



Opus Angelorum Ltd.

ANGELORUM COLLEGE

Opus Angelorum Ltd. is the governing body of Angolorum College.

Board Conflict of Interest Policy

Purpose:	The purpose of this policy is to clarify guidelines to protect against potential conflicts of interest by directors of the Angolorum 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:	<ul style="list-style-type: none"> ● Education (Accreditation of Non-State Schools) Act 2017 ● ACNC Regulation 2013 ● Corporations Act 2001 ● Board Code of Conduct ● Financial Policies in relation to contracts and tendering ● HR Policies 	
Supersedes:	Previous - 19 June 2017	
Authorised by:	Chair of Opus Angelorum Ltd.	Date of Authorisation: 26 June 2021
Review Date:	Annually	Next Review Date: 26 June 2021
Policy Owner:	School Governing Body	

Policy

It is the policy of the board of Opus Angelorum Inc. being the governing body of Angelorum College that all board members avoid any conflict of interest or the appearance of conflict of interest.

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.

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 he or she may not be perceived to be able to put the interests of the College first and foremost.

Thus, a conflict of interest exists where there is a divergence between the individual interests of a board member and their professional obligation to the College. A conflict of interest occurs where the board member may owe a duty to another entity or person which conflicts with the best interests of the College.

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

Implementation

The College board has determined that Opus Angelorum Ltd. as the governing body of Angelorum College will:

- contract for goods and services in a manner that will avoid any conflict of interest or perceived conflict of interest;
- 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 board;
- require full disclosure from board 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 board.

In particular, board members of Opus Angelorum Ltd. being the governing body of Angelorum College may not:

- apply the College'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 College; and
- intentionally gain an advantage (directly or indirectly) for any person or causes detrimental to the College.

Conflicts Prior to Taking Office

A board member with personal financial interest in a sale, lease, or contract with the College, which was entered before the board member 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 board member 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.

Determination as to 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.

OPUS ANGELORUM LTD.

Angelorum College

ABN: 38 613 624 988

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 Opus Angelorum Ltd. being the governing body of Angelorum College in a matter in which the organisation has an interest or which is under consideration by Angelorum College.

[Explain nature of conflict]

Signed: Date:

Full Name of Director:

This declaration was tabled and minuted at the Angelorum College board 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 committee meeting room during matter related to the conflict]

Signed:..... Date:

CHAIR (Full Name):