



# Conflict of Interest Policy (Board)

<b>Purpose:</b>	The purpose of this policy is to clarify guidelines to protect against potential conflicts of interest by directors of The Rainforest School 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.	
<b>Scope:</b>	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.	
<b>References:</b>	<ul style="list-style-type: none"><li>• <i>Education (Accreditation of Non-State Schools) Act 2017</i></li><li>• ACNC Regulation 2013</li><li>• Corporations Act 2001</li><li>• Board Code of Conduct</li></ul>	
<b>Supersedes:</b>	Version 21/11/2020	
<b>Authorised by:</b>	Board Chair	<b>Date of Authorisation:</b> 14/12/2021
<b>Review Date:</b>	Annually	<b>Next Review Date:</b> December 2022
<b>Policy Owner:</b>	The Rainforest School (Governing Body)	

## Policy

It is the policy of the Board of The Rainforest School 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.]

**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 Rainforest School 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 Rainforest School 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.

## **Procedures to Deal with Conflicts of Interest**

A director who has an actual, perceived or potential conflict of interest shall notify the Board Chair of such conflict as soon as practicable after becoming aware of the matter.

A director who becomes aware of an actual, perceived or potential conflict of interest relating to another director shall also notify the Board Chair of such conflict as soon as practicable after becoming aware of the matter.

Conflicts of interest are to be disclosed to the Board at a Board meeting as soon as practicable after becoming aware of the interest. The Declaration of Conflict of Interest Form (Appendix) can be used for this disclosure, and it should contain appropriate detail about the nature and extent of the conflict and the relation of the interest to the affairs of the school.

The determination as to whether a conflict of interest exists is to be made by the Board.

If a conflict of interest does exist, the Board will determine the appropriate course of remedial action to be undertaken.

The principles of protecting the interests of the organisation, supporting transparency and accountability, promoting individual responsibility, and building an ethical school culture should help guide the planned remedial action of the Board.

Depending on the matter, remedial actions may include but are not limited to: refraining from participation in discussion; abstaining from voting on the matter; leaving the room during discussion of the matter; and in extreme cases, resigning from the board. (Restrictions on voting apply to companies limited by guarantee as per the Corporations Act 2001, s.195.)

The details of each Conflict of Interest Declaration must be recorded in the minutes of the meeting at which it was tabled and include the decision of the board regarding the treatment of the conflict.

If there are not enough directors to form a quorum for a directors' meeting because of material conflicts of interests dealt with under this policy, one or more of the directors (including those who have a material personal interest in that matter) may call a general meeting of the company and the general meeting may pass a resolution to deal with the matter (Corporations Act 2001, s. 195(4)).

## **Version Control**

### **Approval Details**

Policy Sponsor	Chair
Approval authority	The Rainforest School (Governing Body)
Version Number	4
Date for next review	December 2022

## Modification History

Version no.	Approval date	Implementation date	Details
1.	12/01/2019		First version
2.	11/12/2019	11/12/2019	No amendments
3.	21/11/2020	21/11/2020	No amendments
4.	14/12/2021	15/12/2021	Updated references to governing body (The Rainforest School) & Corporations Act. Inserted Procedures the Deal with Conflict of Interest as per ISQ instructions.

# Sample Declaration of Conflict of Interest

## The Rainforest School

ABN 30 658 029 240

### 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 Rainforest School 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 The Rainforest School 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: .....