



## **TUANZ Board Conflict of Interest Policy Technology Users Association of NZ Inc (TUANZ)**

### **Objectives of the policy**

TUANZ Board members volunteer services to the organisation by virtue of their close association with, and high level of knowledge of, the Information and Communications Technology Industry; such interest stemming from their private roles on one or both of the demand and supply side of the industry.

As such, situations may arise where Board members are seen to have vested or conflicted interests regarding Board activities. These situations may be associated with:

- Strategic TUANZ decisions
- Information of a sensitive or confidential commercial nature
- Submissions in response to Government policy drafting
- Discussions on specific suppliers in the Information and Communications Technology Industry

For the avoidance of doubt, a conflict does not arise when discussion around specific issues are in the interest of all users as a general grouping rather than specific supplier customers.

This policy is to assist Board members, and protect them and TUANZ from the potential threat to its Independent Advisor status stemming from any such real or perceived conflict.

### **Policy**

TUANZ's Conflict of Interest Policy comprises this Policy, a Register of Interests, a Register Maintenance procedure (included in this document), and a Code of Conduct.

### **Declaration of Policy**

This policy will be available for reference by any interested party by publication on the TUANZ website.

### **Register of Interests**

A register of interests will be maintained at the TUANZ office. This register will hold details of interests declared by Board members that have the potential to compromise the individual member's position as an objective TUANZ advisor. This will not be a public register but will be available to all TUANZ sitting board members.

The information contained will be:

- Board Member name
- Nature of individual or private interest
- Potential conflict arising
- Date registered
- Term of interest (if applicable)

### **Register Maintenance Procedure**

All Board members are required to lodge all current interests:

1. At the time of their appointment to the Board or as soon after as possible, and
2. At the designated Register of Interests item at the start of each Board meeting. The register will be updated with interests (added or removed) deemed necessary for inclusion by the Board at the meeting the interest is disclosed.

### **Code of Conduct**

When acting on behalf of TUANZ, Board members must always be cognisant of the potential for their decisions to be perceived as conflicted. To this end, the following steps are mandated:

- In the event of material being placed before the Board that may supply information to the advantage of any Board member's interest, that Board member must comply with clause 11.2 (c) of the TUANZ Constitution, that is they may take part in any discussion of the Board relating to the Conflict Matter and be present at the time of the decision of the Board (unless all members of the Board decide otherwise).
- Where a Board decision is to be made under voting procedures, a Board member who may be seen to gain advantage from any specific direction or decision must withdraw prior to voting. It is expected that individual Board members comply with clause 11.2(a) of the TUANZ Constitution, that is they must not vote or take part in the decision of the Board relating to the Conflict Matter unless all members of the Board who are not interested in the Conflict Matter consent.
- Any submission to Governmental agencies, whether unsolicited or in response to requests, must be vetted by a subcommittee of the Board comprising members nominated by the Chair as having no interest in the submission.
- Board Members are also required to comply with the TUANZ volunteers Code

of Conduct.

Where a Board Member is conflicted, they must not sign any documents relating to the Conflict Matter unless all members of the Board who are not interested in the Conflict Matter consent.

**Policy review**

This policy will be reviewed after its first year and every second year thereafter.

Authorised and reviewed by the CEO

A handwritten signature in black ink, appearing to read "Howard", written over a horizontal line.

Signed:

Date: February 2026

Review date: February 2028