Conflict of Interest, Gifts and Benefits Procedure (v6.0)

VERSION HISTORY

Rev No.	Date	Revision Description	Approval
1.0	18 May 2015	Development of version 1.0: • Comprehensive Procedures to support the Code of Conduct, • introduce new Registers, including Gift Register	Company Secretary/Group Manager Business Services
2.0	10 June 2015	Amendments to clarify upper limit of gifts, entertainment etc and to include the requirement to report the Registers with ALT at least quarterly.	Company Secretary/Group Manager Business Services
3.0	9 November 2015	Amendment to ensure that financial value of risk assessments are consistent with Procurement Policy. Affected only the table on page 9	Company Secretary/Group Manager Business Services
4.0	November 2018	Periodic review including conversion to new Procedure template and to simplify processes	Company Secretary/General Counsel
5.0	February 2022	Periodic review	Company Secretary / General Counsel 13 May 2022
6.0	February 2023	Ad-hoc review.	Company Secretary / General Counsel 27 February 2023

AUTHORISATIONS

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Approved by:	Company Secretary/General Counsel	27 February 2023
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1. Introduction

The Conflict of Interest, Gifts and Benefits Procedure ('**Procedure**') outlines Aurora Energy's requirements in relation to conflicts of interest and accepting gifts, favours and entertainment. This Procedure supports the implementation of the relevant sections of the Code of Conduct.

2. Purpose

The purpose of this Procedure is to establish processes for disclosing and managing conflicts of interests and accepting gifts, favours and entertainment to ensure that steps can be taken to monitor the associated risks.

3. Scope

This Procedure applies to all staff, contractors, consultants, outsourced providers and others who make decisions on behalf of Aurora Energy, or recommend decisions to Aurora Energy.

4. Definitions

ALT	Aurora Energy Leadership Team
Decision-maker	A person working for or with Aurora Energy who has the authority to make decisions on behalf of Aurora Energy, or who has the capacity to significantly affect or influence others who make those decisions.

5. Key Principles

This Procedure is governed by the following key principles:

- **Compliance**: Aurora Energy has obligations under legislation, regulation, common law and fiduciary law to disclose and manage actual or perceived conflicts of interest;
- **Public interest**: as a state owned company, Aurora Energy is dedicated to acting in the best interests of the Tasmanian community by maintaining a high standard of corporate governance; and
- **Transparency and accountability**: Aurora Energy is committed to avoiding bias and uncommercial outcomes.

6. Obligations to report and manage conflicts of interest

6.1. Determining whether a conflict of interest exists

A conflict of interest arises where the loyalties of a decision-maker are divided or could be (or could appear to be divided), with the possibility that decisions are made or could be made (or could appear to have been made) that are not in the best interests of Aurora Energy. A conflict of interest will exist where a decision-maker's personal or other business relationships create a situation that leads to, could lead to or might be seen to, unfairly influence decisions, responsibilities or actions.

A conflict of interest may arise due to a direct benefit or an indirect benefit to a decision-maker. A direct benefit is where a gain could be received by the decision-maker personally. An indirect benefit is where a gain could be received by a person known to the decision-maker (such as a family member, friend or business connection).

A conflict of interest may also arise where there is a disadvantage or detriment to the decision-maker or a person known to the decision-maker.

If a decision-maker is uncertain about whether a conflict of interest exists, the Company Secretary/General Counsel should be consulted.

6.2. Managing conflicts of interest

If a conflict of interest has been identified, it must be managed in accordance with this section 6.2. The purpose of managing conflicts of interest is to preserve the integrity of the decision-making process within Aurora Energy by ensuring that it is fair, independent and supportable.

All conflicts of interest (including actual, potential or perceived) must first be reported to the individual's line manager. A risk assessment must also be undertaken by the reporting individual to determine whether a conflict of interest is 'low risk' or 'high risk'. Assessing the risk should be approached on the basis of the risk presented from a conflict of interest with no controls in place. The table below provides guidance for determining whether a conflict of interest is high risk or low risk. Where any single risk factor falls into the high risk column, the conflict of interest is treated as high risk. If all risk factors fall into the low risk column, the risk is treated as a low risk.

Typical risks	LOW RISK	HIGH RISK
Value of transaction (if applicable)	<$50,000	>$50,000
Impact on Aurora Energy if the decision leads to wrong outcome	Low impact	Medium to High impact
Political sensitivity	Nil to Low	Medium to High
Community debate	Low likelihood	High Likelihood
Previous history of scrutiny in this area	Nil or low	Medium to High
Dealing with suppliers from cultures with different business practices	Unlikely in this transaction	Likely in this transaction
Media scrutiny of the transaction could be damaging to Aurora Energy's reputation	Low potential	High potential
Any other matter with potential to damage Aurora Energy's reputation	Low potential	High potential

After a risk has been classified as either a 'low risk' or a 'high risk':

- Company Secretary/General Counsel and the Governance Administrator must be advised of the conflict and the risk rating as soon as possible after the conflict of interest arises. The Governance Administrator will record the conflict of interest in the Corporate Register of Interests (established in the Delegations Policy).
- The first preference is for the conflict of interest to be avoided, where possible. A capable, independent and objective person should take over as the decision-maker.
- Where a conflict cannot be avoided, the decision-maker should be supervised by a more senior manager or ALT member. Appropriate internal controls that are relevant to the particular conflict should be maintained. Where the conflict of interest is classified as being a low risk, the course of action must be approved by an ALT member. Where the conflict of interest is classified as being a high risk, the course of action must be approved by the CEO.

The Corporate Register of Interests also records where a staff member has a standing interest as a member of a board (either as an executive director or a non-executive director). Any conflicts of interest that arise due to a standing interest will be handled in accordance with this Procedure. The Governance Administrator must be advised of any standing interests to be added onto the Corporate Register of Interests.

6.3. Specific examples of conflicts of interest

This Procedure should be read in conjunction with other applicable policies and procedures that apply to specific incidences of conflicts of interest. For example:

- **Transactions and customer activity**: transactions that are undertaken by a staff member who has a relationship with the customer or on their own account could be seen as biased (regardless of whether this is the case). In these cases, all telephone conversations, electronic correspondence and referrals from external stakeholders should be transferred to another staff member.
- **Recruitment**: members of interview panels must advise the panel chair of any conflicts of interest in the recruitment process (for example, a family member applying for a position). Where appropriate, a person with a conflict should be excused from the recruitment process. Refer to the Recruitment and Selection Policy and Procedure for additional guidance.
- **Tendering activity**: there are several conflicts of interest that may arise in course of tendering activity, such as where a member of the evaluation panel has a personal or business relationship with a potential supplier. There are also a strict prohibition against accepting gifts and hospitality during a tender process. Refer to the Procurement and Probity Policy and the Procurement Procedure for additional guidance.
- **Purchase card purchases**: a staff member should not use an Aurora Energy purchase card to purchase goods or services where they have a personal interest (or their friends or family have a personal interest) in the business or supplier. Refer to the Purchase Card Policy and Procedure for additional guidance.
- **Work outside of employment**: employees of Aurora Energy must advise of employment or contracting they undertake outside of their employment with Aurora Energy. For example, a conflict of interest may arise if an employee of Aurora Energy has been contracted to support development of an application or product for one of Aurora Energy's competitors.

7. Gifts and hospitality

7.1. Accepting gifts, hospitality and entertainment

Aurora Energy and its staff cannot solicit, accept or offer a benefit which may influence (or have the perception of influencing) professional judgement or a person's duty in their authority. A 'benefit' includes money, gifts, favours, accommodation, hospitality, entertainment or a bribe of any nature.

A benefit that is:

- valued at over $250 in a single transaction; or
- valued at over $250 over a 12 month period,

must always be declined.

A benefit must be recorded in the Register of Gifts, Hospitality and Entertainment (as established in the Delegations Policy) when it is valued at less than $250.

However, a benefit does not need to be recorded on the Register where the benefit is of an inconsequential or trivial value (up to $25) and is supplied as part of an event or business meeting (such as pens and notepads), or modest hospitality such as tea, coffee or sandwiches offered during a meeting. Benefits of this type may be accepted and not recorded in the Register because a reasonable person would not perceive the benefit as a factor in influencing decisions. Staff members should be mindful however that the cap of $250 over a 12 month period still applies.

Accepting a benefit may also be considered bribery or corrupt conduct in accordance with Aurora Energy's Public Interest Disclosure Policy and Procedure (Commonwealth and State regime). Bribing a foreign official or accepting a bribe as a Commonwealth public official, a state public official, or in a person's or entities private capacity may attract criminal liability.

If a staff member is uncertain about whether a benefit should be declared, the Company Secretary/General Counsel should be consulted.

Entries onto the Register of Gifts, Hospitality and Entertainment must be forwarded to the Company Secretary/General Counsel and Governance Administrator. Staff members can elect to record a benefit on the Register even if it does not fall within the requirements of this Procedure.

Where a benefit is required to be recorded on the Register of Gifts, Hospitality and Entertainment, the relevant member of the ALT must be advised. The ALT member may decide that the recipient is conflicted and should be excluded from making further decisions in relevant matters. The ALT member may also decide that the benefit cannot be accepted. If this occurs, the supplier or business should be advised graciously.

For specific guidance concerning benefits around a tender blackout, please refer to the Procurement Policy.

7.2 Corporate Gifts

Outside of an approved reward and recognition program, the payment of gifts to employees from corporate funds is not permitted, except in circumstances where flowers or similar are purchased for one off events such as a bereavement or birth of a child.

8. Non-compliance with this Procedure

If this Procedure has not been followed correctly, or in following the Procedure an issue has been identified, please use the Incident / Near-Hit Report Form available via the Forms section on MORRIS. Capturing of procedure failure provides an opportunity to improve the associated Procedure and prevent non-compliances occurring; it can also identify training gaps for employees.

9. Related Policies & Material

- Code of Conduct
- Compliance Policy
- Delegation Policy
- Recruitment and Selection Policy
- Procurement Policy
- Purchase Card Policy
- Public Interest Disclosure Policy
- Public Interest Disclosure Procedure (Commonwealth and State Regime)
- Conflict of Interest Flow Chart
- Accepting a Benefit Flow Chart
- Corporate Register of Interests

10. Procedure Approval and Review

The Company Secretary/General Counsel is responsible for approving this Procedure at least every three years, or earlier if a significant change occurs that may impact the Procedure.

11. Publication

This Procedure contains commercially sensitive information and is approved only for publication on Aurora Energy's intranet.

Approved by the Company Secretary/General Counsel on 27 February 2023.

Code of Conduct

Who does the Code of Conduct apply to?

Simply put, everyone.But more specifically, Aurora Energy's (Aurora) Code of Conduct (The Code) applies to anyone who is employed by or works with Aurora including employees (both permanent, temporary and maximum term), directors, contractors, consultants and visitors.

The Code applies whenever you are working with or on behalf of Aurora or are identified as a representative of Aurora Energy, whether you are in or out of hours or the workplace working/meeting remotely including via Microsoft Teams etc. It also applies when you are at work events or out in our community on behalf of Aurora. It applies whenever there's risk surrounding Aurora's interests or reputation or an impact on effective working relationships.

We're all responsible for keeping up-to-date with The Code and other Aurora policies and how they impact our work. We should also make sure if there is something that we don't understand that we're asking for help from our leader or a member of the People Experience team.

What is the Code of Conduct?

The Code sets the acceptable categories of behaviour and details how to ensure that we're all working with Aurora's best interests at heart.

Aurora is committed to achieving its vision and meeting the needs of its customers, stakeholders and the community, by aligning to the highest standard of conduct and integrity. Having integrity means that we have a shared understanding of *'the right thing to do'* and that we all work together to create and maintain a safe and respectful workplace every day.

Behaviours in this Code generally fall into two categories:

Acceptable - encouraged and welcomed behaviours: e.g. demonstrating our values, being respectful in all of our interactions, keeping sensitive information private, and embracing our diversity. Generally, these are behaviours that make coming to work a positive experience.

Unacceptable – unlawful and unwelcomed behaviours of which Aurora has zero tolerance: e.g. threats of violence, violence, intimidation, discrimination, harassment, bullying, sexual harassment, victimisation, and vilification. This zero tolerance approach toward unacceptable behaviour is endorsed by the Aurora Energy Board.

If you have seen or experienced someone's behaviours or actions that aren't right, seek advice from your Leader or PX. Reporting unacceptable behaviours is not only your responsibility, but also *the right thing to do*. See section 9.1 for pointers on reporting. Under The Code we'll all commit to:

1. Being sensible and safe in the workplace in a way that aligns to current legislation;
2. Role modelling our Aurora Way values and behaviours;
3. Ensure personal, business and financial interests do not conflict with our obligations to Aurora Energy;
4. Keep all confidential and customer information secure and private;

5. Not misusing our position;
6. Using our work equipment and resources for work purposes only;
7. Being diligent in completing all compliance related training specifically when relative to heightened organisational risks such as cyber security related matters;
8. Demonstrating care for the environment in the way we work;
9. Recognising, valuing, including and effectively embracing diversity among our people.

1. Being sensible and safe in the workplace in a way that aligns to current legislation

We all need to meet the requirements under State and Federal laws.

We know we shouldn't do things that are illegal, therefore if anyone asks us to do something that is an "illegal act"; don't. Think before you act. Seek advice from your Leader if you are unsure.

Aurora is committed to providing a work environment that is healthy and safe. We'll only be able to make this happen if we recognise that a safe workplace is everyone's responsibility. Therefore, we need to work within the Work, Health & Safety Act 2012 (Tas).

We'll do this by:

- Having a zero tolerance towards illegal and unacceptable behaviours;
- being proactive in offering adequate support (including supervision and monitoring) to everyone in the workplace including working remotely;
- making sure that we have the right amount of people and resources available;
- upskilling and keeping training up-to-date for everyone;
- working within our Work, Health & Safety (WHS) Policy and the relevant WHS legislation;
- identifying hazards, assessing risks and implementing appropriate control measures;
- continuing to monitor and evaluate health and safety strategies and risk management programs to ensure they are fit-for-purpose;
- taking incidents seriously, ensuring they are reported, investigated, followed up and ensuring actions are completed; and
- ensuring the Work Health and Safety policy is available and communicated across Aurora.

Let's work together by looking after ourselves, each other, our customers, and members of the community to ensure our actions have a positive impact to their health, safety and wellbeing.

2. Role Modelling our Aurora Way values and behaviours

We've all in some way helped to create and define our values and behaviours in our workplace. Coming to work every day, we know exactly what is expected of us when we interact with each other, our customers and the community. We collectively agree that we'll role model these values, and behaviours, every day in every interaction and everything we undertake.

Every day is an opportunity: Speak up. Be brave. Be great at what you do.

We get Tasmanians: We listen to our customers. Their needs inform our decisions.

Curiosity. Bring it. Use it: Be creative. Challenge. Ask questions.

Together we thrive: Look out for each other. Inspire each other. Achieve together.

2.1 Recognise, value and effectively utilise the diversity among our people

How boring would life be if we were all the same? We love how unique and diverse we all are. We want to use your background, your ideas and your experience to better advance our workplace, your personal development and the experience of our diverse customer base.

What we don't love are people or behaviours that impact this vision and act contrary to this. We have a zero-tolerance view on anyone that isn't in line with this.

See our Workplace Behaviour Policy for more information.

3. Ensure our personal, business and financial interests do not conflict with our obligations to Aurora Energy

Our actions and the perception created by the things we say and do can have a direct impact on Aurora's brand and reputation in the Tasmanian community. Let's support a positive image of Aurora and be mindful of how we can influence the perception of our organisation.

3.1 Conflicts of Duty or Interest

When we commence with Aurora we make a commitment to avoid conflicts of duty or interest. This means that we will not take on personal, business or financial interests that compete or conflict with Aurora's interests or our duty to Aurora, and we will disclose any conflicts of interest or duty, including pre-existing private interests or duties, that might conflict with our work or Aurora's interests, in an up-front, honest and transparent way.

Conflicts of interest are actual, perceived or potential conflict between your duties or work for Aurora and your private interests, where your private interests could improperly influence your work or duties to Aurora and we need to be aware of these if they arise.

Actual Conflict where a real conflict exists between your private or other interests and your work or duties.

Perceived Conflict where a reasonable bystander would perceive that your private or other interests may have the potential to create a conflict of interest.

Potential Conflict where events arise that may develop into an actual or perceived conflict of interest.

Private interests include your personal, professional or business interests or those who are close to you such as your family, friends, business associates or even adversaries.

To avoid all doubt, you are required to advise your Leader of any conflict of interest or duty (actual, perceived or potential) as soon as you become aware of it, regardless of how small it may seem. They will consider how best to manage the situation in accordance with the Conflict of Interest, Gifts and Benefits Procedure. Where necessary, you may be asked to make a written declaration relating to the conflict or take any reasonable steps requested by Aurora to manage the conflict of interest or duty. During this process we would appreciate your co-operation with the management of the conflict.

We need to treat every conflict of interest or duty seriously and therefore if it's found that you were aware of a conflict of interest or duty and you didn't declare it, we may consider disciplinary action.

For more information, please read our Conflict of Interest, Gifts and Benefits Procedure.

3.2 Gifts, Favours or Entertainment

Everyone loves a present, however there is a time and place for accepting these. We can't ask for, offer or accept a 'benefit' which includes money, gifts, favours, accommodation, hospitality or entertainment which could impact (or be perceived to impact) our judgement or decision making at the workplace. Here are some guidelines to help you stay out of the danger zone;

- Don't accept things that could be easily exchanged for money;
- Don't accept gifts, favours or entertainment from people or companies where there are currently or immediately pending commercial outcomes which could influence or be perceived to influence the outcome;
- If there is no perceived or actual conflict, we can accept gifts, favours and entertainment as long as they don't exceed the value of $250 as a one off or over a 12-month period.

Before accepting any benefit check with your Leader or the Conflict of Interest, Gifts and Benefits Procedure in all circumstances to be sure you're making the right decision. If a benefit is accepted it will need to be added to our register to record all gifts, benefits and entertainment received.

3.3 Public comment

Got something on your mind? We love self-expression, however we need to make sure that comments we make in public forums (including **social media**) are done in our personal capacity and are seen as our personal comments and not related to our position or work at Aurora.

For more information, please read our Social Media Policy.

3.4 Other work

If you're looking to take up some extra work outside of Aurora (whether on a paid or voluntary basis, and whether or not the work is of a similar to the nature to your role at Aurora), we ask that you chat to your Leader to discuss this. There could be a conflict of interest or duty, or a work health and safety concern identified. If it is determined that the outside work conflicts with Aurora or your capacity to work at Aurora, unfortunately you won't be able to do it if you wish to work at Aurora.

Again, the Conflict of Interest, Gifts and Benefits Procedure answers a lot of these questions – jump in and have a look.

4. Keep all confidential and customer information secure and private

We're the holders of a lot of business information, including personal and detailed customer information that they trust us with, therefore we must commit to not letting our customers down legally and ethically and protect business information from disclosure.

We also have access to a lot of business information that is shared with us every day. We must treat any information in relation to Aurora's business affairs as confidential.

Privacy laws, our Enterprise Agreement and the terms of our contracts and agreements are clear that we use and disclose information only for authorised work-related purposes, and not in a way that will be detrimental to the interests of Aurora, our customers, or people working for Aurora.

We must not use Aurora's information for personal gain or the gain of others like family, friends or associates.

Our obligation to maintain confidentiality continues even after we cease working for Aurora, and before we cease work we must return any information that we have in our possession.

Finally, we have policies that set out how we manage documents to ensure they are created, stored, retained and destroyed appropriately and avoid risk of breaching privacy and confidentiality.

Have a read: Information Technology Security and Access Policy & Privacy Policy

Working from Home Policy & Cyber Security Policy

5. Ensure we do not misuse our position

At Aurora, we are each entrusted with a position of responsibility, and we must never use our role, title, authority, or access to information for personal gain or to benefit family, friends or associates. This includes avoiding any actual, potential, or perceived misuse of influence to secure advantages, financial or otherwise, for ourselves or others.

We do not use our role to pressure, coerce, or induce others into providing favourable treatment, and we avoid situations where our position could be perceived as being exploited for improper purposes.

6. Upholding this standard protects the integrity of our workplace and ensures that all decisions are made fairly, transparently, and in the best interests of Aurora and the communities we serve. Using our time, work equipment and resources for work purposes

Aurora's assets – such as its funds, equipment, systems, information and property – are provided to help us do our jobs effectively. We all have a responsibility to look after them and make sure that we're using them only for work purposes and not for personal use or benefit.

If you notice than an asset is damaged, outdated or not functioning as it should, speak with your leader and they can ensure the asset is managed within policies and with appropriate authorisation.

We also value each other's time. That means using our own time at work productively, and respecting the time of our colleagues by avoiding misuse or unnecessary demands on their time. We won't misuse Aurora's time, including our own time as well as the time of others who work with us, for improper purposes. Finally, if you have access to company "funds" such as a purchasing card, you're 100% personally responsible for this. Look after it in accordance with the Purchase Card Policy.

See our Tools of Trade Procedure for more information.

7. Being diligent in completing all compliance related training

We are all responsible for completing all compliance related training specifically when relative to heightened organisational risks such as cyber security related matters.

8. Demonstrate our care for the environment in the way we work

We are all responsible for maintaining and improving the environment by working in a sustainable way. We do this by:

- Making full and proper use of materials, encouraging recycling and avoiding waste;
- Think about ways we can consider environmental factors in the design and execution of new processes; and
- Following environmental legislation.

9. Non-compliance with this Policy

All non-compliances with this Policy will be recorded in accordance with the Compliance Policy.

Any non-compliances that are risk-rated as Severe or Major will be escalated to the Board or a relevant Board Committee through our non-compliance reporting processes. Non-compliances that are risk-rated as Moderate or Minor will be reported to the Chief Executive Officer.

Incidents of wilful non-compliance with this Code or any Aurora policy or procedure are considered to be serious and will be dealt with in accordance with our normal performance management process, which may include dismissal.

Where breaches amount to breaches of the law the breach could lead to legal proceedings or reports to the Police.

9.1. What if I think someone else has breached The Code?

If you think it, act on it—it is *the right thing to do.* We are all obligated to hold each other accountable to The Code and to speak up when it is not being followed. There are a lot of ways that you can raise your concerns which can include having a chat to your Leader, someone from the People Experience Team or one for our ALT members.

If you're worried that reporting the breach may have some negative impacts on you, we have our Public Interest Disclosure Policy (Whistleblower) which will help you report this breach in a confidential way. Delegated Officers under the Public Interest Disclosure Policy will do all that is possible and practicable to ensure the identity of the individual and the identity of the person who is the subject of the disclosure are kept confidential. This is available on both Morris and our external website.

Moral of the story; if you think something or someone is in breach of The Code speak up.

9.2. How can I be sure my conduct complies with the Code?

This Code is a really broad overview of ways in which you are responsible for being an effective and overall great contributor, and sets out our minimum expectations of you, however it won't give you the answer to every possible scenario you may find yourself in. The great news is that we have so many people that are available to support you; all you have to do is ask.

We want to support you in making some great decisions every day, so here are a few things to consider when you may be questioning if you're making the right call;

- Does it align to our Aurora Way values and behaviours?
- Could it help to discuss this with my Leader to get their opinion?
- Think; "If it was my business or my money, would I still make the same decision?"
- Could my words or behaviour be perceived as hurtful, disrespectful or harsh?
- What policies or procedures are available to me to look at?
- If I make this decision, can I justify why?
- What are the potential outcomes of my behaviour, actions or decision making?

That's a lot to take in, so if all else fails and you're still not sure, just ask the question. No harm has ever come from being curious.

9.3. Who can support me in complying with The Code?

Let's go over it one more time. If you need more information or are unsure about Aurora's expectations of you under The Code we encourage you to speak with:

- Your Leader
- An ALT member
- Anyone from the People Experience Team

We're all in this together, so no harm in asking so you can *do the right thing*

9.4 How does Aurora Energy ensure The Code is applied across the workforce?

Initially, when anyone starts working with us they are taken through an online induction which will cover The Code. Then, every year, we'll be asked to complete a "Code of Conduct Declaration" which is to confirm that we're across the expectations of The Code, have been sticking to it in the previous 12 months and will continue to do so. Failure to read or sign up to The Code does not excuse you from compliance with The Code.

The Chief People Officer is responsible for the ongoing review and development of The Code – so feel free to offer feedback if you've got some.