Ethics Committee members earliest convenience.

### 4.2 Referral to CEO

If the COI is not resolved by the Ethics Committee under 9.1, then the matter must be referred to the Chief Executive Officer (CEO). The CEO may choose to seek external advice or the advice of the CHL Board or individual members of the Board to resolve how the conflict is to be managed.

### 4.3 Conflict of interest determinations

Conflict of interest determinations will be made with reference to the following principles:

<sup>4</sup> Outlined in section "5" of this policy.

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- a. Where a COI arises out of a contractual commitment made by CHL, that commitment must not knowingly be breached without the authority of CHL. This should be referred to the person with the appropriate authority<sup>5</sup>. Consideration must be given to legal, relational, and reputational factors where relevant. Supporting information may be required.
- b. Resolution of COI must be compatible with CHL's mission, values, and strategic direction.

## 5. Reporting and enforcement

All determinations made under this policy, including a summary of the reasons for the determination, must be recorded in the Conflicts Register in the form set out in Appendix 1. Reasons for any determinations made by the Ethics Committee under this policy will be reported:

- a. Annually to the CEO.
- b. The Ethics Committee may refer a COI issue to the CEO if one or more CHL workers concerned in the COI are not complying with the Ethic Committee's decision on a particular matter (or if the Ethics Committee is concerned that a CHL worker may not do so).
- c. Workers who fail to comply with this policy may be the subject of disciplinary action, including termination. Contractors and consultants may have their contracts terminated or remedies in balance with the COI imposed.

The Board has established governance and oversight to fulfilling its responsibilities. The Finance Audit and Risk Committee has been delegated oversight of risk management, of which COI is one.

The Executive Risk Committee (ERC) is the management committee with the responsibility of managing risks within Catholic Healthcare. Heightened risk associated with COI will be first escalated to ERC accordingly to manage.

This policy and the processes that it directs are subject to audits as directed by the CHL Enterprise Risk Manager or Internal Audit.

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<sup>5</sup>Refer to the specific contract, and delegations where the authority to sign the contract was gained.

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## 6. Definitions

Term (abbreviation)	Meaning
CHL workers	means all employees, officers, contractors and consultants in their capacity as agents for CHL who are involved directly or indirectly with buying, selling, or disposing of goods, interests in land or services, and the acquiring of knowledge. These roles are listed in the "Delegations of Authority."
Board	the Board of CHL.
CHL Enterprise Risk Manager	means the officer of that name or with those responsibilities.
CLC	means the Chief Legal Counsel of CHL, and in their absence, includes their delegate.
Conflict of interest	A conflict of interest is any situation where personal interests could actually, potentially, or be perceived to be competing with CHL's interests, or the residents and clients for which they provide care and other services.
Conflict Management Protocols	means any protocol used to manage conflicts of interest including: <ul style="list-style-type: none"> <li>• audit and compliance activities under this policy</li> <li>• disclosure of conflicts of interest under this policy</li> <li>• recording conflicts of interest in the conflicts' register</li> <li>• statutory declarations sought from relevant workers.</li> </ul>

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## 7. Roles and Responsibilities

Role	Responsibility
All workers	<ul style="list-style-type: none"> <li>Must make a declaration when onboarding and annually.</li> <li>And at any time, they become aware of an actual or perceived conflict</li> </ul>
Managers (in addition to all workers with a delegation)	<ul style="list-style-type: none"> <li>Must review declarations of their direct reports.</li> <li>Discuss declarations where actions to mitigate are not appropriate and resolve.</li> <li>Develop agreed COI mitigation plans</li> <li>Sign off declarations and make sure that actions are in place for COI mitigation.</li> </ul>
Executive (Chief)	<ul style="list-style-type: none"> <li>Undertake a review of COIs in their area.</li> <li>satisfy themselves of the standard of decisions being made in the management of COI by sampling conflict declarations.</li> </ul>
Enterprise Risk Manager	<ul style="list-style-type: none"> <li>May review the process and declarations.</li> <li>Secretary to the Ethics Committee and is responsible for scheduling Ethics Committee meetings.</li> </ul>
Chief Legal Counsel	<ul style="list-style-type: none"> <li>Will provide advice in resolution of COI.</li> </ul>
Chief Executive Officer	<ul style="list-style-type: none"> <li>To seek external advice or the advice of the CHL Board or individual members of the Board to resolve how the conflict is to be managed.</li> </ul>

## 8. Review History

Version	Edits	Approved Date
V1	New document, element of Privacy Framework, ERC approved	9 September, 2025

## 9. Related Documents and Resources

- [People - Code of Conduct - Policy](#)
- [People - Professional Behaviour - Policy](#)
- ACAS Conflicts of Interest Policy
- Retirement Living Code of Conduct
- [Finance - Procurement - Policy](#)
- [Practice and Quality - Privacy in Aged Care - Manuals and Guidelines.pdf](#)

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## Appendix 1 - Conflicts Declaration

Name of person identifying the conflict of interest	Description of the conflict of interest (Declare "Nil" where no conflict of interest has been identified)	Date of declaration	Ethics Committee notified (Y/N)	CEO Notified (Y/N)	Manager (Ethics Committee or CEO where relevant) agreed actions to manage conflicts of interest.	Manager Name	Manager sign-off date

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## Appendix 2 – Specific Rules to Retirement Living<sup>6</sup>

### What must managers do when a conflict is reported or discovered?

1. If after receiving a report or discovering a conflict of interest, the Village must provide written notice of the conflict to each resident in the Village, as soon as practicable.
2. In some situations, conflicts are not immediately reported or identified and later discovered. If a Village becomes aware of the existence of a conflict (after the fact), the Village must provide written notice of the discovery of the conflict to each resident in the Village. The notice must contain:
  - a) A description of the conflict of interest
  - b) An outline of the reason/s why the conflict of interest was not disclosed earlier (if known)
  - c) The proposed action to be taken by the operator in response to the conflict.
3. Management must record all instances of conflicts of interest that are reported or discovered in the Conflicts of Interest Register including the following information:
  - a. The name, contact details and title of the employee with the conflict of interest.
  - b. The date the conflict of interest was disclosed to the residents (as per above).
  - c. The function connected with the management or operation of the Village to which the conflict of interest relates and the date on which the function was conducted.
  - d. The nature of the private interest giving rise to the conflict of interest.
  - e. Details of any measures implemented to mitigate any effects of the conflict of interest (See point 4).
4. <sup>7</sup>These records are kept for the duration of the employee's employment, and for an additional 5 years after the employment ends.
5. Residents may request access to the records, and the Village must provide access within 5 business days from the date of the request.
6. Penalties may apply for failure to comply with these record keeping obligations.
7. Where a conflict of interest is discovered as opposed to reported, management will review this and any other internal policies and procedures for effectiveness and remind all CHL workers of their duties under existing policies.

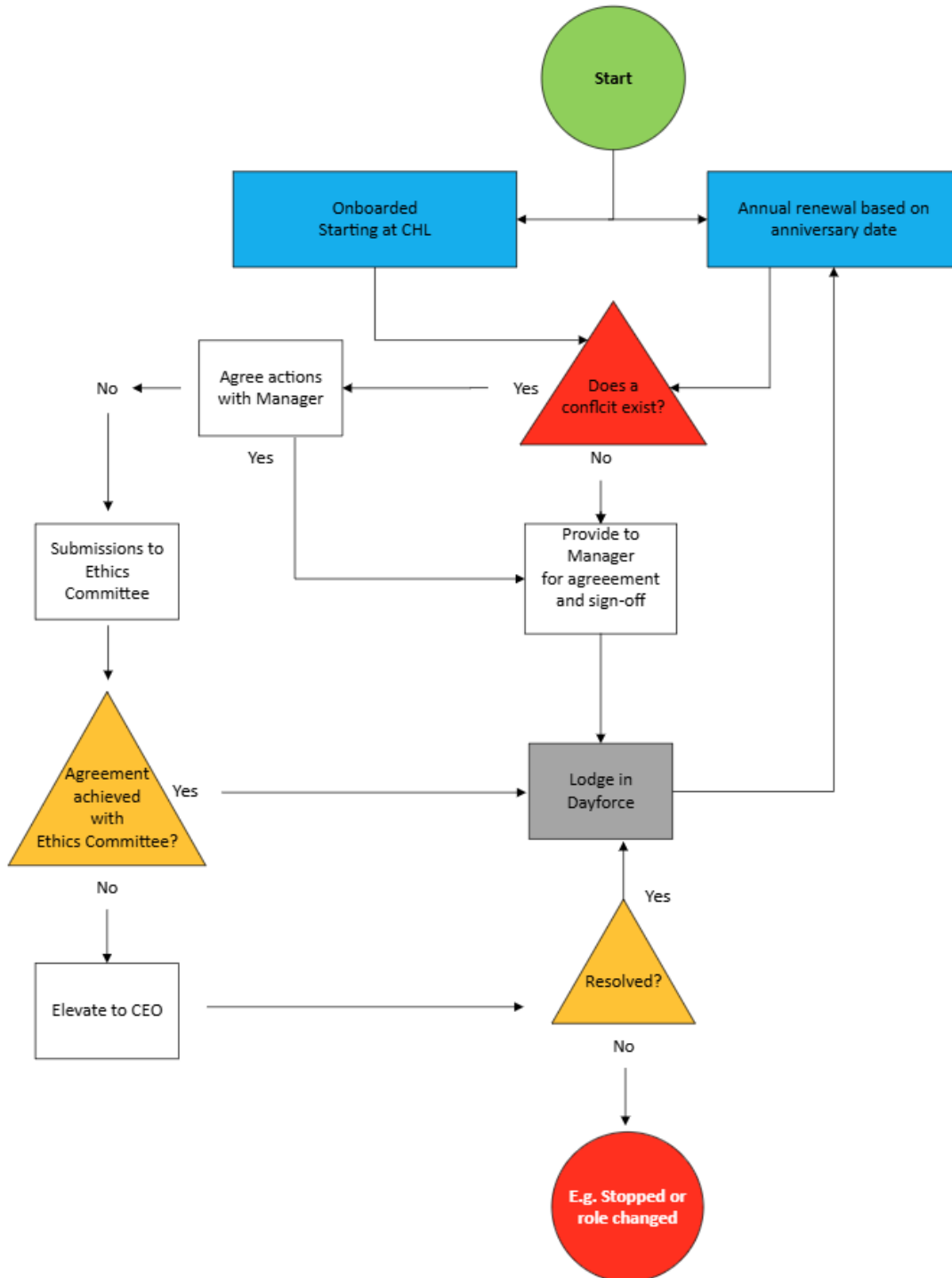
<sup>6</sup> Part 4 of the Retirement Village Regulation 2017 (NSW) as amended by the Retirement Villages Amendment (Rules of Conduct for Operators) Regulation 2019 (NSW)

<sup>7</sup> Conflicts with third parties will be dealt with via contract terms on CHL templated contracts. All non-standard contracts must be referred to Legal.

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## Appendix 3 - Declaring conflicts of interest process



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## Appendix 4 – Common forms of Conflicts of Interest and actions to manage them.

The actions listed below for each remedy are additional to:

- Declare your interests where there is a potential, perceived, or actual COI.
- This should be done annually or where it becomes apparent that a conflict has the possibility of arising.

Conflict	Remedy
You, either individually or as part of a panel, award a contract to a company that you or your spouse own, or in which you have an interest, as detailed in section 6.2.	Exclude yourself from the selection process. Where a panel exists advise members of the Panel that you must be excluded. They in turn are not to discuss or make available any aspect of the process selection process with you.
You provide your brother, who is a builder bidding for a CHL contract, with information that may assist him in securing the contract.	Aside from not providing information to your brother, you should not be providing any information to anyone that relates to CHL business.
You accept a gift, in any form, such as free entry to a conference or a birthday/Christmas present from a supplier. This can influence, or give the perception of influencing, your support of that supplier for awarded and future contracts. Note: Gifts can come in many forms, such as free entry, travel costs, a free version of what the supplier provides. E.g., butchered meats, hairdressing services, accommodation, dinner).	No gifts should be accepted. There may be no conflict that is apparent at the time of the gift being provided, but a conflict could later appear, and the taking of a gift will have already changed the perception of the relationship between you and the person / entity that has provided the gift.
You influence CHL not to purchase land so that a competitor, in which you have an interest, can make the purchase.	Exclude yourself from any decision-making process. Advise person(s) that you must be excluded and why.
You provide internal information providing an advantage to a friend who is seeking a role at CHL.	Where CHL are seeking to hire the best candidate available for a role, providing information to a candidate that provides them with an advantage is unethical, and compromises CHL ability to hire the best candidate. You must abstain from any process that provided you with influence or access to information, providing you with opportunity to affect the outcome of the ethically sound hiring processes.

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<p>You interview a friend or family member for a role.</p>	<p>A clear bias exists and would compromise CHL's ability to hire the best candidate for the role.</p> <p>You must abstain from any process that provided you with influence or access to information, providing you with opportunity to affect the outcome of the ethically sound hiring processes.</p>
<p>Your son-in-law works in the same home as you do. You favour him by providing him with overtime and scheduling that favours his personal schedule. This preferential treatment is not extended to others in the team.</p>	<p>A family member should not be in your area of influence. There is a perception of bias even where none may be shown. This would need to be resolved by altering reporting lines.</p>
<p>You hold secondary employment, which may be with another aged care provider or in a completely different field.</p>	<p>Reference the "Professional Behaviour Policy":</p> <ul style="list-style-type: none"> <li>• Ensure that any secondary employment commitments do not compromise your ability to fully meet their obligations as a Catholic Healthcare employee.</li> <li>• Ensure that all secondary employment commitments outside of Catholic Healthcare are disclosed to your manager.</li> <li>• Ensure that all Catholic Healthcare confidentiality and privacy obligations continue to be met when engaging in secondary employment.</li> <li>• Immediately disclose any matters relating to another employer that may represent a safety risk to Catholic Healthcare (e.g. outbreak or other risk).</li> </ul>

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