



Conflict of Interest Policy

1. Objective

The Board of Don River Railway (DRR) is committed to high standards of ethical conduct and places great importance on identifying, disclosing, and managing conflicts of interest.

This policy supports transparent, fair, and impartial decision-making and helps protect the integrity, reputation, and community trust of Don River Railway.

This Code should be read alongside the Don River Railway Code of Conduct and related governance policies.

2. Application

This policy applies to all Board members of the Don River Railway, Public Officer, volunteers and staff.

3. What is a Conflict of Interest

A conflict of interest exists where a person's private, financial, or other interests — whether direct or indirect — may influence, or be perceived to influence, the performance of their duties or decision making for Don River Railway.

Conflicts may be:

- Actual – a real conflict exists
- Potential – a conflict may arise in the future
- Perceived – a reasonable person could believe a conflict exists

4. Examples of Conflicts of Interest

Situations where a conflict of interest may arise include (but are not limited to):

- A board member, employee or volunteer is a supplier or contractor to the railway
- A board member, employee or volunteer holds a role in local, state or federal government that interacts with the railway
- A board member, employee or volunteer is employed by other rail operators or regulators which the railway interacts with

- An immediate family member stands to benefit from a decision made by the railway
- A person is involved in competing organisations or businesses

5. Disclosure of Conflicts

All actual, potential, or perceived conflicts of interest must be disclosed promptly.

Individuals must:

- Provide full details of the nature of the conflict, the parties involved, and the potential impact on decision-making
- Submit the disclosure to their supervisor, manager, the General Manager, or the President of the Board, as appropriate
- Conflicts of interest must be verbally declared and recorded in every Board and Subcommittee meeting

6. Managing Conflicts

Don River Railway will assess each disclosure to determine whether a conflict of interest exists and its severity.

Appropriate management actions may include:

- Removing the individual from related discussions or decision-making
- Establishing conditions under which the individual may remain involved
- Requiring the individual to dispose of the conflicting interest

7. Board Specific Requirements

Board members:

- Must not participate in Board discussions or decision-making relating to a related-party transaction in which they have an interest
- Must ensure all conflicts are disclosed and recorded in the minutes.

The following related-party matters do **not** require disclosure by a Board member:

- Appointment to the Don River Railway Board
- Remuneration, allowances, or reimbursement of expenses associated with their Board role
- Payment of indemnities, insurance premiums, or legal expenses incurred in undertaking Board duties
- Transactions in the ordinary course of business conducted on an arm's-length basis

8. Record Keeping

All conflict of interest declarations and related decisions will be:

- Documented in a Conflict of Interest Register
- Maintained by the Secretary

9. Breach of Policy

Any person who:

- Fails to disclose a conflict of interest when required
- Acts in a conflict of interest without proper disclosure or approval

may be subject to disciplinary action, including termination of engagement for staff or removal from volunteer, committee, or Board roles.

10. Related Documents

Code of Conduct Policy
Board Code of Conduct Policy
Conflicts of Interest Policy and Declaration Form
Constitution

11. Review

This policy will be reviewed at least every two years, or earlier if required due to changes in legislation, regulatory requirements, business activities, or related processes.

Policy Number	Version	Approved Date	Review Due	Approved by
BG003	1.0	9 May 2026	2 years from approval unless required earlier	The Board