



## **Conflict of interest Policy**

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*International Justice Mission Australia*

### **SECTION 1. OBJECTIVES & PURPOSE**

- 1.1 As a Christian not for profit organisation, we should be transparent in all our activities. It is the policy of IJM Australia to conduct its ministry according to the highest ethics, based upon Biblical standards.
- 1.2 All employees are expected to act with integrity when dealing with government agencies, mission and relief and development organisations, other agencies, sponsors and donors, suppliers, fellow employees, nationals, and the general public.
- 1.3 IJM Australia will conduct its affairs decently and above reproach, and will operate with the highest level of integrity and avoid conflicts of interest.
- 1.4 Between the organisation and its Board, officers, management and employees, there exists a fiduciary duty that carries with it a broad and unbending duty of loyalty. The Board, officers, management and employees have the responsibility to administer the affairs of the organisation honestly and prudently, and to exercise their best care, skill and judgment for the sole benefit of IJM Australia and those it seeks to serve.
- 1.5 These persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the organisation or knowledge gained therefrom for their personal benefit. The interests of the organisation must have the first priority, and all purchases of goods and services must be effected on a basis that secures for the organization full competitive advantage as to product service and price.

### **SECTION 2. PERSONS COVERED**

- 2.1 This policy is directed not only to directors and officers, but to all employees who can influence the actions of the organisation or its Board, or make commitments on their behalf. For example, this would apply to all who make purchasing decisions, all other persons who might be described as “management personnel,” and all who have proprietary information concerning IJM Australia. In addition, such persons include:
  - (a) Persons who make purchasing decisions on behalf of IJM Australia;
  - (b) Persons who have managerial authority in IJM Australia or who might be described as "management personnel" of IJM Australia;

- (c) Persons who serve as key advisors to another person or persons who have managerial authority in IJM Australia;
- (d) Persons who receive compensation based on revenues derived from activities of IJM Australia that they control;
- (e) Persons who have authority to control or determine a significant portion of IJM Australia's capital expenditures, operating budget, or employee compensation; and
- (f) Persons who own a controlling interest in a corporation, partnership, or trust that contracts with IJM Australia.

### **SECTION 3. STATEMENT OF POLICY**

- 3.1** Unless disclosed to the Board and approved by it as described below, no covered person shall have any direct or indirect conflict of interest in his or her dealings on behalf of IJM Australia.
- 3.2** Without limiting the foregoing, covered persons shall abide by the following applications of this policy.

#### **Prohibited gifts and gratuities**

- 3.3** No covered person shall seek or accept any gift, gratuity, entertainment, travel or other item or service of material value from any person or organisation doing business or seeking to do business with IJM Australia.
- 3.4** Similarly, no covered person shall make or offer any gift, gratuity, entertainment, travel or other item or service of material value to any person or organisation doing business with IJM Australia or with whom IJM Australia is seeking to do business.
- 3.5** For the purposes of this policy, reasonable and customary gifts of memento advertising (e.g. calendars, pens, mugs, and the like), or an occasional meal (provided it is not excessive in cost) shall *not* be deemed to be an item of material value.

#### **Areas in which conflicts may arise**

- 3.6** The duty to avoid conflicts of interest may arise in any number of situations, including in the context of relationships with the following persons:
  - (a) *Persons or entities supplying good or services, or seeking to supply goods or services to IJM Australia;*
  - (b) *Persons or entities from whom IJM Australia leases property or equipment;*

- (c) *Persons or entities with whom IJM Australia is dealing or planning to deal in connection with a gift, purchase or sale of securities, real estate or other property;*
- (d) *Persons or entities paying honoraria, royalties, or other value for products or services delivered by IJM Australia or its agents or employees;*
- (a) Other not-for-profit organizations, whether in the capacity of actual or potential donor or actual or potential recipient of a donation or grant, ministry partner or co-labourer, or other capacity;
- (b) Donors and others supporting the organisation;
- (c) Media carrying IJM Australia advertising or content;
- (d) Governmental and non-governmental agencies, organisations and associations that affect or can affect the operations of IJM Australia;
- (e) Persons who are in a position to exercise substantial influence over the affairs and actions of IJM Australia, or who have been in such a position at any time in the past five years; and
- (f) IJM Australia itself.

### **Nature of potential conflicts**

**3.7** A material conflicting interest may be defined as an interest, direct or indirect, between any person or entity mentioned above and a director, officer, management employee, employee or influential agent (or any person who has served as a director, officer, management employee, employee or influential agent of the corporation at any time in the past five years), which might affect, *or might reasonably be thought by others* to affect, the judgment or conduct of a director, officer, management employee, employee or influential agent of IJM Australia.

**3.8** Such an interest might arise, for instance, through:

- (a) Owning stock or holding debt or other proprietary interests in any third party dealing with IJM Australia;
- (b) Holding office, serving on the Board of Directors, participating in management or being otherwise employed (or formerly employed) by any third party dealing with IJM Australia;
- (c) Receiving remuneration for services with respect to individual transactions involving IJM Australia;

- (d) Using IJM Australia personnel, equipment, supplies, or good will for other than organization-approved activities, programs and purposes;
- (e) Receiving personal gifts or loans from third parties dealing with IJM Australia, other than gifts of clearly nominal value. No personal gift of money should be accepted from such sources. As stated above, for the purposes of this policy, reasonable and customary gifts of memento advertising, or an occasional meal shall not be deemed to be an item of material value;
- (f) Obtaining an interest in real estate, securities or other property that IJM Australia might consider buying or leasing;
- (g) Expending staff time during normal business hours for personal affairs or for other organisations, civic or otherwise, to the detriment of work performance for IJM Australia; and
- (h) Providing excessive or unreasonable benefits to third parties, on behalf of IJM Australia, or receiving excessive or unreasonable personal benefits from third parties while acting as a director, officer, employee, or agent of IJM Australia.

**3.9** Conflicts or potential conflicts may be direct or indirect. Indirect conflicts may arise if any of the following have an interest:

- (a) A family member of a director, officer, management employee or employee. (Family member is defined broadly, includes all persons related by whole or half-blood or by marriage, including but not limited to siblings, siblings' spouses, ancestors, children, grandchildren, great-grandchildren, and all their spouses);
- (b) An estate or trust of which the director, officer, manager, employee, influential agent, or member of such person's family is a beneficiary, personal representative, or trustee; and
- (c) A company of which a member of the family of the director, officer, manager, employee or influential agent is an officer, director or employee, or in which such person has ownership or other proprietary interests.

### **Disclosure and procedure for Board review**

**3.10** The fact that one of the interests catalogued above exists does not necessarily mean that that an actual conflict of interests exists, or that if a conflict exists, that it is sufficiently material to be of practical importance or adverse to the best interests of IJM Australia.

**3.11** It is the policy of IJM Australia that the existence of any conflict of interest (including a perceived or potential conflict) is to be disclosed before any transaction is finalised. It is the continuing responsibility of covered persons to scrutinise their transactions and

outside business interests and relationships for potential conflicts and immediately make any required disclosure.

- 3.12** Disclosure should be made to the Chief Executive (or, if he or she is the one with the conflict, to the Chairman) who shall then bring this matter to the attention of the Board or such other Committee of the Board that may be authorised to evaluate and respond to such disclosures, in the best interests of IJM Australia. The Board, or such Committee, shall then determine in their sole discretion whether a material conflict of interests exists, and if so, whether any contemplated transaction may nevertheless be authorised as just, fair and reasonable in the best interests of IJM Australia.

#### **SECTION 4. DEFINITIONS**

- 4.1** “**Board**” is a reference to the board of directors for IJM Australia.
- 4.2** “**Our**”, “**IJM Australia**”, “**International Justice Mission**”, “**IJM**” is a reference to IJM Australia Limited.
- 4.3** “**Partnership**” means any affiliation (formal or informal) between IJM Australia and any private or public entity around the world.

#### **POLICY VERSION**

<b>Version</b>	<b>Date</b>
1	10/05/18
2	n/a