

Policy no: **4.02C**



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(original approval)

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Policy title: **CONFLICTS OF INTEREST**

POLICY

Employees, officers and directors of Western Power, as well as all contractors working within the organisation, are required to act ethically and professionally at all times, and may not allow any actual or perceived conflict of interest to affect Western Power's operations. This document is a statement of Western Power's policy on reporting and managing conflicts of interest.

PURPOSE

This policy provides guidance as to how Western Power staff can identify and manage conflicts of interest. The establishment of a system to manage conflicts of interest will assist to maintain the integrity of official policy and operational and administrative decisions and will support the public's confidence in Western Power. This in turn will assist, in conjunction with Western Power's existing policies:

- to serve both the public interest and the interest of Western Power by encouraging its personnel to make decisions on their merits without regard for private interest, personal attitudes or opinions;
- to support transparency and scrutiny through encouraging Western Power personnel to declare conflicts of interest as they arise;
- to promote individual responsibility for disclosing conflicts of interest; and
- to build a supportive organisational culture within Western Power that facilitates disclosure and discussion of conflicts of interest.

SCOPE

The policy applies to all employees, officers and directors of Western Power. It also applies to embedded contractors working within Western Power's workforce.

Unless specially stated otherwise, a reference to "staff", or a "staff member" includes a contractor working within Western Power.

OUTCOMES

The intended outcomes of this policy are to provide information:

1. To assist staff in understanding:
 - 1.1 what a conflict of interest is and the circumstances in which a conflict of interest may arise;
 - 1.2 how to identify conflicts of interest;
 - 1.3 how to manage conflicts of interest;
 - 1.4 the legal requirements in relation to conflicts of interest; and
 - 1.5 the consequences of a breach of a law relating to conflicts of interest or a breach of this policy.

THIS POLICY IS NOT TO BE CONSIDERED IN ISOLATION; IT IS TO BE READ IN CONJUNCTION WITH ALL RELATED POLICIES AND OTHER DOCUMENTS, INCLUDING, BUT NOT LIMITED TO, THOSE SPECIFICALLY LISTED IN THE BODY OF THE POLICY DOCUMENT.

2. To provide guidance on specific risk areas that may affect Western Power's operations.

OUR CORPORATE VALUES

This policy aligns with and/or supports the following Western Power corporate values:

- | | |
|--|--|
| <input type="checkbox"/> put safety first | <input type="checkbox"/> make a positive difference |
| <input type="checkbox"/> respect our customers | <input checked="" type="checkbox"/> earn trust |
| <input type="checkbox"/> work together | <input checked="" type="checkbox"/> act like it's our own business |

Providing clarity regarding Western Power's expectations in relation to the identification and management of conflicts of interest is a critical tool in building and maintaining confidence in the integrity of the organisation and the decisions that it makes. As such, this policy directly contributes to Western Power's ability to earn the trust of those with whom it engages. It also reflects a commercial approach to Western Power's operations reflected in the '*Act like it's our own business*' value.

PRINCIPLES

- Staff members, officers and directors must disclose conflicts of interest.
- Conflicts of interest must be managed transparently and effectively.
- Effective management of conflicts of interest depends on the joint participation of staff, managers and Western Power itself.

RESPONSIBILITIES

Managing conflicts of interest effectively within Western Power is the responsibility of, and requires the involvement of, Western Power, its managers and all staff. The particular responsibilities of staff, managers and Western Power are set out below.

All staff

All staff (including section heads, team leaders, managers and embedded contractors) are responsible for:

- avoiding conflicts of interest where possible, and managing conflicts that cannot be avoided;
- assessing their personal interests to identify whether they conflict, or have the potential to conflict, with their duties to Western Power;
- formally disclosing conflicts of interest that may arise in accordance with this policy;
- raising concerns about potential conflicts of interest that may affect other staff – this may be done either by direct discussion with the affected staff member, or with your Branch Manager, or by a disclosure in accordance with Western Power's [Public Interest Disclosure Policy](#)¹; and
- complying with all other requirements of this policy.

Branch Managers

In addition to the above, Branch Managers are responsible for ensuring that the staff whom they supervise comply with this policy. The effectiveness of this policy will depend on the degree to which Branch Managers:

- are aware of the conflict risks inherent in the work of the staff members whom they manage;
- make staff aware of this policy and procedures for compliance;
- record receipt of disclosures of conflicts of interest reported to them;

¹ See DM#: 3442810.

- can advise staff about managing conflicts of interest and assist them in preparing management strategies; and
- monitor the work of staff and the risks that they are exposed to.

Western Power

Western Power is responsible for:

- establishing a system for managing conflicts of interest, including clear procedures that staff should follow;
- ensuring that all staff are aware of Western Power's requirements with regarding to declaring and managing conflicts of interest and establishing guidelines explaining which interests should be declared;
- providing staff with access to documents required to declare conflicts of interest;
- communicating this policy to staff and providing them with appropriate training to enable them to properly identify and manage conflicts of interest;
- providing staff with an assurance that Western Power will treat declarations of conflicts of interest confidentially and according to its privacy policy; and
- enforcing this policy and reviewing it regularly to ensure that the system in place for managing conflicts of interest is operating effectively.

DEFINING CONFLICT OF INTEREST

What is a conflict of interest?

A conflict of interest exists wherever a member of staff (including contractors working within Western Power) is in a situation where his or her personal interests conflict with his or her obligations to Western Power and/or the requirements of his or her position.

Conflicts of interest usually arise in circumstances where the staff member has a personal interest in a matter about which he or she is making a decision, or has a duty to perform, as a members of Western Power's staff. Alternatively, a conflict of interest situation may arise if a staff member enters into an engagement with a third party in which there is, or is a significant possibility of, conflict between his or her personal position and Western Power's interests.

Types of conflict of interest

A conflict of interest can arise in many situations and may be:

- **actual** – namely, a staff member is in a position to be influenced by his or her personal interests when doing his or her job;
- **perceived** – namely, a staff member is in a position to appear to be influenced by his or her personal interests when doing his or her job; or
- **potential** – namely, a staff member is in a position where he or she may be influenced in the future by his or her personal interests when doing his or her job.

Personal interests which may give rise to a conflict of interest

The personal interest of the staff member may be financial or non-financial and may be direct or indirect (a staff member's interest may be indirect if, for example, his or her spouse, or a company in which he or she has an interest, stands to benefit from a particular decision or action).

Examples of personal interests that may give rise to a conflict of interest include:

- financial and economic interests (e.g. debts, shareholdings and assets);
- family or private businesses;
- secondary employment and future employment prospects or plans;

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- affiliations with organisations, clubs or associations (e.g. political, sporting, trade union or professional organisations);
- obligations to professional, community, family or religious groups;
- relationships with family members or persons living in the same household;
- competition with another person or group; and
- significant relationships with clients, contractors, service providers, or other staff.

Common conflict of interest situations

Some examples of conflicts of interest situations that commonly arise include:

- A Western Power staff member hiring or proposing to hire on behalf of Western Power a person to whom he or she is related.
- A Western Power staff member engaging or proposing to engage a contractor or consultant on behalf of Western Power, where he or she (or a close family member) has a direct or indirect personal relationship, affiliation or association with, or financial interest² in, the contractor's or consultant's business.
- A Western Power staff member making a decision or voting as a member of a committee, where he or she (or a close family member) has a direct or indirect personal relationship, affiliation or association with, or financial interest in, the subject matter under consideration.
- A Western Power staff member reviewing tender submissions on behalf of Western Power where he or she (or a close family member) has a direct or indirect personal relationship, affiliation or association with, or financial interest² in, one or more of the tendering parties.
- A Western Power staff member ordering goods or services on behalf of Western Power from a supplier with whom he or she (or a close family member) has a direct or indirect personal relationship, affiliation, or association or in whose business he or she (or a close family member) has a direct or indirect financial interest².
- A staff member representing Western Power, where Western Power's rights and/or position comes into conflict, or is inconsistent, with his or her personal rights and/or position.
- A Western Power staff member arranging or proposing to arrange sponsorship on behalf of Western Power for an organisation, club or association with which he or she (or a close family member) has an affiliation or association, or in which he or she (or a close family member) has a financial interest².

In many cases conflict of interest situations may be adequately managed by the staff member making full disclosure to Western Power and, where necessary, obtaining its consent to act. However, this will depend upon the surrounding circumstances and the seriousness of the conflict of interest. Further information on identifying and managing conflicts of interest is set out below.

IDENTIFYING CONFLICTS OF INTEREST

How can staff members identify a conflict of interest?

Conflicts of interest are not always clear to those who are affected by them. Staff members should clarify any situation that they think might constitute an actual, perceived or potential conflict of interest with their Branch Manager immediately upon becoming aware of it.

The situation and surrounding circumstances should be carefully considered by the staff member and his or her Branch Manager to determine whether there is any personal interest that could, or could be perceived to, affect that staff member's decisions and actions.

A good starting point to assist employees in identifying conflicts of interest is to consider the "6 Ps":

- **Personal** – Does the staff member have personal or private interests that may conflict, or be perceived to conflict with his or her duties to Western Power?

² A financial interest can arise in many different ways. Just one example includes owning a substantial number of shares in the relevant company.

- **Potentialities** – Could there be benefits for the staff member, or anyone that he or she is associated with now, or in the future, that could cast doubt on the staff member's objectivity?
- **Perception** – How will the staff member's involvement in a decision/action be viewed by others?
- **Proportionality** – Does the staff member's involvement in the decision appear fair and reasonable in all the circumstances?
- **Presence of mind** – What are the consequences if the staff member ignores the conflict of interest? What if the staff member's involvement is questioned publicly?
- **Promises** – Has the staff member made any promises or commitments in relation to the matter? Does the staff member stand to gain or lose from the proposed action?

Generally, staff members should always look to determine whether the existence of the personal interest places them in a position where they have an incentive to act in a manner inconsistent with Western Power's interests, or where their loyalty to Western Power may be compromised by their relationship with another person or organisation.

DECLARING CONFLICTS OF INTEREST

Staff members must disclose actual, perceived or potential conflicts of interest that arise in any matter in which they are, or are expected to be, involved as part of their duties. The staff member must disclose the information to his or her Branch Manager and together, the staff member and Branch Manager will discuss whether or not formal disclosure is required.

In addition, staff members should, as a matter of course, be given the opportunity to declare conflicts of interest prior to participating in a meeting, investigation, recruitment panel, tender evaluation, inspection, audit or similar activity.

If, following discussion between a staff member and his or her Branch Manager, a decision is made that formal disclosure is required, the staff member must complete Western Power's Conflict of Interest Declaration form³. The Branch Manager must then provide the disclosure to the General Manager of the relevant division (or his or her delegate), who is responsible for maintaining a register of disclosed conflicts of interest.

Formal conflict of interest disclosures are recorded in a register⁴. The register includes details of the staff member concerned, the matter under consideration, the role or duties the staff member would normally be expected to perform, the staff member's personal interests that have the potential to impact upon his or her ability to carry out his or her duties and the decision regarding how best to manage the disclosed conflict.

In the case of Western Power's Board, its committees and the executive committee, every agenda for every meeting includes an opportunity for conflicts of interest to be declared.

Formal leaders (i.e. section heads and above) and executive officers are also required to provide a yearly declaration that they are aware of the obligation to disclose conflicts of interest, and are not aware of any conflicts of interest affecting them (or provide full disclosure of any such conflicts of interest).

MANAGING CONFLICTS OF INTEREST

Understanding the nature of the conflict of interest

When a conflict of interest has been identified, the staff member and his or her Branch Manager must determine the type of conflict of interest that is present (i.e. whether it is actual, perceived or potential), to help determine the best strategy for managing it.

³ See DM: #3396080.

⁴ See DM: #4044048 for a sample register of disclosed conflicts of interest.

In assessing whether the conflict of interest is actual, perceived or potential, the following matters should be considered:

- Will the staff member or anyone associated with him or her benefit from, or be detrimentally affected by, his or her proposed decision or action?
- Could there be benefits for the staff member in the future that cast doubt on his or her objectivity?
- Does the staff member have a current or previous personal, professional or financial relationship or association of any significance with any interested party?
- Will the reputation of the staff member or a relative, friend or associate be enhanced or damaged by the proposed decision or action?
- Does the staff member hold any personal or professional views or biases that may lead others to reasonably conclude he or she is not the appropriate person to deal with the matter?
- Has the staff member contributed in a private capacity in any way to the matter?
- Has the staff member received a benefit or hospitality from someone who stands to gain or lose from the proposed action or decision?
- Does the staff member have particular ties and affiliations with organisations or individuals who stand to gain or lose from the proposed action or decision?
- Are there other factors that might cast doubt on the staff member's objectivity?
- Does the staff member still have doubts about the proposed decision or action?
- What would others think/say about the staff member's involvement.

Strategies to manage the conflict

In addition to simply disclosing a conflict of interest, it may be prudent – even necessary – to adopt additional strategies to manage the conflict of interest effectively. Staff members should consult with their Branch Manager as to how a conflict of interest affecting them will be managed.

Staff members should not have further involvement in a matter where they have a conflict of interest until they have agreed a strategy for managing the conflict of interest with the relevant Branch Manager, or Western Power otherwise gives permission for the staff member to recommence participation.

A good starting point to assist staff members and Branch Managers in determining how to manage a conflict of interest is to consider the “6 Rs”:

- **Recording** disclosure of the conflict of interest in a register (as discussed above):
As a stand-alone strategy, recording the disclosure is suitable for very low-risk and potential conflicts of interest, where the conflict can be effectively managed with appropriate supervision.
This option will not, on its own, be suitable for more significant or higher risk conflicts, where continued participation by the staff member would create a perception that his or her private interests may affect the performance of his or her duties to Western Power.
- **Restricting** the staff member from parts of an activity or process:
Using this strategy, a conflict of interest may be managed by preventing the staff member from taking part in a discussion about, or voting on, particular matters and/or restricting the staff member from accessing information relating to the matter giving rise to the conflict of interest.
This strategy is most suitable where the staff member's duties are easily separated and the conflict of interest is not likely to arise frequently. A different strategy may need to be adopted if the conflict of interest occurs frequently, or if restricting the staff member's involvement on a particular matter makes performance of his or her other duties unworkable.
- **Recruiting** an independent third party to participate in the matter:
Where it is not practical to restrict a staff member's involvement in a matter, an independent third party or parties may need to be engaged to participate in, oversee, or review the integrity of the decision making process (e.g. a probity auditor).
This strategy will not be suitable if, as a result of the ongoing nature of the conflict of interest, it becomes difficult to recruit third parties on an ad hoc basis. If participation of a third party is not

appropriate, or if no suitable third party is available, a different strategy may need to be adopted.

➤ **Removing** the staff member from involvement in the matter altogether:

Removing the staff member from all duties related to the matter giving rise to the conflict of interest may be necessary when the conflict of interest is ongoing and restriction or recruitment strategies are not feasible or appropriate.

This will not be necessary if the staff member is prepared to relinquish the relevant personal interest rather than changing his or her work responsibilities or environment.

➤ **Relinquishing** the staff member's personal interest:

A staff member should relinquish his or her personal interest where that interest is outweighed by the staff member's commitment to his or her duty to Western Power. The staff member may also wish to relinquish his or her personal interest where the conflict of interest would otherwise need to be managed by changing his or her work responsibilities and environment.

This strategy will not usually be appropriate for situations where the conflict of interest, and its potential or perceived effects, are of low risk or significance, which can often be managed by implementing the other strategies discussed above.

➤ **Resignation** of the staff member:

As a last resort, resignation may be an option if the conflict of interest cannot be resolved in any other way, particularly where the conflicting personal interest cannot be relinquished and the conflict of interest, and its potential or perceived effects, are of high risk and significance.

Implementing a management strategy

After a management strategy has been chosen, the staff member and his or her Branch Manager should prepare a written record of the chosen strategy and the discussions that took place. Western Power's Conflict of Interest Declaration form⁵ includes space for recording the agreed management strategy.

Details of the agreed management strategy will be recorded in the register of conflict of interest disclosures maintained by each General Manager. This will enable Western Power, if necessary, to demonstrate that the conflict of interest has been appropriately identified and managed. The staff member and Branch Manager should then implement the agreed strategy.

In some cases it may not be practical to record a conflict of interest and prepare a written management strategy prior to taking action to manage it. This may occur, for example, if without prior warning, a matter in respect of which a staff member has a conflict of interest is raised during a meeting at which the staff member is present. In this situation, the staff member should verbally disclose the conflict of interest, make a note of the disclosure and ensure that the disclosure is recorded in any minutes of the meeting. The staff member should then leave the meeting while the matter is being discussed and take steps to formally record the conflict of interest as soon as practical.

Monitoring the management strategy

Staff members and their Branch Managers should monitor the management strategy on an ongoing basis until the conflict of interest is resolved, to ensure that it is being managed effectively. Changes to the strategy should be implemented before major problems arise. Reassessments of, and changes to, management strategies should be formally recorded and details sent to the relevant General Manager.

Specific requirements for directors

Directors of Western Power are required by law⁶ to make full disclosure to the Board of any material personal interest or conflicting duty by providing full details of the nature and extent of the interest or duty. The disclosure must be recorded in the board minutes.

⁵ See footnote 3.

⁶ See divisions 5 and 6 of schedule 2 of the *Electricity Corporations Act*.

Directors who have a material personal interest in a matter must not be present during any consideration of, or vote on, the matter. This is subject to the power of the Board to determine that the director is not disqualified from considering or voting on the matter.

If the director with a material personal interest or conflicting duty is the Chief Executive Officer (**CEO**), he or she should take care to ensure that full disclosure is made, and the independent directors should also take care in forming an affirmative conclusion on the CEO's ability to participate and vote.

Declarations of conflicts of interest will be a standing agenda item for all Board and Board committee meetings.

Directors will also provide the General Counsel & Company Secretary with details of all directorships held, together with details of shares owned (directly and indirectly) in companies that are either major suppliers or customers of Western Power.

SPECIFIC RISK AREAS

While it is impossible to describe every circumstance that may give rise to possible conflicts of interest, the following examples will serve as a guide to certain prohibited types of activity. These and similar circumstances should be avoided so far as possible by staff members, officers and directors and must be reported immediately should they occur.

Gifts and entertainment

All Western Power personnel are required to exercise the strictest integrity and accountability in relation to the acceptance of gifts, hospitality and entertainment⁷.

All staff members, their spouses and their families must not seek, offer or accept any payments, gifts, benefits, favours or entertainment:

- beyond that which is considered normal and legitimate business practice;
- that could be, or could be seen to be, an inducement, incentive or reward for preferential treatment;
- that place that staff member under an obligation that either directly or indirectly compromises or influences him or her in the performance of his or her duties to Western Power; or
- related to any personal associate, relative or friend, unless approved by their Branch Manager.

Whether acceptance of a gift or entertainment is appropriate should be determined on the merits of the specific situation, giving due regard to prevailing community expectations, current sensitivities and any relevant controversial events.

If an outsider would reasonably regard the offer of a gift to a staff member as improper, the staff member should politely decline the offer and he or she must report it to his or her Branch Manager. The Board or its delegate will make the final decision as to the disposal of such gifts.

In any case, if the value of the gift is more than \$100 (or \$200 in the case of hospitality) approval must be sought from the appropriate manager as detailed in Western Power's [Code of Conduct](#)⁸.

Outside employment/activities

Western Power's staff members may not engage in outside employment or business activities, or hold any position (whether paid or unpaid) in any outside business enterprise that will prevent or interfere with the full discharge of their responsibilities and obligations to Western Power, without first obtaining the written approval of their Branch Manager.

Staff members must also ensure that any personal or professional activities, or public comment made as private citizens, are clearly identified as such and cannot be taken as a comment on behalf of Western Power.

⁷ Full details regarding the acceptance of gifts, hospitality and entertainment are included in Western Power's Code of Conduct (DM#: 3575156).

⁸ See footnote 7.

Competition

Western Power's staff members must not compete, engage in business with, or have an interest in any other business that is in competition with Western Power, without first obtaining the written approval of their Branch Manager.

Staff members must notify Western Power if their spouse or another family member engages in business with, or has an interest in any entity that does business with, or is a competitor of, Western Power.

Subject to the following, this requirement does not prohibit the holding of shares listed on a recognised stock exchange. Staff members should have no direct ownership of public shares, or private interests, in companies or organisations that are either in direct competition with, provide goods and/or services to, or are customers of, Western Power, *where that staff member, by virtue of his or her position* has, or may be seen to have, influence over the conduct of Western Power's business relationship with the relevant organisation.

Use of information

Western Power staff members, their spouses and other family members must not use information gained in the performance of their roles to obtain a benefit for themselves or someone else (such as a company in which the employee has an interest) either directly or indirectly, or to cause detriment to Western Power. This includes buying or selling shares in a listed public company as a result of using non-public information obtained because of dealings with that company.

This obligation also has statutory force (see the discussion of section 30 below).

Business opportunities

Western Power staff members, their spouses and family members should not take advantage of any business opportunity which was learned of, or acquired, as a result of the staff member's relationship with Western Power.

Inventions and discoveries by staff members

Staff member inventions, discoveries and the like relating to the business of Western Power, or developed using Western Power's assets, belong to Western Power and should not be used except for the benefit of Western Power or in connection with its business.

Staff members should promptly disclose to Western Power any idea, invention or work that is relevant to, or capable of use by, Western Power.

LEGAL REQUIREMENTS

The *Electricity Corporations Act (Act)* imposes a number of obligations on employees and directors of Western Power. These are set out below:

Employees

Section 30 of the Act prohibits all Western Power staff members from making improper use of information obtained as a staff member, or their position as such, to gain a benefit for themselves or anyone else, or to cause detriment to Western Power.

Directors & executive officers

Schedule 2 of the Act imposes the following duties on directors and executive officers, which are similar to the duties imposed on directors of companies under the general law:

- Directors, the CEO and executive officers must at all times act honestly in the performance of the functions of their office (clause 2).
- Directors, the CEO and executive officers (including persons formerly holding one of those positions) must not make improper use of information acquired by virtue of their position to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to Western Power (clause 4).

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- Directors, the CEO and executive officers must not make improper use of their position to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to Western Power (clause 5).
- Directors must disclose all material personal interests in any matter involving Western Power to the Board, as soon as possible after becoming aware of it (clause 12).
- Directors who have a material personal interest in a matter being considered by the Board must not be present while the matter is being considered at a meeting, or vote on it (unless the Board passes a resolution specifying that the director is not disqualified from doing so) (clause 13).

Directors also owe fiduciary duties, and duties to act with loyalty and good faith under statute (see the Act, as well as the *Statutory Corporations (Liability of Directors) Act* and general law). This includes the duty not to assume a role that would be inconsistent with a proper, free and independent discharge of a director's duties. For example, a director's duties to Western Power may not be brought into conflict with:

- a director's personal interests, such as a shareholding in another company, or the receipt of a substantial benefit by virtue of a proposed transaction; and
- any duties owed by the directors to others, such as being a director of another company.

In addition, directors must exploit commercial opportunities for the benefit of Western Power only, and not for collateral purposes.

For further information on the duties of directors, please refer to Western Power's '*Outline of duties and obligations of directors & executive officers*'⁹.

ADVICE

The General Counsel & Company Secretary is available to assist staff members and managers who require further advice about possible conflicts of interest. Requests for advice will be handled confidentially. If the General Counsel & Company Secretary is not available, please contact any other member of Western Power's in-house legal team.

CONFLICT OF INTEREST DECLARATION FORM

Staff members needing to disclose a conflict of interest in a specific situation, as well as yearly declarations (that are required from formal leaders) should use Western Power's Conflict of Interest Declaration form¹⁰.

CONSEQUENCES OF BREACHING THIS POLICY

A breach of the requirements of this policy may negatively impact on Western Power's credibility and reputation, and may expose Western Power to legal claims by third parties.

Staff members

If a staff member breaches this policy, he or she may face disciplinary action for breaching Western Power's [Code of Conduct \(DM#: 3575156\)](#). In extreme cases, the employee may also be found guilty of fraud, which may have both criminal and civil repercussions.

A breach of section 30 of the *Electricity Corporations Act* may also result in the offending staff member being liable to a maximum penalty of \$20,000, 5 years imprisonment, and/or being ordered to pay compensation or give up profits made as a result of the breach.

Directors

Directors who breach a duty owed to Western Power may be subject to the remedies and penalties set out in the *Electricity Corporations Act*, which include:

⁹ See DM: #3357312.

¹⁰ See footnote 3.

- For breach of the duty to disclose material personal interests to the Board: penalty of \$5,000.
- For breach of the other duties referred to above: conviction for an offence with a maximum penalty of \$20,000 and/or 5 years imprisonment.
- An order to compensate Western Power for loss and damage suffered.
- An order to account to Western Power for profits made as a result of a breach.

In addition to these statutory remedies, general law remedies, such as injunctions, common law damages and equitable compensation are also available.

Depending on the circumstances of the breach, relief or defences may be available to directors. For further information on relief, defences, indemnities and insurance available, please refer to Western Power's 'Outline of duties and obligations of directors & executive officers'¹¹.

LOOKING AFTER EACH OTHER

Western Power expects all of its staff members to uphold the highest standards of probity and integrity in the conduct of its business.

Occasionally, a staff member may not realise that there is an actual or potential conflict of interest that affects his or her position. If you become aware that a workmate is affected by, but not aware of, a conflict of interest, you should bring it to his or her attention. If he or she refuses to act on your advice, you should bring the matter to the attention of the relevant Branch Manager. Depending on the circumstances, staff members may choose to make a disclosure under Western Power's [Public Interest Disclosure Policy](#)¹².

PRIVACY

Reporting perceived, potential or actual conflicts of interest may involve disclosing personal information. This information will be handled in accordance with Western Power's normal approach to privacy of staff members' records.

RELATED DOCUMENTS/INFORMATION

Legal references:	Section 30 & Schedule 2 (divisions 5 & 6) of the <i>Electricity Corporations Act Statutory Corporations (Liability of Directors) Act</i>
Standards & guidelines:	AS8001-2003 Fraud & Corruption Control, Fraud & Corruption Control Plan & Guidelines
Related policies & other documents:	Western Power Code of Conduct (DM: #3575156) Discipline & Termination Policy (DM: #3735767) Public Interest Disclosure Policy (DM: #3442810) Guide to directors' and executive officers' statutory duties and responsibilities (DM: #3357312) Conflict of Interest Declaration form (DMS #3396080) Conflict of Interest FAQ (DM: #3403247)
Approving authority for related procedures, guidelines, etc:	Managing Director

¹¹ See footnote 9.

¹² See [DM#: 3442810](#).

ACCOUNTABILITY AREA: Legal & Governance
POLICY OWNER: General Counsel & Company Secretary
NEXT REVIEW DATE: 01/03/2012
APPROVED BY: People & Performance Committee
(as delegate of the Board)



This is a digital reproduction of the original execution clause

A handwritten signature in black ink, appearing to read "Doug Aberle".

.....
Doug Aberle – Managing Director

A handwritten signature in blue ink, appearing to read "John Pease".

.....
John Pease – Executive Officer

RESOLUTION NO: 034/2010/PPC
(where applicable)