



**Gifts, Benefits, and Hospitality Policy**



AUSTRALIAN INFORMATION SECURITY ASSOCIATION

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06.02.2023	0.1	Draft Policy for review
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## Gifts, Benefits and Hospitality Policy

The Australian Information Security Association (AISA) is committed to upholding high standards of business integrity and honesty in all its business dealings.

AISA has a zero-tolerance approach to bribery and corruption and will comply with all applicable Australian and overseas anti-bribery and anti-corruption laws. AISA does not tolerate any dishonest conduct, including bribery and corruption or fraud, in its business, and it expects that its directors, employees and volunteers, plus to the extent possible, any subsidiaries, affiliates, and any other party representing AISA, wherever they are in the world, will act fairly, honestly, with integrity and in compliance with the law —they will not engage in any form of dishonest conduct.

To assist AISA conduct effective governance activities through ethical and legitimate operations in compliance with applicable laws, this AISA Policy has been developed to counter bribery and corruption, and to provide guidelines on accepting reasonable gifts and benefits.

As part of effective governance, AISA has established a formal gifts, benefits and hospitality register, tracked and presented in Board meetings and shared with Branch Executives at monthly board and branch meetings. The register is the responsibility of the AISA Company Secretary and entries can be added or removed by sending an email with full details of the changes requested to the AISA Company Secretary. The changes requested will be reviewed, discussed with requester, and where validated, result in an update to the master register copy.

This policy forms part of the AISA's overall approach to risk management. Please also read the AISA expenses policy for additional details on aspects of bribery and corruption.

### 1. Scope

This policy applies to all AISA ('the Organisation') Directors, Company Secretary, General Manager (CM), staff, Branch Executives and committee members, advisory board members and any third party operating on behalf of, or with, AISA.

### 2. Policy statement

This policy ensures that Directors, advisory board members, employees, volunteers, consultants, contractors and other related third parties (including representatives from member universities) must comply with in order to uphold the high standards of business integrity and honesty in all its business dealings.

This policy ensures to protect:

- The integrity of the decision-making process within AISA by upholding ethical, legal, financial and/or upholding high standards of business integrity and honesty in all its business dealings
- Provide guidance for dealing with any bribery, corruption through provision of a process for dealing with the acceptance of gifts, benefits, and hospitality in an open and transparent manner;
- The reputation and integrity of AISA and its directors, advisory board members, employees, volunteers;

- Consultants, contractors and other related third parties and ensure a high level of corporate governance.

### 3. Definition of bribery, corruption, and gifts

The Australian Charities and Not-for-profit Commission (ACNC) is the national regulator for charities. The ACNC's External Conduct Standard 3 (ECS3) applies externally (when dealing with overseas companies) and internally (when dealing with companies in Australia) and requires a charity to take reasonable steps to:

- minimise any risk of corruption, fraud, bribery or other financial impropriety by its Responsible Persons, employees, volunteers and third parties outside Australia; and
- identify and document any perceived or actual material conflicts of interest for its employees, volunteers, third parties and Responsible Persons outside Australia.

The purpose of ECS3 is to give the public confidence that a registered charity with operations or dealing with organisations and/or stakeholders outside Australia is managed in a way that ensures:

- it is solvent;
- risks to its assets are minimised;
- the charity and its resources are furthering its purposes; and
- it is operating in a way consistent with its purpose and nature as a not-for-profit.

The Standard is intended to ensure a charity takes steps to minimise the risks that come with operating outside Australia, and particularly the risk of resources being stolen or misused for illicit or illegal purposes.

Three of the main concerns covered in ECS3 relate to: fraud, corruption, and bribery:

Fraud occurs when someone acts in a dishonest or deceptive way to gain a benefit, or so that someone else experiences a loss. Fraud can occur when:

- making decisions
- handling information
- managing and using funds
- managing property and other assets

Corruption refers to dishonest or illegal behaviour for private gain, especially by people with power or influence. Some charities may operate in countries or regions with a high degree of corruption.

For the External Conduct Standards, bribery occurs when someone offers money or something of value to a public official to persuade them to do something in their official duties that they would not otherwise do for an advantage. (See the definition of bribery as used in the Criminal Code Act 1995 (Cth).)

Bribery and corruption occur when a person's personal interest conflicts with their responsibility to act in the best interests of AISA and can involve the receipt of gifts, benefits and/or hospitality.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

A conflict to the upholding of the high standards of business integrity and honesty in all its business dealing may be actual, potential, or perceived and may be either financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of AISA. Therefore, these situations must be managed accordingly.

For the purposes of this AISA policy, a gift is defined as including but not being limited to the following: 'anything from being asked to speak and dinner provided, or it could be flights paid for, or some other type of service or item.

Some gifts we receive may be split in the sense you are speaking at an event for charity reasons, but you are provided some type of hospitality which should be declared'.

Examples of potential conflicts to the upholding of the high standards of business integrity and honesty in all business dealing may be actual, potential, or perceived conflict of interest situations include but are not limited to:

- Receiving gifts from a 3<sup>rd</sup> party or company in return for AISA services or preferential treatment;
- Purchasing goods or services supplied by a company that provides you with gifts, benefits, or hospitality.
- This can include small value items or repeat gifts over a longer period of time;
- Participating in a tender for goods and services where a relative or friend will be submitting a bid;
- Accepting a dinner invitation as the guest of a supplier/venue that AISA may do business with (e.g. ICC, MEC);
- Accepting discounts from suppliers or sponsors (e.g. a 50% discount to LastPass for the Ops team);
- Choosing a company to purchase goods or services from that you have regular meetings with and receive goods and services from without going through a 3 x supplier tender process;
- Regular business meetings with a business or association where food, beverages or other items are purchased on a regular basis;
- Outside employment – paid or volunteer, committee or board role (e.g. having a position with a competitor or has a relationship with AISA) where gifts, benefits or hospitality are provided.

When in doubt, it is often a wise decision to submit a conflict-of-interest email to the company secretary to seek advice. This way the potential conflict is disclosed and recorded in the AISA gifts, benefits and hospitality register and crucially is also transparent, further protecting the individual from any potential concerns. The requests can be marked urgent, and it is intended, over time, that AISA builds up a common set of activities whereby the appropriate levels are reached and embedded naturally into the AISA culture.

Annex A contains a table of common items that have some examples contained to assist with deciding in an entry is required in the AISA gifts, benefits and hospitality register.

## 4. What to add to the register

There are two main areas to consider when deciding if a submission is needed to add something to the register. If the activities are AISA related, or, if assisting on AISA related projects. Further details can be found below.

### 4.1 When undertaking AISA related activities or engagements:

- The obligation to disclose gifts, benefits and hospitality is ongoing;
- The responsibility to identify, disclose and update these interests remains with the individual;
- Must clearly disclose any personal interests that may impact, or be perceived to impact, their ability to perform the role for which they have been engaged;
- Must declare where a gift, benefit or hospitality is offered or provided, including but not limited to:

- professional positions;
  - membership of committees of other organisations;
  - consultancies;
  - Boards of Directors;
  - advisory groups;
  - professional relationships;
  - family and personal relationships; or
  - financial interests, including receiving recompense in the form of cash, services, or equipment from other parties.
- Individuals are required to update that information as soon as possible if any significant changes occur to their or their immediate family/partner's interests.

#### 4.2 When assisting on AISA projects:

- Is offered a gift, benefit or hospitality by an organisation that has an interest in the project;
- Is supervising / has supervised any of the providers of gifts, benefits or hospitality that is named in the project;
- Is offered gifts, benefits or hospitality by individuals or companies involved in any other AISA process where he/she may have a direct or indirect involvement in the matters being considered; or
- Has a professional /personal (including enmity) relationship with an individual or company who is providing gifts, benefits, or hospitality.

## 5. Disclosure of gifts, benefits and/or hospitality

### 5.1 Board and Directors

AISA Board members must disclose any conflicts including, but not limited to, Section 3 (Definition of bribery and corruption) and Section 4 (What To add to the register) of this Policy. Directors' register entries must be submitted by email, within 72 hours of receipt, to the Company Secretary who will document all register entries, both in the relevant Board meeting minutes, and separately in the Register of gifts, benefits, and hospitality.

Once the gifts, benefits and hospitality has been appropriately disclosed, the Board (excluding the director who has made the register entry, as well as any other conflicted board member(s)) must decide whether those conflicted board members should:

Vote on the matter (this is a minimum),

Participate in any debate, or

Be present in the meeting during the debate and the voting.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted board member/s) who are present and voting at the meeting. As per the AISA Constitutional obligations a quorum of directors must be maintained. In the event that a quorum cannot be maintained then the item must be parked, and a separate meeting established to further discuss and resolve the item. The action and result of the voting will be recorded in the minutes of the meeting and in the Register of gifts, benefits and hospitality.

In exceptional circumstances, such as where a gifts, benefits and hospitality entry are very significant or likely to prevent a Board member from regularly participating in discussions, the Board must consider whether the conflicted Director should resign from the Board.

Please refer to Annex A for further details and examples.

### 5.2 GM, Company Secretary, Staff, Branch Executives, volunteers, contractors and any third parties

The AISA General Manager must disclose any gifts, benefits and hospitality including but not limited to Section 3 (Definition of gifts, benefits and hospitality) and Section 4 (What To add to the register) of this Policy. Disclosure must be submitted by email, within 72 hours of receipt, to the Company Secretary who will document all register entries, both in the relevant Board meeting minutes, and separately in the Register of gifts, benefits, and hospitality.

The AISA Company Secretary must disclose any gifts, benefits and hospitality including but not limited to Section 3 (Definition of gifts, benefits and hospitality) and Section 4 (What To add to the register) of this Policy. Disclosure must be in writing to the Board Chair who will document all register entries, both in the relevant Board meeting minutes, and separately in the Register of gifts, benefits, and hospitality.

Employees and volunteers must disclose any conflicts including but not limited to Section 3 (Definition of Conflicts of Interests) and Section 4 (What To Disclose) of this Policy. Disclosure must be in writing to the Company Secretary who will document all register entries, both in the relevant Board meeting minutes, and separately in the Register of gifts, benefits, and hospitality.



During the course of employment or engagement, should there be a change to any actual, potential or perceived gifts, benefits and hospitality, Directors, Company Secretary, GM, staff, Branch Executives, committee members or contractors should disclose same to the Company Secretary. This includes any actual, potential or perceived gifts, benefits and hospitality which may arise from the development or change in personal relationships that may exist within or outside the organisation.

Please refer to Annex A for further details and examples.

### 5.3 AISA providing gifts.

It should also be noted that when providing gifts, the following advice is available from the ACNC website on this topic. Charities may want to provide gifts or honorariums to individuals – including current or outgoing Responsible People, members, staff or volunteers – as a gesture of gratitude and appreciation for their services. The decision to provide gifts or honorariums comes with some important considerations and charities should approach it with care and diligence.

As each charity is different, operating in different environments with different aims and challenges, the considerations in deciding to provide gifts or honorariums will differ.

Each charity's Responsible People need to properly consider the issues and concerns with providing gifts or honorariums in the context of their own charity and understand the implications of their decision.

The ACNC define a gift or honorarium as:

A gift is something given to someone without obligation and may be in the form of money, goods or other property.

For charities, a gift is typically given in recognition and appreciation of an individual's charitable service.

An honorarium is an honorary payment made to someone without obligation in recognition of their professional service.

For charities, an honorarium is typically a payment made to honour an individual for their charitable service.

The ACNC generally expects that gifts or honorariums will be of a token nature.

Gifts or honorariums should not provide any individual with a sizeable or significant personal benefit.

A charity that provides a gift or honorarium of significant value is at risk of not complying with its purpose and character as a not-for-profit entity.

It is up to a charity's Responsible People to determine an acceptable value of any gift or honorarium. However, in doing so, the Responsible People should consider the charity's financial position and its ability to carry out its charitable purposes.

### 5.4 Process for Disclosure

To disclose a gift, benefit or hospitality, email the company secretary at [secretary@aisa.org.au](mailto:secretary@aisa.org.au) with details including amount, category of gift, benefit or hospitality, supplier, and any additional context or information as necessary.

The Company Secretary will document all gifts, benefits and hospitality and advise the Board and Independent Ethics Committee (IEC) on all matters raised consistent with this Policy on a quarterly basis. Registers will be available for members to review when requested and at the AGM.

### 5.5 AISA Independent Ethics Committee

An AISA ethics committee has been established under the constitutional changes at the AGM in December 2023 to provide AISA with independent advice on ethical matters. The committee is made up of members from the following groups: Branch Executives, Board members, Fellows and Executive Advisory Board – Cyber (EABC) members.

## 6. Failure to Comply with this Policy

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will be referred internally to the AISA Independent Ethics Committee to investigate any allegation of fraud, corruption and/or bribery. The investigation and recommended outcomes which may be as an example, dismissal or removal of AISA membership.

Fraud, corruption and bribery can occur in any organisation, including a charity. But having suitable policies and procedures to combat these threats will help a charity reduce the chance of:

losing money through fraud or other financial misconduct;  
contributing payments or other gifts, knowingly or unknowingly, to corrupt people or organisations;  
damaging its reputation and losing funding; and  
regulatory action being taken against the charity.

Further information on fraud, corruption and bribery is available from the ACNC website [Link to ACNC website](#)

Whilst these are statutory provisions which apply to company directors, the principles underpinning the receipt of gifts, benefits and hospitality must apply to all staff and other parties who work with and are involved with the organisation.

As an ACNC register charity AISA's "Responsible People" are its board or committee members.

Each AISA Director is obligated by ASIC and ACNC to declare material interests.

Whilst this applies to directors of Australian companies, statutory requirements applicable to staff are stated in the Fair Work Act 2009 (Cth) and the National Employment Standards. Any breaches of this policy by AISA staff will be considered under that staff member's employment contract or the Volunteer Deed for branch volunteers, which may result in disciplinary action, including termination.

For other parties, remedial action will be dealt with via the specific contractual arrangements which may include such contract termination.

In rare situations, the ACNC may suspend or remove a Responsible Person from their role.

## Annex A:

The following Tables are designed to provide a number of, but not limited to, examples of activities where a receipt of a gift, benefit or hospitality might be perceived to have taken place with 2023 details of amounts or frequencies. Two tables are provided to reflect the differing groups within AISA and allow for a more tailored and pragmatic approach to GBH. The first table covers the board, company secretary, branch executives and any paid AISA staff member. The second table covers AISA volunteers and any other stakeholders not covered in table one.

Where these or similar GBH are received an entry must be submitted by email within 72 hours of receipt of the item or service to the Company Secretary, advising of item/s for inclusion (by the Company Secretary) into the GBH register.

This policy must be reviewed at least annually or on major AISA change with particular focus on Annex C which may require review and updating where inflationary or other causes result in price changes.

Board, Company Secretary, Branch Executives, and any Paid AISA Staff		
Ref	Description	Amount or frequency
1	Meeting lunch	Any
2	Meeting dinner	Any
3	Regular coffee purchases	Greater than 1 per week
4	Gifts provided	Any
5	Receiving fees, commissions, discounts, entertainment, or services. (e.g. receiving cash or gifts from a business partner).	Any
6	Tools from sponsors / vendors – like LastPass and Mailguard.	Any (add to register)

Other AISA Volunteers (not Board, Company Secretary, Branch Executives and any Paid AISA staff)		
Ref	Description	Amount or frequency
1	Meeting lunch	\$50
2	Meeting dinner	\$60
3	Regular coffee purchases	Greater than 1 per week
4	Gifts provided	Any
5	Receiving fees, commissions, discounts, entertainment, or services. (e.g. receiving cash or gifts from a business partner).	Any
6	Tools from sponsors / vendors – like LastPass and Mailguard.	Any (add to register)