



Where a disclosure of an interest is made by the Chair and it is decided the Chair is excluded from all consideration of the matter, the remaining Directors must appoint a temporary Chair while considering this matter.

The Company Secretary and Board Office will maintain a register of declared interests by Queensland Rail Directors, which will be made available as required by legislative or genuine business purpose.

2.2.2 Disclosure by CEO, Executives and Employees

The CEO, Executives and Senior Managers will be required to sign a disclosure declaration upon appointment, declaring all relevant Private Interests.

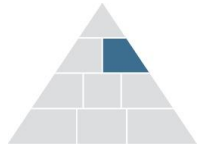
All Executives, Senior Managers and Employees have an obligation to make ongoing disclosures of Private Interests and changes to existing Material Interests to their Leader as and when they arise. Refer Declaration of Conflicts of Interest Form MD-17-212 for further details. The organisation's Conflict of Interest Register is managed by the Ethics and Investigations Team.

Where a conflict of interest exists, the Leader is to take appropriate action to manage the conflict in the best interest of Queensland Rail and provide the Declaration of Conflicts of Interest Form and their decision on how the conflict will be managed to the Ethics and Investigations Team for inclusion in the Conflict of Interest Register.

Disclosures by the CEO are to be reported by the CEO to the Board. The Board shall review all information in relation to the disclosure and decide on appropriate action to be taken. The decision of the Board, including any associated action items must be documented in the minutes of the Board meeting.

Where the Board determines that a conflict situation exists, the CEO will be excluded from all consideration of the matter including any segment of the Board papers or other documents containing reference to the matter. Where under a particular policy, Queensland Rail allows the CEO discretion over employees, the Chair will be the appropriate person to exercise that discretion under any policy in relation to the CEO.

Disclosures and details from the CEO, Executives, Senior Managers or Employees will be captured in the organisation's Conflict of Interest Register. The Register will be made available as required by legislative or genuine business purpose. In addition, the CEO and Executives will be required to make an annual declaration via the Related Party Disclosure Questionnaire as part of the end of financial year audit process.



This exemption is limited to:

- Chief Executive Officer
- ELT Members
- Group Senior Manager Corporate Services
- Senior Manager Procurement and Contracts
- Procurement Officers
- Probity Advisor
- Safety Advisors involved in supplier pre-qualifications
- Queensland Rail Legal Counsel
- Other designations as identified by General Counsel

2.2.6 Special Conflict – Lobbyists

All new employees are to provide the Ethics and Investigations Team, within one month of taking up duty, a disclosure of employment as a Lobbyist in the previous two years that may have the potential to impact on their ability to properly and impartially discharge the duties of their role, and/or be an Actual or Perceived Conflict of Interest in relation to their role. Should it be determined that there is a Potential conflict, the employee is required to resolve the concerns in favour of the interest owed to Queensland Rail and must be resolved to the satisfaction of Queensland Rail management within 14 calendar days as failure to do so may result in a breach of this Standard and/or the Code of Conduct.

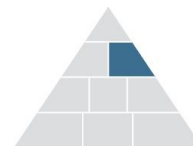
If in the course of your work you are approached by someone who is a Lobbyist seeking to conduct a Lobbyist activity, they must be listed on the Register of Lobbyists found in the Queensland Integrity Commissioner's website, unless the lobbying activity is excluded under the Integrity Act. Contact with Lobbyists who are seeking to conduct a Lobbyist activity is to be reported to the Ethics and Investigations Team so as to be recorded in the Corporate Register.

Further information on lobbyists can be found on the Integrity Commissioner's website.

2.2.7 Special Conflict – Working with Family Members

Generally, Queensland Rail will not allow employees to directly supervise a family member. This is however subject to operational considerations. Where a reasonable transition and adjustment can be made and the person agrees, and a position is available, person(s) affected may be relocated to another part of the business.

To avoid conflicts and ensure objectivity in situations where family members work in the same area, you need to make sure that job duties, overtime assignments, leave requests, higher grade, and job selection, are based on objective criteria and any pay decisions, and job performance (including discipline) evaluations are handled by an independent person.



In addition, conflicts can occur where family members accept positions with suppliers, customers and other stakeholders. These need to be reported and managed in accordance with the procedures outlined in 2.2.2 in this Standard.

2.2.8 Special Conflict – Secondary Employment

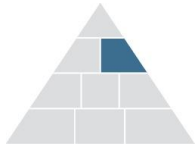
Whilst employees are not prohibited from engaging in secondary employment, you are required to work impartially and in the public interest. This is your primary obligation. When employees engage in secondary employment, they risk actual and perceived conflicts of interests as well as, for example, increased risks of:

- Misuse of information or resources gained through employment with Queensland Rail in their outside work or use of Queensland Rail's computing and office equipment to undertake duties connected with the secondary employment
- Absenteeism due to clashing commitments and diminished work performance as a result of fatigue or distraction
- Increasing workload on co-workers who must 'cover' the reduced performance of the employee with the secondary employment.

The risks to Queensland Rail are greatest when the other employer has or is likely to have contractual dealings with our organisation or is in or may come into commercial competition with Queensland Rail, or has a regulatory relationship with Queensland Rail.

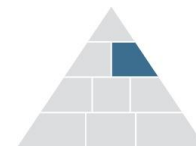
As an employee you must notify your Leader prior to commencing such work (or upon employment with Queensland Rail) to discuss risks and appropriateness of accepting or continuing with the secondary employment. Information to be disclosed to your Leader should include the duties undertaken, name and location of the other employer, hours worked, and any current links the other employer has with Queensland Rail or other government organisations, together with any other relevant details. With your Leader you will assess possible risks and develop a management plan. Further (and if the secondary employment is approved), you must promptly notify Queensland Rail of any change of circumstances that may need to be managed or which indicate that conditions associated with the approval may need to be reconsidered. These need to be reported and managed in accordance with the procedures outlined in Section 2.2.2 in this Standard.

Leaders are responsible to take action where an employee has not declared secondary employment and to escalate to HR Central or the Ethics and Investigations Team as required.



2.3 Managing Conflicts of Interest

Management Strategy	When most suitable	When least suitable
<p>Register <i>Where details of the existence of an actual, Perceived or Potential Conflict of Interest are formally registered.</i></p>	<ul style="list-style-type: none"> for very low-risk Conflicts of Interest and potential Conflicts of Interest where the act of transparency through recording the Conflict of Interest is sufficient 	<ul style="list-style-type: none"> the Conflict of Interest is more significant or of higher risk the potential or perceived effects of a Conflict of Interest on the proper performance of the relevant person require more proactive management
<p>Restrict <i>Where restrictions are placed on the relevant person's involvement in the matter.</i></p>	<ul style="list-style-type: none"> the relevant person can be effectively separated from parts of the activity or process the Conflict of Interest is not likely to arise frequently 	<ul style="list-style-type: none"> the conflict is likely to arise more frequently the relevant person is constantly unable to perform a number of their regular duties because of Conflict of Interest issues
<p>Recruit <i>Where a disinterested third party (e.g. probity adviser or probity auditor) is used to oversee part or all of the process that deals with the matter.</i></p>	<ul style="list-style-type: none"> it is not feasible or desirable for the relevant person to remove themselves from the decision-making process in small or isolated communities where the particular expertise of the relevant person is necessary and genuinely not easily replaced 	<ul style="list-style-type: none"> the conflict is serious and ongoing rendering ad hoc recruitment of others unworkable recruitment of a third party is not appropriate for the proper handling of the matter a suitable third party is unable to be sourced
<p>Remove <i>Where a relevant person chooses to be removed from the matter.</i></p>	<ul style="list-style-type: none"> for ongoing serious Conflicts of Interest where ad hoc restriction or recruitment of others is not appropriate 	<ul style="list-style-type: none"> the Conflict of Interest and its perceived or potential effects are of low risk or low significance the relevant person is prepared to relinquish the relevant Private Interest rather than radically change their work responsibilities or environment
<p>Relinquish <i>Where the relevant person relinquishes the Private Interest that is creating the conflict.</i></p>	<ul style="list-style-type: none"> the relevant person's commitment to public duty outweighs their attachment to their Private Interest 	<ul style="list-style-type: none"> the relevant person is unable or unwilling, for various reasons, to relinquish the relevant Private Interest
<p>Resign <i>Where the relevant person resigns from their position with the agency.</i></p>	<ul style="list-style-type: none"> no other options are workable the relevant person cannot or will not relinquish their conflicting Private Interest and changes to their work responsibilities or environment are not feasible the relevant person prefers this course as a matter of personal principle. 	<ul style="list-style-type: none"> the Conflict of Interest and its potential or perceived effects are of low risk or low significance other options exist that are workable for the relevant person and the agency.



2.4 Breaches of this Standard

Compliance with this Standard is a condition of employment or engagement with Queensland Rail. Breaches of this Standard will be treated as a breach of the Code of Conduct and may lead to disciplinary action up to and including termination.

All suspected and actual Corrupt Conduct must be reported to the Ethics and Investigations Team who can be contacted on EthicsInvestigations@qr.com.au. For further information contact:

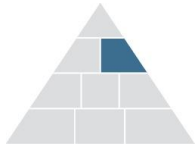
- EthicsInvestigations@qr.com.au
- Boardoffice@qr.com.au

3 Responsibilities

The following establishes the unique accountabilities and responsibilities of the key internal stakeholders specific to this Standard.

3.1 Who does what?

Who	What
Company Secretary	Responsible for maintenance of the Register of Interests for Queensland Rail Directors.
Manager Ethics and Investigations	Responsible for maintenance of Register of Interests for CEO, Executives, Senior Managers and relevant Employees
Procurement representative (or most senior manager in procurement activity)	Responsible for ensuring a Conflict of Interest declaration is completed by team members involved in a procurement activity.
Probity Advisors	Responsible for providing advice on the management of conflicts of interest when they are raised in a procurement context.
Manager, Recruitment and Employee Wellbeing	Responsible for ensuring completion of initial disclosures by the CEO, Executives and Senior Managers upon appointment to Queensland Rail.
Directors, Executives, Senior Managers and Employees	Promptly report actual, possible and perceived conflicts of interest to the appropriate area(s) as outlined in this Standard.
Leaders	Identify, monitor and manage any conflict of interest risks occurring in their business.



4 Terms and definitions

The following key terms and definitions are unique to this Standard. Please refer to the [Business Glossary](#) for other terms not included in this section.

Term	Definition	Source ¹
Conflict of Interest	A conflict of interest involves a conflict between an employee's duties and responsibilities and the employee's private interests. Conflicts can be actual, perceived or potential depending on the circumstances. A conflict of interest can arise from avoiding personal losses as well as gaining personal advantage – whether financial or otherwise.	Code of Conduct MD-10-62
Conflict of Interest Examples	<ul style="list-style-type: none"> • shareholdings in public and private companies; • family and business trusts and nominee companies; • bonds, debentures and like investments; • savings and investment accounts; • partnerships; • real estate; • directorships in or employment by a public or private company; • other assets; • other substantial sources of income; • other interests; • liabilities; • organisational memberships; • gifts or benefits 	Public Service Commission Directive 3/10 Declaration of Interests
Corrupt Conduct	Has the meaning given to it for the purposes of the Crime and Corruption Act 2001	Crime and Corruption Act 2001 (Qld)
Family Member	A "family member" includes any person you are in a relationship with (including but is not limited to) a spouse, partner, child, brother, sister, parent, stepchild, stepparent, as well as mother-, father-, son-, daughter-, brother-, or sister-in-law, and any other person living with you (except tenants).	
Gifts or benefits	Includes but not limited to: conference/seminar costs, gratuity, remuneration, allowance, discount, fee, subsidy, hospitality, travel, entertainment, alcohol, raffle tickets, scratch card, lotto/casket tickets, books, equipment, goods or other services received.	Code of Conduct MD-10-62
Interests	Refers to the realistic expectation that the employee or an associate directly or indirectly stand to gain a benefit or suffer a loss, depending on the outcome of an issue. Interests may be financial or non-financial.	
Lobbyist	"Lobbyist" is defined in Chapter 4, Part 1, section 41 of the <i>Integrity Act 2009</i>	Integrity Act (Qld) 2009

¹ Where left blank, Source is not applicable.



Term	Definition	Source ¹
Lobbying activity	Is contact with government representatives which attempts to influence State or local government decision-making such as the making or amendment of legislation, development of government policy, awarding of a government contract or allocation of funding (see section 42 of the Act for full definition).	Integrity Act (Qld) 2009
Major contracts or dealings	Includes but not limited to where: <ul style="list-style-type: none"> Value or accumulated spend is \$10 million or more, or \$100,000 or more where an exemption from tendering requirements was granted under the Procurement Standard (MD-10-926), or Sensitive e.g. the matter is likely to generate media interest, or be the subject of formal complaint to government, or Length of dealing has been five or more years since Queensland Rail went to market. 	Trading in Securities MD-13-323
Material Interest	If the Private Interest is substantially affected by the outcome of a decision by Queensland Rail, the private interest is likely to be “material”.	
Material Procurement Activity	Comprises a request for quote process involving purchases over \$10,000 for which Group Procurement is involved. Other sensitive/controversial procurement activities may also be assessed to fall within this category.	
Perceived conflict of interest	A perceived or apparent Conflict of Interest can exist where it could appear to others, that your Private Interests could improperly influence the performance of your official duties and responsibilities, whether or not this is actually the case.	
Potential conflict of interest	A potential Conflict of Interest arises where you have Private Interests that could in the future conflict with your official duties and responsibilities at Queensland Rail.	
Private Interests	A Private Interest are those personal, professional or business interests that can benefit or disadvantage us as individuals, or others we may wish to benefit or disadvantage. They also include the personal, professional or business interests of individuals or groups we associate with (e.g. relatives, friends, non-profit associations).	
Secondary Employment	Is additional paid or unpaid employment (either on a full-time, part-time or casual basis) performed by an employee, including during absences on approved leave, <ul style="list-style-type: none"> in the public or private sector; or business or ownership of, or directorship of a company, trading trust or partnership; working as in independent contractor; or self-employed. <p>Volunteering work is generally not regarded as secondary employment however, conflict of interest issues may still arise and must be addressed where they do arise.</p>	



5 Appendices

Appendix 1 – Related documents

Legal, regulatory and other obligation sources

Jurisdiction	Title
Commonwealth	Corporations Act (Cth) 2001
State	Criminal Code Act (Qld) 1899 Crime and Corruption Act (Qld) 2001 Integrity Act (Qld) 2009 Public Interest Disclosure Act (Qld) 2010 Right to Information Act (Qld) 2009
Other (Voluntarily adopted by Queensland Rail)	Various Australian Standards, Codes of Practice, Memoranda of Understanding / Agreement and Government Policies are also applicable.

Queensland Rail documents

Document type	Document title
Policy	MD-10-67 <u>People</u>
Principle / Standard	MD-12-555 <u>Values Principle</u> MD-10-62 <u>Code of Conduct Standard</u> MD-13-323 <u>Trading in Securities Standard</u> MD-19-143 <u>Probity Standard</u>
Strategy / Plan	MD-10-917 <u>Fraud and Corruption Control Plan</u>
Specification / Framework	MD-11-6837 <u>Public Interest Disclosures</u>
Procedures	MD-19-134 <u>Probity Procedure</u>
Forms	MD-17-212 <u>Declaration of Conflicts of Interest</u>