

# CONFLICT OF INTEREST POLICY & PROCEDURE



## PURPOSE

The purpose of this policy is to clarify guidelines to protect against potential conflicts of interest by directors of the Australian International Islamic College Board, to observe legislation regarding conflict of interest, and to engage in 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 directors with regard to declaring conflicts of interest.

## REFERENCES

- *Education (Accreditation of Non-State Schools) Act 2017*
- ACNC Regulation 2013
- *Corporations Act 2001/Associations Incorporation Act 1981*
- Board Code of Conduct
- Financial Policies in relation to contracts and tendering
- HR Policies

**Approved By:** College Board

**Status:** Approved

**Contact:** Board Chair

**Reviewed** | Bi-annually

**Date Approved:** April 2020

**Next Review Due:** April 2022

This policy may be updated or revised from time to time. The College will not notify you each time the Policy is changed.

## POLICY

It is the policy of the Board of The Australian International Islamic College that all Directors avoid any conflict of interest or the appearance of conflict of interest.

## DEFINITIONS

A conflict of interest may be defined as "any situation where a Board Member may be in (or may potentially be in) a position of being involved in a decision or action where they may not be perceived to be able to put the interests of the school first and foremost".

In deciding if there is a conflict of interest, a director should consider the capacity for the interest to affect their decision-making; the importance of the interest to the director (not the school); and how others may view these questions, as the test of materiality is not what the director believes but what a reasonable person would believe.

## LEGISLATION

**Corporations Act 2001** – Directors are required by the Corporations Law to give notice of material personal interests in matters that relate to the affairs of their Company.

**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 Directors 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 2017 s26 (2b)** – 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.

## IMPLEMENTATION

The Board has determined that The Australian International Islamic 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 director except by a unanimous vote of the full board
3. require full disclosure from directors in situations where they, their relatives, partners or friends, may benefit financially, or in any other material way, from a decision made by the Board.

In particular, directors of The Australian International Islamic College may not:

- apply the school's property either for their personal benefit or for the benefit of any other person without the authority of the full Board
- benefit financially, or in any other material way from the outcome of a decision made by the Board
- 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 Board
- make unauthorised use of confidential information belonging to the School
- intentionally gain an advantage (directly or indirectly) for any person or causes detrimental to the school.

### **CONFLICTS PRIOR TO TAKING OFFICE**

A director with personal financial interest in a sale, lease, or contract with the school, which was entered before the director took office, and presents an actual or potential conflict of interest, shall immediately notify the Board Chair of such interest. It shall thereafter be the responsibility of the director to refrain from participating in any discussion or action relating to the sale, lease, or contract by the board.

### **CONFLICTS WHILE IN OFFICE**

If at any time a director 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, the member must notify the Board Chair and must not vote on the matter or be present when the matter is being considered by the Board.

### **PAID EMPLOYEES AS DIRECTORS OF THE BOARD**

Any employee of The Australian International Islamic College who take the role of a Director is recognized to have a potential conflict of interest in some matters. Whilst this does not prohibit them from taking a position as a Director, as per the Constitution, additional measures will be implemented to mitigate such conflicts. These measures include abdicating any role in the selection, contractual negotiations or termination of the Principal. Further, the Board Chair reserves the right to preclude any paid employee who takes a position as Director from any discussion, deliberation or vote that they deem would pose a conflict of interest. Such preclusions and abdications will be noted in the Board minutes and notification given to the Director in writing.

### **DETERMINATION ON WHETHER A CONFLICT OF INTEREST EXISTS**

The determination as to whether a conflict of interest exists is to be made by the Board Chair. Any director who has an actual, perceived or potential conflict of interest shall notify the Board Chair of such conflict immediately. The Board Chair shall then determine the appropriate course of action.

# Appendix 1

## Declaration of Conflict of Interest

### The Australian International Islamic College

#### 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 director of The Australian International Islamic College in a matter in which the organisation has an interest or which is under consideration by the School.

*[Explain nature of conflict]*

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Signed:.....

Date: .....

Full Name of Director: .....

This declaration was tabled and minuted at the Australian International Islamic College meeting at [place] on [DATE].

Course of action directed by the Board to resolve the conflict of interest:

*[e.g., Director asked to leave the boardroom during matter related to the conflict]*

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Signed:.....

Date: .....

Chair: .....