

ITEM 8 – CONFLICT OF INTEREST POLICY



Opus Angelorum Inc.

ANGELORUM COLLEGE

CONFLICT OF INTEREST POLICY

The governing body of Angelorum College is Opus Angelorum Inc.

The management committee of Opus Angelorum Inc. has the general control and management of the administration of the affairs, property and funds of Opus Angelorum Inc. and therefore Angelorum College.

Opus Angelorum Inc. has appropriate guiding principles and procedures for identifying, declaring and dealing with any conflict of interest a director of the governing body may have relating to an aspect of the operation of the school.

The guiding principles and procedures are set out in the Conflict of Interest Policy. A copy of that policy is attached hereto.

Opus Angelorum Inc. has appropriate guiding principles and procedures how the governing body and/or its directors are to conduct themselves relevant to the operation of the school.

The guiding principles and procedures are set out in the management committee Code of Conduct Policy. A copy of that policy is attached hereto.



Opus Angelorum Inc.

ANGELORUM COLLEGE

Opus Angelorum Inc. is the governing body of Angelorum College.

Conflict of Interest Policy

Purpose:	The purpose of this policy is to clarify guidelines to protect against potential conflicts of interest by members of the management committee of Opus Angelorum Inc. being the governing body of Angelorum College and employees and advisers (voluntary or otherwise) of Opus Angelorum Inc. and Angelorum College, to observe legislation regarding conflict of interest, and to engage in association and school business activities in a fashion designed to avoid any conflict of interest or the appearance of impropriety.
Scope:	The policy covers the types of activities which may constitute a conflict of interest, how a conflict of interest might be determined and the responsibilities of members of the management committee and employees and advisers (whether unpaid, voluntary or otherwise) with regard to declaring conflicts of interest.
References:	<ul style="list-style-type: none"> ● <i>Education (Accreditation of Non-State Schools) Act 2001 s39(2)</i> ● ACNC Regulation 2013 s45.25 ● <i>Associations Incorporation Act 1981 (Qld)</i> ● Management Committee Code of Conduct ● Financial Policies in relation to contracts and tendering ● Human Resource Policies
Supersedes:	Together with the Management Committee Code of Conduct Policy this policy supersedes the Board Conflict of Interest And Duties Policy that was adopted in January 2016 and that has applied since that date until now

	replaced.	
Authorised by:	President of Opus Angelorum Inc.	Date of Authorisation: 19 June, 2017
Review Date:	Annually	Next Review Date: 18 June, 2018
Policy Owner:	Opus Angelorum Inc. being the governing body of Angelorum College.	

Policy

It is the policy of the management committee of Opus Angelorum Inc. being the governing body of Angelorum College (“the School”) that all members of the management committee and all employees of Opus Angelorum Inc. and the School and all advisers (whether unpaid, voluntary or otherwise) of Opus Angelorum Inc. and the School avoid any conflict of interest or the appearance of conflict of interest.

Legislation

Australian Charities and Not-for-Profits Commission Regulation 2013 s45.25 Governance Standard 5 - (2) – A registered entity must take reasonable steps to ensure that its responsible entities are subject to, and comply with, the following duties:

- to disclose perceived or actual material conflicts of interest of the responsible entity.

[Note: A perceived or actual material conflict of interest that must be disclosed includes a related party transaction.]

Associations Incorporation Act 1981 – requires that management committee members must avoid actual or potential conflicts between their interests and those of the Association and not exploit business opportunities for themselves at the expense of the Association.

Education (Accreditation of Non-State Schools) Act 2001 – allows that in assessing the suitability of a governing body, the Accreditation Board may have regard to:

- whether the governing body has appropriate guiding principles and procedures for identifying, declaring and dealing with any conflict of interest a director of the governing body may have relating to an aspect of the operation of the school.

Definitions

A conflict of interest may be defined as any situation where a management committee member or an employee or an adviser may be in (or may potentially be in) a position of being involved in a decision or action where he or she may not be perceived to be able to put the interests of Opus Angelorum Inc. and the School first and foremost.

Thus, a conflict of interest exists where there is a divergence between the individual interests of a management committee member or an employee or an adviser and their professional obligation to Opus Angelorum Inc. and the School. A conflict of duties occurs where the management committee member or the employee or the adviser may owe a duty to another entity or person which conflicts with the best interests of Opus Angelorum Inc. and the School.

The test to ascertain if a conflict of interests or duties occurs involves assessing whether a reasonable, independent person might question whether the actions or decisions of a management committee member or an employee or an adviser could be influenced by their own interests, the

interests of another, or were designed to cause detriment to Opus Angelorum Inc. and the School.

In particular, members of the management committee and employees and advisers of Opus Angelorum Inc. and the School are expected to abide by the management committee's Code of Conduct.

General statement of policy

Deciding Whether a Conflict Exists

In deciding if there is a conflict of interest, a member of the management committee or an employee or an adviser should consider the capacity for the interest to affect their decision-making.

In the case of a member of the management committee, the importance of the interest to the management committee member (not the school) and how others may view these questions, is the test of materiality not what the management committee member believes.

In the case of an employee, the importance of the interest to the employee (not the school) and how others may view these questions, is the test of materiality not what the employee believes.

In the case of an adviser, the importance of the interest to the adviser (not the school) and how others may view these questions, is the test of materiality not what the adviser believes.

Requirement to Declare a Conflict by Notice to the President

Any member of the management committee and any employee and any adviser who has an actual, perceived or potential conflict of interest shall notify the President of Opus Angelorum Inc. of such conflict immediately.

If at any time a member of the management committee or an employee or an adviser believes that he or she may appear to be unable to maintain professional objectivity on any issue, because of a personal situation, employment, or other reasons, that person must notify the President of Opus Angelorum Inc. (or if it is the President, he or she must notify the Secretary).

All members of the management committee and all employees and all advisers of Opus Angelorum Inc. and the School will declare any conflict of interest to the President of Opus Angelorum Inc. If the conflicted person is the President, he or she will declare the conflict to the secretary of Opus Angelorum Inc.

The notice declaring the conflict shall be in writing and must state the nature and/or extent of the conflict. The full management committee shall be notified at the first meeting of the management committee following the notification.

The notice can be in the form of or substantially in the form of the notice appearing at the end of this policy document.

Conflicted Person Must Not Act

If a management committee member or an employee or an adviser has an obligation pursuant to this policy to give notice of a conflict then, if the person is a member of the management committee, he or she must not vote on the matter or be present when the matter is being considered by the management committee and if he or she is an employee or an adviser he or she must not proceed further in the matter or issue.

The President of Opus Angelorum Inc. shall then determine the appropriate course of action. If the conflicted person is the President he or she must not proceed further without the authority of the majority (excluding himself or herself) of the management committee.

Where the conflict of interest involves a decision before an individual, the management committee of Opus Angelorum Inc. or another governance body operating within Opus Angelorum Inc. and/or the School (e.g. a committee or sub-committee), the relevant individual will:

- notify the relevant person (Chair, Convenor or superior) as soon as they are aware of the conflict;
- leave the room when the issue comes before the committee or body;
- subject to receiving authorisation as referred to below, not take part in any discussion or decision-making about the matter; and
- if realisation of a conflict occurs during a meeting, the person with the conflict shall inform the meeting as soon as this is clear and leave the room as dictated above.

A conflicted employee or adviser may participate in dealing with the particular matter or issue if the President of Opus Angelorum Inc. provides his or her authority for the employee or adviser to do so. The President will notify the management committee that such authority was given at the next succeeding meeting of the management committee.

A conflicted management committee member may participate in management committee business dealing with the particular matter or issue if the management committee members with no interest pass a resolution identifying the conflict of interest and stating that they are satisfied the conflict should not prohibit the member from taking part in the discussion and/or decision.

Conflicts Prior to Taking Office

A member of the management committee with personal financial interest in a sale, lease, or contract with Opus Angelorum Inc. and the school, which was entered before the member took office as a committee member, and presents an actual or potential conflict of interest, shall immediately notify the President of Opus Angelorum Inc. of such interest. If the person is the

President he or she shall notify the secretary.

It shall thereafter be the responsibility of the management committee member to refrain from participating in any discussion or action relating to the sale, lease, or contract by the management committee.

Implementation

The management committee has determined that Opus Angelorum Inc. as the governing body of Angelorum College will:

1. contract for goods and services in a manner that will avoid any conflict of interest or perceived conflict of interest;
2. avoid conflict of interest in relation to employment of staff. The school may not employ any staff member related by blood or marriage, to a management committee member except by a unanimous vote of the full management committee excepting the conflicted member;
3. require full disclosure from management committee members in situations where they, their relatives, partners or friends, may benefit financially, or in any other material way, from a decision made by the management committee.

In particular, members of the management committee of Opus Angelorum Inc. being the governing body of Angelorum College and employees and advisers may not:

- apply Opus Angelorum Inc.'s and the school's property either for their personal benefit or for the benefit of any other person without the authority of the full management committee;
- benefit financially, or in any other material way from the outcome of a decision made by the management committee;
- cause any relative, partner or friend, or any organisation in which they have equity or of which they are an employee or a board member, to benefit from their position on the management committee or their position as an employee or their position as an adviser;
- make unauthorised use of confidential information belonging to Opus Angelorum Inc. and the School; and
- intentionally gain an advantage (directly or indirectly) for any person or causes detrimental to Opus Angelorum Inc. and the school.

Sample Declaration of Conflict of Interest

OPUS ANGELORUM INC.

The Governing Body of Angelorum College

ABN: 38 613 624 988

To: The PRESIDENT, OPUS ANGELORUM INC and Angelorum College and/or to the Secretary, Opus Angelorum Inc.

Declaration of Conflict of Interest

I wish to declare the following personal interest that conflicts or may conflict with the discharge of my responsibilities as a member of the management committee of Opus Angelorum Inc. being the governing body of Angelorum College or as an employee of Opus Angelorum Inc. and Angelorum College or as an adviser of Opus Angelorum Inc. and Angelorum College in a matter in which the organisation has an interest or which is under consideration by Opus Angelorum Inc. and Angelorum College.

[Explain nature of conflict]

Signed:

Date:

Full Name of Conflicted Person:

Course of action directed by the President of Opus Angelorum Inc. and/or the management committee to resolve the conflict of interest:

[e.g., If the person giving notice is a member of the management committee he or she asked to leave the committee meeting room during matter related to the conflict]

Signed:.....

Date:

President (Full Name):

This declaration was tabled and minuted at the management committee meeting of Opus Angelorum Inc. being the Governing Body of Angelorum College held at [place] on [DATE].

Signed:

Date:

Secretary (Full Name):