



Conflicts Management Framework and Policy

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1. Introduction

1.1 Purpose

The Conflicts Management Framework and Policy (the Policy) outlines the Board's approach to ensuring that the Trustee takes reasonable practicable action to identify, avoid and/or prudently manage all actual, potential and perceived conflicts of interest. The Policy applies to all Fund Employees and Responsible Persons of the Fund.

1.2 Background

NGS Super is governed by a corporate Trustee, NGS Super Pty Limited. The structure of the Trustee is based on a model of equal representation by employer and member Directors.

1.3 Regulatory Requirements

Australian Prudential Regulation Authority (APRA)

APRA's *Prudential Standard SPS 521 Conflicts of Interest* requires the Board to identify, avoid and manage conflicts of duties and interests.

Key requirements of SPS 521 include that:

- a conflicts management policy is developed, implemented, reviewed and approved by the Board
- all relevant duties and relevant interests are identified
- a register of relevant duties and relevant interests is developed and maintained.

Prudential Practice Guide SPG 521 Conflicts of Interest provides guidance on APRA's view of sound practice in particular areas.

Australian Securities and Investments Commission (ASIC)

As an AFS licensee, the Trustee must have (amongst other things) adequate arrangements for the management of conflicts of interest that may arise wholly, or partially, in relation to the provision of financial services by the Trustee, or the Trustee's representatives, as part of the financial services business of the Trustee or its representatives (s912A (1) (aa) of the Corporations Act 2001). This obligation is referred to as the 'conflicts management obligation'.

1.4 Definitions

Associate means a person who has a close family, personal, business or social connection to or involvement with a Responsible Person.

Board means the Board of the Trustee.

Committee Member means a person appointed by the Board to be a member of the Human Resources, Remuneration and Governance Committee of the Trustee.

Company Secretary means a person appointed by the Board to be the statutory officer of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Conflicts are circumstances where some or all of the interests or duties of a Responsible Person and/or the Associates of a Responsible Person are inconsistent with, or diverge from, the interests or duties of the Trustee and the interests of its beneficiaries. This includes actual, potential and perceived conflicts where performance or decisions are or could be influenced due to the Responsible Person and their Associates having personal interests or duties owed to another entity. A **potential** conflict of interest arises where a Responsible Person and/or the Associates of a Responsible Person has a private interest or duty which is such that an actual conflict could arise if the Responsible Person or their Associates were to become involved in relevant (that is, conflicting) duties and responsibilities in the future.

A **Perceived** conflict of interest refers to a situation in which the Trustee or Trustee's representative's actions or decisions could potentially be influenced by a personal or financial interest and give rise to a reasonable person forming the belief that the action or decision is conflicted, even when that is not actually the case.

Directors mean those persons who have been appointed to oversee the activities and management of the Trustee.

Employees means an employee or contractor of NGS Super.

Employers has the same meaning as in the SIS Act.

Fund means NGS Super.

HRR&G Committee means Human Resources, Remuneration and Governance Committee of the Trustee.

RSE licence means a Registrable Superannuation Entity licence, which is granted under section 29D of the SIS Act.

RAC Committee means Risk, Audit and Compliance Committee of the Trustee.

Responsible Person means a Director, Company Secretary, RSE Auditor, RSE Actuary, Senior Manager, Board Advisor, or other person appointed by the Board as a Responsible Persons.

Relevant duty means any relevant duty owed by the Responsible Person of the Trustee and any Associates of the Responsible Person to beneficiaries or to any other person.

Relevant interest means any relevant interest, gift, emolument (any salary for or profit from appointments or offices held) or benefit whether pecuniary or non-pecuniary, directly or indirectly held by the Responsible Person or an Associate of the Responsible Person.

SIS Act means the *Superannuation Industry (Supervision) Act 1993*.

Service Provider means an entity providing outsourced activities to the Trustee. A **Key Service Provider** is one who is providing a material business activity.

Specified Positions refers to those specified persons who may have regular access to valuation information. These persons are defined in the following groups:

- Directors
- Independent Advisors to the Board
- Appointees and/or consultants to a Board Committee
- Members of the Executive Team¹
- Members of the Investment Team²

For these people, advance notifications and permissions are required before any Restricted Trading Activities as defined in the Personal Trading Policy, are processed from any of NGS Super's investment options.

Trustee means NGS Super Pty Limited.

1.5 Relationship to other policies

This Policy should be read and used in conjunction with the Trustee's:

- Governance Policy
- Risk Management Framework
- Investment Governance Framework
- Fit and Proper Policy
- Outsourcing Policy
- Human Resources and Corporate Policy
- Risk Management Framework

¹ The Chief Executive Officer or a direct report of the Chief Executive Officer who has been appointed to the Executive Team

² A member of the broader team reporting ultimately to the Chief Investment Officer.

- Ethical Behaviour Policy - Code of Conduct
- Whistleblowing Policy
- Personal Trading Policy
- Valuation Policy
- Audit policy.

2. Responsibilities

Key roles and responsibilities under this Policy are set out below:

Trustee Board	<ul style="list-style-type: none"> • Approve this Policy and subsequent updates. • Ultimate responsibility for the appropriateness and effectiveness of the Policy. • In the event of a conflict or potential conflict, ensuring that priority is given to the duties to and interests of beneficiaries. • Ensuring that the Board and each of its Committees consider potential conflicts of interests at the commencement of each meeting. • Following assessment by the HRR&G Committee, approval of any amendment to the Interests and Duties Register for public disclosure. • Ensure Fund auditors are independent and have no conflicts of interest that may compromise their independence.
HRR&G Committee	<ul style="list-style-type: none"> • Review Policy updates and recommend changes to the Board for approval. • Assessment of interests and duties of Responsible Persons (other than RSE Auditors and RSE Actuaries) including identified conflicts, perceived conflicts and potential conflicts of interest and duties and making recommendations to the Board with respect to the management of the conflicts. • Oversight of the gift register and recommendations to the Board as to the appropriateness of gifts and whether they should be included on the Interests and Duties register. • Oversight of the Employee Interests Register.
RAC Committee	<ul style="list-style-type: none"> • Assessment of interests and duties of Responsible Persons who are RSE Auditors and RSE Actuaries including identified conflicts, perceived conflicts and potential conflicts of interest and duties and making recommendations to the Board with respect to the management of the conflicts. This process is undertaken in conjunction with the review and assessment of annual fit and proper confirmations, and the review of any supporting evidence collated by the Risk & Governance team in support of the annual confirmations from the RSE Auditors and RSE Actuaries. • Ensure the Internal Audit Plan for the Fund includes a comprehensive review of the Conflicts Management Framework every three years.
Chief Risk Officer	<ul style="list-style-type: none"> • Executive accountability for the implementation of the Policy. • Following initial assessment by the Company Secretary to approve (or otherwise deal with) any gifts and/or invitations received by or offered to an Employee where the gift exceeds the parameters set out in this Policy.³ • Following initial assessment by the Company Secretary, approve (or otherwise implement) strategies to control, manage, mitigate or avoid potential, perceived or actual conflicts of interest of Employees. • Approve procedures to ensure the effective implementation of this Policy.

³ Note: Where any gifts/invitations are received by or offered to the Chief Risk Officer or the member of the Risk and Governance Team performing the initial assessment, the Chief Executive Officer will step in to perform the assessment as required

Risk and Governance Team	<ul style="list-style-type: none"> • Facilitate regular review of the Policy. • Initial assessment of any gifts and/or invitations received by or offered to an Employee where the gift exceeds the parameters set out in this Policy. • Initial assessment of relevance of declared interests and duties. • Initial assessment and recommendations for strategies to control, manage, mitigate or avoid potential, perceived or actual conflicts of interest or duty. • Maintaining the Register of Interests and Duties and following approval by the Board, ensuring it is available on the Fund’s website. • Maintaining and updating the Gift Register and ensuring regular reporting of register to the HRR&G Committee. • Obtain confirmations by RSE Actuary and RSE Auditor who are to provide confirmations of management of potential and perceived conflicts of interests and duties as part of their annual fitness and propriety assessments. These confirmations are sent on to the RAC Committee. • Initial assessment of gifts and/or invitations received by or offered to an Employee where the gift exceeds the thresholds set out in this Policy. • Initial assessment of potential perceived or actual conflicts of interest by Employees and recommendations for strategies to control, manage, mitigate or avoid potential, perceived or actual conflicts of interest or duty. Maintain procedures to ensure the effective implementation of this Policy.
Internal Auditor	<ul style="list-style-type: none"> • Conduct a comprehensive review of the Conflicts Management Framework every three years including whether all relevant duties and interests have been identified and are being managed accordance with the Policy.

The process for identifying potential, perceived or actual conflicts of interest of service providers is set out in the Outsourcing Policy.

3. Disclosure parameters

The following are the parameters and thresholds that the Board has determined in order to identify actual, potential or perceived conflicts of interest or duty. Interests below these parameters are not considered to have the potential for a significant impact on capacity to act in the best financial interest of members and beneficiaries.

3.1 Interests (Directors and Responsible Persons only)

The following needs to be declared:

- any financial interest held directly or indirectly in listed and unlisted shares, trusts, managed funds, partnerships and other business interests where the interest represents over 5% of the total securities on issue, income or capital value of the company, fund, trust partnership, business entity or equivalent
- any interest in an Australian superannuation fund.

3.2 Duties

All duties undertaken by Responsible Persons and Employees must be declared including external directorships, management/advisory roles or positions on committees, and any current employment. These duties may be paid or voluntary.

3.3 Gifts and invitations

- All gifts and invitations within a financial year over the value of \$250 or recurring gifts with the cumulative value over \$750 are to be declared. These include, but are not limited to, invitations to events, lunches, dinners and the receipt of gifts or prizes.
- This does not apply to the RSE Actuary and Auditor who provide separate confirmation of management of potential conflicts of interests and duties as part of their annual fitness and propriety assessments.

4. Determining the relevance of interests and duties (Directors and Responsible Persons only)

All new interests and duties of and gifts received by Responsible Persons are reported to each meeting of the HRR&G Committee. An assessment of the relevance of the interests and duties will be made by the Committee having regard to the potential for the interest or duty to reasonably have a significant impact on the capacity of a Responsible Person to act in the best financial interest of members and beneficiaries. The HRR&G Committee will make a recommendation to the Board in respect to:

- the management, or if necessary, the avoidance of any actual, potential or perceived conflict of interest or duty
- the relevance of the duty and requirement for inclusion in the Interests and Duties register.

Trading Conflicts of Directors and Responsible Persons are addressed and managed by the Personal Trading Policy and Procedures.

The Board is responsible for approving changes to the Interests and Duties Register which will be made publicly available on the Fund's website.

5. Further Conflict of Interests obligations of Auditors & Actuaries

All RSE Auditors and RSE Actuaries who undertake work for the Trustee in relation to the Trustee's RSE licence and AFS licence, and are considered Responsible Persons, are to be confirmed to be independent of the Trustee in its capacity as an RSE Licence holder.

The Board must be satisfied that there is no conflict of interest situation that exists which could compromise, or be seen to compromise, the independence of an RSE Auditor or RSE Actuary of the Fund. The Board must also ensure the RSE Auditor and RSE Actuary independence requirements contained in Prudential Standard SPS 510 Governance and SPS 310 Audit and Related Matters are complied with by the RSE Auditor and RSE Actuary.

The Board will be provided with recommendations from the RAC Committee as to the independence of the RSE Auditors and RSE Actuaries once the RAC Committee has been able to review annual confirmations and any supporting evidence.

6. Conflicts of Interests of Employees

All Employees are required to disclose any potential conflict of interest or duty to their Manager and the Company Secretary in accordance with this Policy.

Disclosures will be assessed, and a determination will be made in respect to the management or, if required, avoidance of the potential conflict of duty or interest.

Trading Conflicts of Employees are addressed and managed by the Personal Trading Policy and Procedures.

Potential conflicts of interest and duties of Employees will be recorded on the Employee Interests Register.

Any new entries to the Employee Interests Register will be reported to the HRR&G Committee.

7. Gifts

All gifts and invitations within a financial year over the value of \$250 or recurring gifts with the cumulative value over \$750 are to be declared.

Gifts, hospitality, or concessional travel offered in connection with employment by the Fund or in the discharge of duties to the Fund should not be accepted except where the gift does not give rise to a conflict of interest or duty and cannot be perceived as such by a reasonable outside observer. Any gift received must be of a minor and non-recurring nature.

If a gift and/or invitation valued at \$250 or more (including recurring gifts and/or invitations where the cumulative value in a financial year is \$750 or more), acceptance of the gift/invitation will be subject to approval in accordance with the Gift Policy and the Conflicts Management procedures.

Directors, Committee Members, Associates, and Employees involved with a tender process should not accept any gift or invitation from any service provider involved in a tender for services to the Fund. This includes any current service provider and covers the period from the issuing of the tender document until the decision is made.

8. Treating Employers

Section 68A of the SIS Act prohibits Trustees from using goods or services which could reasonably be expected to:

- influence the choice of superannuation fund into which an employer directs superannuation contributions where its employees have not chosen a fund (Default Fund) or
- influence an employer to encourage its employees to remain a member of a fund or agree to join a fund.

This includes both the supply by the Trustee or an Associate of goods and services, including discounts rebates and allowances or the refusal to provide such discounts, rebates or allowances to an Employer or a relative or Associate of the Employer.

A reference to an “associate” for the purposes of section 68A is determined with reference to the Corporations Act.

During the course of day-to-day business, the Fund may use informal opportunities to build and develop relationships with new or existing Employers. From time to time this may include the provision of hospitality including meals and/or beverages.

The Fund has Conflicts Management procedures to ensure it complies with section 68A of the SIS Act.

9. Awareness and compliance

This Policy will be communicated to Directors and Committee members in the following ways:

- a copy of the Policy is included as part of the new Director appointment process and is available for all Directors and Committee members within the Resource Centre on the Diligent application used to securely distribute Board papers

- each Board and Committee meeting includes a standing item in relation to the declaration of any new actual, potential and perceived conflicts
- Directors, Committee Members and Responsible Persons are required to make an annual declaration of all of interest and duties.
- the requirements of the policy are communicated regularly throughout the year to ensure they remain front of mind.

The Policy (and any updates) will be provided to the RSE Actuary and Auditors.

This Policy will be communicated to Employees in the following ways:

- new Employees will receive a briefing on the Policy as part of their induction
- a copy is available on Workplace which can be accessed by all staff and is also available on the Fund's public website
- a dedicated mandatory training module on the Fund's online training system
- the requirements of the policy are communicated regularly throughout the year to ensure they remain front of mind.

10. Whistleblowing

If a Director, Committee Member or an Employee has knowledge that leads them to the belief that a conflict of interest exists that may not have been disclosed, they should deal with this through discussion with either the Chief Risk Officer, in the case of an Employee their Manager, or through the Fund's Whistleblower Policy. The Trustee will ensure that any person who acts in accordance with this procedure is not victimised notwithstanding any conditions of that person's employment or contract.

11. Monitoring and review

Compliance Monitoring

Compliance with this Policy will be monitored by the Board through the HRR&G Committee.

Breach

A breach of this policy or a failure to disclose an interest or duty, subject to the circumstances surrounding the breach and the nature of the interest and conflict, may result in termination of directorship or employment, whichever the case may be.

Review

The Policy will be reviewed annually by the Trustee to ensure that the arrangements continue to be adequate for identifying, assessing and managing conflicts of interests.

External Review

Every three years internal audit will review and report to the RAC Committee on the appropriateness of and compliance with the Trustee's Conflicts Management Framework and Policy.

VERSION CONTROL

Document control information

Description	Conflicts Management Framework and Policy
Creation date	16/10/2012
Primary ownership	Chief Risk Officer
Review	Human Resources, Remuneration and Governance Committee
Approval sign off	Board

Revision and sign-off history

Version	Revision date	Author/s	Revision notes	Review by Committee	Approved by Board
1.0	18/9/2012	General Manager Operations	This policy replaced the existing policy updated to incorporate Prudential Standard SPS 521 Conflicts of Interest	11/10/2012	16/10/2012
2.0	7/2/2013	General Manager Operations	In line with APRA's review the following changes have been made: Section 1.4: Definition of 'Associates' has been expanded to include staff of the Trustee Section 2.2: Additional clause added to bring in line with s52(2)(d) of the SIS Act Section 2.5: Additional information provided on communication process Section 3.4: Managing Conflicts Sub sections <i>Conflict of interests & Gift Registers and Recording</i> : further clarification provided Sub section <i>Attendance and participation</i> has been re-titled to 'Evaluation'	-	19/2/2013
3.0	20/11/2013	Risk and Compliance Officer	<ul style="list-style-type: none"> Formatted to be in line with policy template Clarification of conflicts register and the information it should contain. Updated to reflect current practices 	2/12/2013	3/12/2013
4.0	27/10/2014	Senior Manager Governance	Changes suggested by internal audit findings 11 March 2014, including:	6/11/2014	2/12/2014

			<ul style="list-style-type: none"> • Adding the external auditor and actuary to the definition of responsible persons. • Disclosure requirement for recurring gifts 		
6.0	14/10/2016	Senior Manager Governance	<p>Updated to incorporate internal audit findings and process improvements including:</p> <ul style="list-style-type: none"> • Gift register and gift retention • roles and responsibilities 	21/11/2016	1/12/2016
7.0	29/9/2017	Senior Manager Governance	<p>Updated to include new senior positions of Chief Risk and Governance Officer and Chief Operating Officer plus a minor change to procedure</p>	13/11/2017	21/11/2017
8.0	30/10/2018	CEO	<p>Changed title to Senior Manager Insurance and Complaints Added Employee Code of Conduct to other policy list</p>	<p>Immaterial change approved by Compliance & Risk Officer and noted by HRRG 12/11/2018</p>	<p>Minor changes approved under delegation and reported to Board 20/11/2018</p>
9.0	28/10/2019	Senior Manager Governance	<ul style="list-style-type: none"> • Updated roles and responsibilities • Additional guidance for disclosure of relevant interests and duties • Additional information to comply with section 68A of the SIS Act – Treating Employers • Movement of some detailed information into separate procedures document 	11/11/19	19/11/19
10.0	20/10/2020	Senior Manager Governance	<ul style="list-style-type: none"> • Minor updates to wording throughout • Update to assessment process for gifts, removing reference to role of Risk and Compliance Manager • Reflect additional measures to use for ongoing awareness of the policy requirements • Remove references to Alternate Directors 	9/11/2020	17/11/2020

Version	Revision date	Author/s	• Revision notes	Review by Committee	Approved by Board
11.0	31/01/2022	Legal Counsel, Compliance & Governance	<ul style="list-style-type: none"> • Updates to Roles and Titles of Responsible Persons • Sections detailing processes to be moved to a newly created procedures document • Changes made throughout to simplify the document 	14/02/2022	22/02/2022
12.0	01/06/2022	Legal Counsel, Compliance & Governance and Legal Counsel, Investments	<ul style="list-style-type: none"> • Ensure references in the policy remain up to date • Sections detailing processes to be moved to a newly created procedures document • Changes made throughout to simplify the document • ASIC Requirements 	15/06/2022	23/06/2022
13.0	05/06/2023	Acting Head of Legal & Governance	<ul style="list-style-type: none"> • Update roles and titles • Ensure references in policy are up to date • Update policy to reflect change in Prudential Standards 	05/06/2023	27/06/2023
14.0	25/07/2024	Legal Counsel	<ul style="list-style-type: none"> • Update roles and titles • Ensure references in policy are up to date • Amendment to ensure CEO is captured as a member of the Executive Team • Update references to 'Best Interest, to reflect 'Best Financial Interest'. 	12/08/2024	15/08/2024

Records management

Record management system	Date uploaded
SharePoint	15/08/2024
Diligent Resource Centre	15/08/2024
Website	19/08/2024