



# Conflicts Management Policy

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## DOCUMENT CONTROL – SUMMARY OF CHANGES

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# 1 Purpose

- 1.1 The purpose of the Conflicts Management Policy ('the Policy') is to outline the requirements for the identification, avoidance and management of conflicts of duty and interest by the Trustee. It applies to all Responsible Persons and employees of the Trustee.

## 2 Definitions

- 2.1 As defined in Prudential Standard SPS 521 – a **Conflict of Interest** is:
- between the duties owed by [the Trustee], or a responsible person of [the Trustee], to beneficiaries and the duties owed by them to any other person;
  - between the interests of beneficiaries and the duties owed by [the Trustee], or a responsible person of the [Trustee], to any other person;
  - between an interest of [the Trustee], an associate of [the Trustee] or a responsible person, or an employee of [the Trustee], and the [Trustee's] duties to beneficiaries; and
  - between an interest of [the Trustee], an associate of [the Trustee] or a responsible person or an employee of [the Trustee] and the interests of beneficiaries.
- 2.2 A **Responsible Person** is defined in SPS 520 Fit and Proper as:
- a Director of the Trustee
  - a Secretary of the Trustee
  - a Senior Manager of the Trustee
  - a Fund auditor who is appointed to conduct any audit of a Fund for which the RSE licensee is trustee, or of any connected entity of the RSE licensee;
  - a Fund actuary who is appointed to perform an actuarial function under RSE licensee law; and
  - a person who performs activities for a connected entity of the Trustee where those activities could materially affect the whole, or a substantial part, of the Trustee's business operations, or its financial standing, either directly or indirectly.
- 2.3 A **Related Person** is a spouse, de facto partner, dependent children, and anyone with or for whom the Director or Employee makes financial decisions
- 2.4 A **Relevant Duty** refers to any duty owed by the Trustee, or a responsible person of the Trustee, to beneficiaries or to any other person.
- 2.5 A **Relevant Interest** of the Trustee, an associate of the Trustee or a responsible person of the Trustee refers to any interest, gift, emolument or benefit, whether pecuniary or non-pecuniary, directly or indirectly held by the Trustee, the associate or a responsible person.
- 2.6 A **Material Personal Interest** arises where a Director's personal interests may be affected by a board's decision on the matter. Material personal interests are not limited to financial or pecuniary interest and can be an indirect or direct interest.

## 3 General framework and principles

- 3.1 The conflicts management framework is the totality of systems, structures, policies, processes and controls within the business operations of the Fund that identify, assess, mitigate, manage and monitor all conflicts.
- 3.2 The Board is responsible for the Conflicts Management Policy and framework.
- 3.3 There are two key elements of the Policy:
- Identifying and monitoring all potential and actual conflicts of interest; and
  - Managing the processes, action taken, and reporting of, conflicts of interest.
- 3.4 The Board ensures that any new Responsible Person discloses all relevant interests and duties prior to taking up their appointment and, once appointed, the Responsible Person keeps the Board informed of any potential and actual changes.

- 3.5 The CEO ensures that all business units and employees are aware of and understand:
- a) the Policy and the procedures required for reporting a conflict;
  - b) the need to identify potential conflicts;
  - c) the circumstances that might give rise to a conflict;
  - d) the content and purpose of the Trustee's conflict management framework; and
  - e) their obligations, where applicable, as a Responsible Person of the Trustee.
- 3.6 Those engaged in the management of the Fund are required to consider the interests of the members and ensure that all the powers and duties they hold are discharged in the best interests of the members as a whole.
- 3.7 A conflict of interest occurs when a personal interest interferes in any way with, or impinges on a person's impartiality in respect of, the interests of the Fund or any of its members. A conflict of interest may also arise when a Responsible Person, or a member of his or her family or an associate, receives personal benefits as a result of their relationship with CareSuper.

A conflict of interest can be a real conflict or a perceived conflict.

Examples of conflicts are outlined in Appendix 1.

- 3.8 Factors to consider when assessing the duties, interests and potential conflicts include:
- a) whether commercial terms and arrangements exist;
  - b) the likelihood of dealings between the organisation and CareSuper;
  - c) the impact of the conflict on the beneficiaries;
  - d) the impact on CareSuper's compliance with its regulatory and other obligations;
  - e) the likelihood of, or extent which, the conflict may harm the quality or integrity of CareSuper's products or services; and
  - f) the risk to CareSuper's reputation if the conflict is not effectively managed.
- 3.9 The CARE Super Pty Ltd Constitution states:

## 20. Directors' interests

### 20.1 Directors' contracts

*Subject to the Corporations Act and to this Constitution:*

- a) *Directors are not disqualified from entering into a contract or arrangement with the Company or from becoming or remaining a director of another company which has contracts with the Company;*
- b) *contracts or arrangements involving the Company, cannot be avoided on the basis that a Director has an interest in the contract or arrangement;*
- c) *are not liable to account to the Company for any profits realised by them as a result of them being interested in any such contract or arrangement; and*
- d) *any Director may attest the affixing of the seal (if any) of the Company to a contract whether or not that Director is interested in that contract.*

### 20.2 Declaration of interest

*Every Director who has a direct or indirect interest in a contract or arrangement, and every Director who holds any office or possesses any property which may directly or indirectly create a conflict with that Directors' duties or interest, must, before voting, declare the fact and the nature, character and extent of the conflict or potential conflict as required by the Corporations Act.*

### 20.3 Secretary to record declarations

*The Secretary must record in the minutes any declaration made by a Director in accordance with this clause.*

- 3.10 In relation to clause 20.1(c) of the Constitution, Directors are required to disclose all relevant interests in the Register of Interests and act in accordance with section 52(2)(d) of the SIS Act.

- 3.11 In accordance with the Constitution, Directors must disclose any related interests and must not engage in any activity or employment which may result in, or create the perception of:
- a) using their position, or status, for personal financial gain, or the gain or advantage of another person, or the disadvantage of the Fund;
  - b) using Fund time, resources or facilities for personal financial gain or advantage, or the gain or advantage of another, or the disadvantage of the Fund;
  - c) using information acquired as a consequence of the Director's position with CARE Super Pty Ltd for the Director's or employee's personal financial gain, or the gain or advantage of another, or the disadvantage of the Fund;
  - d) receiving/accepting money or any other consideration from any person other than CARE Super Pty Ltd, for undertaking activities which it would reasonably be expected a Director would undertake in the regular course of their duties; or
  - e) a Director having a conflict between their interest as a Director and any non-CARE Super Pty Ltd interest.
- 3.12 The disclosure requirements in clause 3.11 of this Policy apply to all Responsible Persons.
- 3.13 All conflicts or potential conflicts pertaining to the CEO must be reported immediately to the Board Chair and the CARC Chair.

## 4 Identification of conflicts of interest

- 4.1 The person who has, or is perceived to have, a conflict of interest has the primary responsibility for identifying the conflict.
- 4.2 Personal interests from which a conflict or potential conflict may arise should be disclosed in the annual attestation document. However, Responsible Persons must declare conflicts either directly to the Chair or the Company Secretary (CEO in the case of members of the Executive Leadership Team) as soon as possible after the conflict is identified or at Board meetings.
- 4.3 Directors, members of the Executive Leadership Team and all relevant staff as determined by the CEO, will declare any Related Person(s) who is a member of CareSuper ('Declared Related Person').
- 4.4 A Responsible Person must disclose:
- a) any interest in an investment (actual or potential) being considered by the Fund, or a business with which the Fund is considering contracting.
  - b) any offer of an investment made by an investment manager, prior to the offer being available to the market, arising out of the Responsible Person's duties. (A Responsible Person should not take up any such offer prior to the offer being available to the market as whole).
  - c) any other relationship with or directorship of a company or companies. In particular, disclosure of any relationship with another superannuation fund or company engaged in financial services, or service providers to those industries must be made.
  - d) Any remuneration or like benefit of positions to which Directors and Senior Managers are appointed by CARE Super Pty Ltd. This remuneration or benefit shall accrue to the Fund. However the Board may agree that the remuneration or benefits payable in respect of the appointment of a Director to such a position may be retained by the Director.
- 4.5 CARE Super Pty Ltd Directors, Senior Managers and appointees to other bodies must not personally accept any options or shares offered to them on account of their position in, or relationship with the Fund, apart from those afforded to Directors in accordance with the CareSuper Constitution. They must either:
- a) refuse the offer; or
  - b) accept the offer directly on behalf of the Fund.

## 5 Register of Duties and Interests

- 5.1 The Trustee maintains a Register of Interests and Duties of Responsible Persons which records:
- Employment;
  - Other Directorships (including whether remunerated);
  - Shareholdings greater than 5% of issued capital; and
  - Potential/Reported interests.
  - an assessment of how the declared position/interest may give rise to a conflict and how the Trustee has dealt with the conflict.
- 5.2 The Register of Interests and Duties is included in each Board Meeting agenda and Directors are requested to provide any updates during the meeting. The Company Secretary maintains the Register of Duties and Interests.
- 5.3 Other Responsible Persons reconfirm their interests and duties annually and in accordance with Clause 4.2, must also declare conflicts ongoing as soon as possible after the conflict is identified.

## 6 Gifts and entertainment

- 6.1 Responsible Persons and employees must disclose entertainment, travel or other benefits or gifts that they or their spouse, partner or other immediate family receive from parties that provide services to CARE Super Pty Ltd or seek to provide services to it.
- 6.2 Individual gifts over \$100 (or cumulative gifts from the same person or company which would total \$100 in value) must be disclosed on a monthly basis and recorded in the CareSuper Gift and Entertainment Register ('the Gift Register'). Gifts under \$100 are not considered to be material.
- Any gift of more than \$100 will be declared to the CEO, who (after reference to the Chair, if necessary), will determine whether it is held by the Fund, distributed to employees or kept by the recipient. Gifts convertible to cash such as gift vouchers cannot be accepted and will be returned in the event that they are sent.
- 6.3 All entertainment (subject to the caveats below) must be disclosed and recorded in the Gift Register'. All entertainment, such as meals or sporting or cultural events paid by another party, is to be recorded in the Gift Register, irrespective of the value. However, the following are not required to be recorded in the Gift Register:
- attendance at a conference, unless the attendance fee has been paid or waived by another party. However, if separate entertainment is provided by a service provider at/during a conference, this should be disclosed;
  - attendance at a presentation, seminar or professional event where the food and beverages provided are incidental to the presentation, even if there is no charge to attend; or
  - where the food and beverages supplied are limited to tea/coffee and cakes/light savouries, considered sustenance
- 6.4 All Responsible Persons and employees must take reasonable steps to ensure the acceptance of entertainment, does not, or could not, cause a conflict between the individual's obligations to members and the Trustee.
- To assist with the identification of potential and actual conflicts, the following approvals should be sought:

VALUE	REPORTING AND APPROVAL
Any value entertainment	Disclosed and recorded in the Gift Register each month
Between \$100 - \$500	Disclosed and recorded in the Gift Register each month

	Appropriateness of accepting entertainment must be <b>discussed with</b> Company Secretary, CRO or CEO.
Entertainment valued between \$500 - \$1,500	Disclosed and recorded in the Gift Register each month Appropriateness of accepting entertainment must be <b>approved by</b> CEO.
Entertainment valued greater than \$1,500	Disclosed and recorded in the Gift Register each month Appropriateness of accepting entertainment must be <b>approved by</b> the Chair.

- 6.5 Directors and Senior Managers are required to record a 'Nil' return report if they have nothing to declare for the month.

The Governance Team will maintain the Gift Register and report it at each meeting of the Compliance, Audit and Risk Management Committee (CARC).

- 6.6 Directors and employees may not accept gifts or entertainment from entities participating in tender processes with the Fund. Blackouts will be declared during the tender period. All relevant Directors and employees will be notified of a blackout period by the Chief Risk Officer, Company Secretary or delegate. The blackout period will generally come into effect as soon as a tender process has commenced and will include all tender participants, whether existing service providers or not. A reminder of the blackout period will be included in monthly gifts and entertainment emails circulated by the Risk & Compliance Team. A register will be maintained by the Risk & Compliance Team of all invitations and gifts that been declined. A copy of this register will be included as part of reporting to the CARC.

## 7 Managing conflicts of interest

### DIRECTORS

- 7.1 If a Director is or becomes aware of any information, facts or circumstances which impair a Director's ability to discharge their responsibilities on the Board then the Director must immediately disclose all relevant details in writing to the Chair and Company Secretary.
- 7.2 Each Director is required to declare any change to their previously submitted position with respect to the Register of Interests and Duties.
- 7.3 Each Director must confirm at the commencement of every Board meeting whether there is anything that could make them ineligible to remain a director or to participate in a discussion on a specified Board agenda item.
- 7.4 Where a Director has a material personal interest in a matter that relates to the affairs of the Trustee which could create a potential conflict of interest then:
- the Director must fully disclose and give details of the nature and extent of the material personal interest that raises the potential conflict of interest with respect to a Director's duties and the relationship of the interest to the affairs of the Trustee at a board meeting as soon as practicable after the Director becomes aware of their interest in the matter;  
The obligation for Directors to disclose an interest is predicated on their honesty and ethics to present all relevant information to the Board so that an informed decision can be made by the Board on the matter;
  - the Director must not be present at a meeting of the Board or a Committee of the Board while the matter is being considered, or be present and vote on the matter unless the Directors, who do not have material personal interest in the matter, have resolved that the Board is satisfied that the interest specified in the resolution should not disqualify the Director from being present or being present and voting. In these circumstances, the Trustee may proceed with any transaction that relates to the



- interest and the Director may participate in the execution of any relevant document by or on behalf of the Trustee;
- 7.5 Should a Director disclose a conflict of interest, non-conflicted Directors will, by simple majority vote, assess the level of conflict and based on that assessment, determine if the director should do one or more of the following, as appropriate:
- a) not receive information about the matter
  - b) leave the room during the discussion
  - c) remain, but not participate in the discussion
  - d) remain, participate in discussion, but not vote; or
  - e) remain, participate in discussion and vote.
- 7.6 Should the Chair disclose a conflict of interest, non-conflicted Directors will, by simple majority vote, elect a Director as Acting Chair for the period of the discussion, assess the level of conflict and based on that assessment, determine if the Chair should do one or more of the following, as appropriate:
- a) not receive information about the matter;
  - b) leave the room during the discussion;
  - c) remain, but not participate in the discussion;
  - d) remain, participate in discussion, but not vote; or
  - e) remain, participate in the discussion and vote.
- 7.7 The minutes of the relevant meeting must document the conflict identified and action taken to avoid and manage the conflict.

## 8 Management and employees

- 8.1 On notification of a conflict of interest by management or another employee, the Chair and CEO will review the matter and determine an appropriate course of action, including whether consideration or action by the full Board is necessary. Where the conflict is deemed complex, the issue may be escalated to the Trustee's legal advisor.
- 8.2 The actions that may be considered to mitigate the conflict are:
- a) setting and monitoring performance benchmarks in relation to a particular contract or service;
  - b) the commissioning of external advice to confirm the appropriateness of a particular course of action; or
  - c) the conflicted individual's exclusion from receipt of information pertaining to and/or participation in relevant discussions and decisions.
- 8.3 The Chief Risk Officer, Company Secretary and CARC have the responsibility for monitoring compliance with agreed actions of each conflict and check that all conflicts are accurately recorded, kept up-to-date and records maintained.
- 8.4 The Governance team maintains a Register of Employee Interests which includes potential conflict notifications.
- 8.5 New employees are required to complete a conflicts of interest declaration upon joining CareSuper.
- 8.6 All Staff are required to provide an annual attestation of conflict notification.
- 8.7 All staff are required to annually re-confirm a conflicts of interest declaration. Any exceptions to the attestations made on the annual declaration will be reported to the CARC.
- 8.8 Members of the Executive Leadership Team are to confirm on a quarterly basis direct to the Chief Risk Officer or Governance Team that all relevant duties and interests have been advised in accordance with the Conflicts Management Framework.

## 9 Insider Trading

- 9.1 There may be instances where knowledge is acquired about CareSuper's investment program or operations by Directors and employees that are not generally available to all members and may allow for personal financial gain. Examples of inside information include:
- being aware of a future reserve distribution;
  - being aware of a future investment re-valuation;
  - learning of a major new opportunity or significant problem which is not known to the public yet (eg. merger); or
  - actual or proposed acquisition or disposal of assets by the Fund.
- 9.2 Where a Director or employee is in possession of inside information then they must:
- not switch investment options, roll-in money (other than normal employer/salary sacrifice contributions), or redeem their interest in the Fund other than standard pension payments during a blackout period;
  - not disclose any relevant information to any third party; and
  - not use the inside information for personal gain in relation to investments outside the Fund.
- 9.3 Blackout periods, during which relevant Directors and employees will not be able to make investment switches or non-standard transfers in or out of the fund, will generally come into effect as soon as confidential information is known that could reasonably influence someone in deciding whether or not to acquire/dispose/switch products. All relevant Directors and employees will be notified of a blackout period by the Chief Risk Officer or delegate. The blackout period will be determined on a case by case basis. If the blackout period extends beyond one month, reminders of the continuing blackout will be sent to those impacted. The Chief Risk Officer or delegate will request the administrator to place a flag on all relevant Directors' and employees' accounts to prevent any switching occurring during the blackout period. This will be removed at the end of the blackout period.
- 9.4 Exceptions to the blackout period may be granted by the Chair/CEO in the following circumstances:
- where a switch form, roll-in request or benefit payment request was lodged prior to the announcement of the blackout period or was made to meet a statutory obligation during a blackout period; and
  - where an individual can demonstrate that the decision to switch, roll-in or redeem a benefit is not influenced by any inside information.
- 9.5 Directors, members of the Executive Leadership Team, all employees in the Investment Team and Risk & Compliance Team are required to confirm compliance with this Policy as part of the annual attestations. Additional employees may also be required to confirm compliance with the Policy.
- 9.6 The Risk & Compliance Team will review trade exceptions occurring during a blackout period from the Administrator. Upon receipt of the information, the Chief Risk Officer or delegate will review and investigate any instances of trading noted. The investigation will include:
- contacting the individual concerned to understand the details of the transaction and why it occurred,
  - review the information including the type of transaction, timing of the transaction, investment options impacted, and whether the transaction resulted in a financial gain to the individual.

All trades and exceptions will be reported to the Board. If an exception relates to an Executive or Director, oversight of the investigation will be performed by the Board Chair or CARC Chair. In all cases, the investigation will be overseen by a person who is not a party to the trade or exception.

Any unauthorised trades, where inside information has been used, create a risk of harm to the reputation of CareSuper and the confidence in CareSuper held by members,

regulators, staff, and the community. Accordingly, any breach will be treated seriously. Breaches may lead to disciplinary action including dismissal. In case of suspected unlawful conduct, the matter may be reported to ASIC and/or APRA. If there has been an unlawful profit taken or harm done to the Trustee or Fund, the Director or employee will need to pay compensation or legal action may be taken for recovery by the Trustee.

Any conduct by relevant Directors or employees will be considered against the Professional and Probity Standards in the Fit and Proper Policy. The conduct of Directors will also be considered against the Key Director Attributes in the Fit and Proper Policy. Directors may be subject to removal under the terms of the Board Appointment, Renewal and Removal Policy and Trustee Constitution.

Any conduct of CareSuper employees will be considered against the CareSuper Code of Conduct and any disciplinary action will be taken under the Disciplinary Policy in the Staff Manual.

In any disciplinary action, all relevant matters will be taken into account. For example, the more significant and relevant the responsibilities of the relevant Director or employee, the more significant the action that will be taken in response, both to set an example and to reflect that those with high levels of responsibility are highly trusted and must act accordingly. Consideration will also be given to how the relevant Director or employee has conducted themselves following the trading, such as whether a breach was inadvertent, reckless or intentional; voluntarily disclosed or hidden; and the level of cooperation given by the individual in any investigation.

- 9.7 The Risk & Compliance Team performs annual ASIC searches on all Directors to ensure consistency between roles and responsibilities disclosed on the Register of Interests and Duties and the records held by ASIC.
- 9.8 The Chief Risk Officer or Governance Team will receive quarterly Director, Employee and Declared Related Person switching reports from the administrator and review them to ensure no suspicious activity is occurring. Any unusual activity will be reported to the CARC.
- 9.9 Members of the Executive Leadership Team are required to notify the Chief Risk Officer at the time they make a switch including details of the switch. The Chief Risk Officer is to notify the CARC Chair at the time they make a switch. All switching activity of Senior Management is to be reported to the CARC.
- 9.10 Directors and Employees who have Declared Related Persons will be required to notify the Chief Risk Officer within 1 business day of the related person making an investment switch. Any exceptions will be reported to the CARC.

## 10 Avoiding conflicts of interest

- 10.1 If a conflict cannot be adequately managed, the conflict may need to be avoided.
- 10.2 The Board will determine on a case-by-case basis how a declared conflict of interest and/or duty should be avoided depending upon the situation. For example, the Fund may need to exclude certain service providers from tender processes or from providing any type of service to the Fund or request a service provider to ensure a different partner is in charge of the engagement, etc.
- 10.3 To ensure that a declared conflicting interest and/or duty is avoided in the future, the service provider will be added to the list of related parties and highlighted in the Board Register of Interests and Duties. This will be monitored as part of the normal conflict monitoring process.

## 11 Service Providers, Advisers and consultants

- 11.1 Material Advisers (including outsourced service providers) and Consultants to the Trustee or the Fund must confirm that they have a Conflict Management Policy in place. An annual confirmation is obtained of compliance with their internal Conflict Management Policy for material outsourcing contracts. Any exceptions noted are reported to the CARC.

- 11.2 When Advisers and Consultants conduct tenders for the Fund where they are shareholders or holders of other interests in the proposals, they shall declare their interests.

## 12 Contracting with a related party

- 12.1 CARE Super Pty Ltd may enter into contracts for services or sponsorships with related parties where the Board considers that there will be enhanced benefits for CareSuper members in so doing. Any Board decisions on related-party transactions will be made at arm's length and the resolution regarding the decision along with the means by which the relevant director or directors managed any conflict during the Board's consideration will be disclosed in the minutes.
- 12.2 For the purposes of this Policy, related parties include:
- Industry Super Holdings Pty Ltd (ISH)
  - IFM Holdings Pty Ltd
  - Industry Super Australia Pty Ltd
  - Industry Fund Services Limited (IFS) and associated companies, including Industry Funds Investments Limited, Super Members Investments Limited, IFS Insurance Solutions Pty Ltd, Industry Fund Credit Control, Industry Fund Financial Planning
  - Industry Superannuation Property Trust (ISPT Pty Ltd)
  - IIPT Pty Ltd
  - The New Daily Pty Ltd
  - A Director's spouse, de facto partner, dependent children, and anyone with or for whom the Director makes financial decisions
  - An entity controlled by one or more of the above persons
  - An entity that the Director controls
  - A nominating body
  - A standard employer sponsor or an associate of a standard employer sponsor
  - A person or entity acting with or on behalf of any of the related parties (or entities or 'anyone') listed above
  - A person who was a related party in the previous six months.
- 12.3 Where CARE Super Pty Ltd has invested in, or contracted with, either individually or in conjunction with other funds, any entity designed to undertake investments on its or their behalf, the Trustee must:
- a) be satisfied with the ownership and control structure of that entity;
  - b) where any contractual link exists between that entity and any other related party, be satisfied as to its transparency, that the rewards to the third parties are commensurate with the intended benefit to the Fund and reflect a fair market price, and that the contract confers no benefits on any person other than those apparent to and acceptable to the Trustee.
  - c) periodically review the investment to ensure that the investment in that entity is made solely in the best interests of CARE Super. This review may include benchmarking or obtaining independent advice.
  - d) if that entity brings forward a specific proposal, the Board must be satisfied that:
    - i. the nature and extent of any interest of the Officers, Directors or employees of the entity have been fully disclosed to and approved by the Board;
    - ii. the proposal is in the best interests of CARE Super, that it has been assessed against external benchmarks and, where appropriate, independent advice has been sought; and
    - iii. a regular assessment of the benefits of the services or product provided by that entity is completed. The assessment must have regard to the cost of similar benefits available from alternative service providers, in accordance with the Outsourcing Policy on Provider Selection.

## 13 Soft dollar gifts

13.1 The Trustee does not pay or receive any soft dollar ('in kind') benefits. Soft dollar benefits are the provision or receipt of services without direct payment to an entity. It excludes gifts and entertainment noting that these are recorded on a separate register at CareSuper. Some examples of soft dollar benefits include, but are not limited to:

- subsidised purchase price of equipment;
- invitations to overseas conferences or holidays;
- free equipment and services;
- discounted options or shares in an investment manager; and
- payment of industry association membership fees.

## 14 Training requirements

14.1 All Directors and employees must attend training on the Policy and framework on an annual basis.

## 15 Roles and responsibilities

The roles and responsibilities of each party involved are outlined in the table below:

Role	Responsibilities
<b>Board</b>	Approves the Policy and conflicts framework Ensures that all reasonable steps are taken so that all responsible persons clearly understand and comply with the requirements of the Policy Ensures accurate records of Board decisions are maintained, including, minutes of Board (which include details of each conflict identified and the action taken to avoid or manage the conflict), board committee and other relevant meeting papers, Reviews the Register of Interests and Duties at each Board Meeting
<b>CEO</b>	Ensures all employees are aware of and comply with the Policy and the procedures for reporting a conflict
<b>Governance &amp; Remuneration Committee</b>	Performs annual review of Policy for recommendation to the Board Reviews the Register of Interests and Duties at each Committee Meeting
<b>Compliance, Audit &amp; Risk Management Committee (CARC)</b>	Reviews the Gift Register at each meeting (with the exception of the meeting to approve the annual accounts) Reviews the Blackout register when a blackout has been in place. Reviews switching activity where applicable.
<b>Company Secretary</b>	Maintains Register of Interests and Duties Ensures any conflict declaration made by a Responsible Person is recorded in the minutes Ensures any new responsible person is required to disclose all relevant interests and duties prior to taking up the appointment
<b>Governance Team (within Risk &amp; Compliance)</b>	Ongoing monitoring of compliance with Policy Monitors compliance with agreed actions of each conflict and checks that all conflicts are accurately recorded, kept up-to-date and records maintained Obtains annual confirmation from material outsourced providers as part of annual outsourcing attestation

	<p>Issues monthly Gift &amp; Entertainment emails for completion to all staff and Directors</p> <p>Performs annual ASIC searches on Directors and report results to GRC</p> <p>Provides training for the employees of the Fund on the Policy and framework</p> <p>Distributes and collates responses of annual attestations to Risk &amp; Compliance and Investment Teams</p> <p>Issues emails to advise of commencement and cessation of the Blackout period</p> <p>Monitors Blackout period documentation and performs post blackout analysis of transactions and reports exceptions to the Board</p> <p>Requests administrator to place and remove flags on Director and staff superannuation accounts to prevent switching during a blackout period</p> <p>Receives and reviews quarterly switching reports of all staff and reports results to CARC</p> <p>Reports all switching activity of Senior Management to CARC</p> <p>Maintains the Gift Register and prepares reporting for CARC</p> <p>Organises training on the Policy and framework for the Directors</p>
<b>People &amp; Culture Team</b>	<p>Ensures new employees complete conflicts of interest declaration</p> <p>Issues annual conflicts of interest declaration to all staff and report results to the Risk &amp; Compliance Team</p>
<b>Other Responsible Persons</b>	<p>Report potential or actual conflicts to Chair of the Board, CEO or Company Secretary</p>
<b>Advisers or Consultants</b>	<p>Confirm that a Conflict Management Policy is in place for their organisation and, if a material outsourced provider, confirm on an annual basis compliance with the Policy..</p>

## 16 Review of Conflicts Management Policy

- 16.1 The Policy and framework are reviewed annually by the Governance & Remuneration Committee and any changes will be recommended to the Board. The Policy is approved by the Board.
- 16.2 The Policy may also be reviewed more frequently if there are major changes to business operations of the Fund, the structure of the Trustee, major changes to service providers or responsible person changes.
- 16.3 A comprehensive review of the Policy and framework will be undertaken by an operationally independent, appropriately trained, and competent person at least every three years.
- 16.4 The review will include at a minimum:
  - a) whether all relevant duties and all relevant interests have been identified and are being addressed in accordance with the Trustee's conflicts management framework;
  - b) the level of compliance with the Conflicts Management Policy, including reporting on the Registers of Duties and Interests; and
  - c) any non-compliance with the Policy, including steps taken to return to, and improve, ongoing compliance.

## 17 Interaction with other policies

- 17.1 The Conflicts Management Policy interacts with other policies including:
  - a) Fit & Proper Policy;
  - b) Appointment & Removal of Senior Managers Policy;
  - c) Board Appointment, Renewal and Removal

- d) Outsourcing Policy;
- e) Procurement Policy
- f) Whistleblower Policy;
- g) Risk Management Framework;
- h) Governance Framework;
- i) Marketing Policy;
- j) AML/CTF Program;
- k) Fraud & Corruption Policy;
- l) Insurance Management Framework; and
- m) Staff policies (staff manual, code of conduct).

## Appendix 1 – Conflict Examples

Examples of key potential conflict scenarios and related controls include:

Example	Perceived/Actual conflict	Controls
Family member of employee works at a service provider that CareSuper currently uses or might use in the future	- Potential impact on perceived independence during tender for provision of services	- Employee Conflicts Register - Board/Executive Register of Interests and Duties
Family member of employee works at an employer that has CareSuper as its default fund	- Potential impact on perceived independence during tender for selecting CareSuper as default fund for employer	- Employee Conflicts Register - Board/Executive Register of Interests and Duties - Director/Employee with conflict excluded from tender process and decision making
Material (greater than 5% share) and direct investment in a material service provider	- Potential ability for personal financial gain if work awarded to service provider	- Director/Employee with conflict excluded from tender process and decision making
Any interest of a director, employee or family member in an investment being considered by the Fund	- Potential ability for personal financial gain (use of insider information)	- Director/Employee with conflict excluded from the tender process and decision-making
Family member of the employee works at another superannuation fund	- Potential ability to use insider information	- Employee Conflicts Register - Director/Employee with conflict excluded from tender/merger discussions - Confidentiality clause in Director/Employee contracts
Employees/Directors/Family Members making a IP, TPD or terminal illness claim or any party in a death claim	- Potential to alter/influence the outcomes of a claim	- Employee Conflicts Register - Director/Employee with conflict excluded from the determination of the claim
Employees/Directors/Family Members being aware of a future reserve distribution	- Potential ability to use insider information for personal financial gain	- Blackout process required for this type of transaction
Employees/Directors/Family Members being aware of a	- Potential ability to use insider information for personal financial gain by switching to/from option impacted	- Blackout process in place for this type of transaction



<b>future investment re-valuation</b>		
<b>Having access to information that is not publicly available and using it for personal gain</b>	<ul style="list-style-type: none"> <li>- Potential ability to use insider information for personal financial gain</li> </ul>	<ul style="list-style-type: none"> <li>- Blackout processes in place as part of the policy</li> <li>- Confidentiality clause in Director/Employee contracts</li> </ul>
<b>When an employee or Director is resigning from their position at CareSuper and joining a competitor fund</b>	<ul style="list-style-type: none"> <li>- Potential for insider information to be used to benefit the employee/Director or their new organisation</li> </ul>	<ul style="list-style-type: none"> <li>- Confidentiality clause in Director/Employee contracts</li> <li>- Policy in place for employees (role dependent) to leave CareSuper immediately after announcing going to another fund subject to an assessment of risk</li> </ul>