

CONFLICT OF INTEREST POLICY

- Purpose:** The purpose of this policy is to help the Board of Directors of Impact Community ACADEMY effectively identify, disclose and manage any actual, potential or perceived conflicts of interest of its members in order to comply with their disclosure obligations and protect the governance integrity of Impact Community ACADEMY.
- Scope:** This policy applies to all Board members of Impact Community ACADEMY.
- Authorised by:** ICA Board **Version No: 20240812**
- References:** [Education \(Accreditation of Non-State Schools\) Act 2017](#)
[Australian Charities and Not-for-profits Commission Regulations 2022](#)
[Corporations Act 2001](#)
Impact Community ACADEMY Constitution
ICA-GOV001 Board Charter
ICA-GOV002 Board Code of Conduct
- Review Date:** Annually **Next Review Date: 20250812**
- Policy Owner:** Impact Community ACADEMY – Board of Directors

It is the policy of the Board of Impact Community ACADEMY that all Directors will declare all interests in order to avoid any conflict of interest or the appearance of conflict of interest pursuant to the provisions of the Corporations Act 2001.

1. POLICY

Impact Community ACADEMY is committed to the highest standards of integrity by implementing ethical and transparent processes with which to manage actual, perceived or potential conflicts of interest.

The Board of Directors will review the Conflict-of-Interest Policy on an annual basis to ensure the policy and register are operating effectively.

1.1. Definition

Conflict of interest can be described as any situation in which 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 Impact Community ACADEMY first and foremost. A personal interest can be a direct interest, as well as one of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder, member or director) which could affect the ability of the director to discharge their duties.

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 (the test of materiality is not what the director believes but what a 'reasonable person' would believe)

A conflict of interest can be financial or non-financial and may be:

- actual – you are being influenced by a conflicting interest
- potential – you could be influenced by a conflicting interest

2. PERCEIVED – YOU COULD APPEAR TO BE INFLUENCED BY A CONFLICTING INTEREST

2.1. Legislation

Corporations Act 2001

Directors are required by the Corporations Act 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.

2.2. Implementation

The Board has determined that Impact Community ACADEMY 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. Impact Community ACADEMY may not employ any staff member related by blood or marriage, to a director except by a unanimous vote of the full board; and
- 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, Board Members of Impact Community ACADEMY may not:

- apply the school's property either for their personal benefit or for the benefit of any other person without the unanimous authority of the 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 Impact Community ACADEMY; or
- intentionally gain an advantage (directly or indirectly) for any person or cause detrimental to Impact Community ACADEMY

3. CONFLICTS

3.1. Conflicts Prior to Taking Office

A director with personal financial interest in a sale, lease, or contract with Impact Community ACADEMY, 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.

3.2. 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.

3.3. Disclosure

A Board Member who has an actual, perceived or potential conflict of interest must notify the other members at a Board meeting as soon as practicable after the member becomes aware of it.

The disclosure must contain appropriate detail about the nature and extent of the conflict and the relation of the interest to the affairs of the school.

The Declaration of Conflict-of-Interest Form (Appendix) must be used to accompany the disclosure.

The conflict of interest must be included in the minutes of the meeting in which it was disclosed and entered in Impact Community ACADEMY's register of interests, including the nature and extent of the conflict of interest and the decision of the Board regarding its remediation.

The Company Secretary maintains the register of interest and ensures that it is disclosed to each new Board Member upon appointment.

3.4. Remedial action

The determination of remedial actions in response to a conflict of interest is to be made by the Board excluding the member who has declared the conflict of interest, as well as any other conflicted member.

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

Depending on the matter, remedial actions may include but are not limited to:

- avoiding conflicts of interest where possible
- refraining from participation in discussion
- abstaining from voting on the matter
- leaving the room during discussion of the matter
- in exceptional cases, such as where a conflict of interest is very significant or likely to prevent a member from regularly participating in discussions, resigning from the Board

Other considerations may include:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing member's capacity to impartially participate in decision making
- alternative options to avoid the conflict
- the Board's objectives and resources
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, Impact Community ACADEMY's Board of Directors

The Board, excluding the conflicted member, must vote on the appropriate remedial action. The vote must be passed by a majority of the votes cast by the Board Members entitled to vote, and the result must be recorded in the minutes of the meeting and in the register of interest.

Unless the Board passes a resolution as described below, a member with a material personal interest in a matter must not be present during discussions on that matter, nor can they vote on it.

A resolution that enables a conflicted Board member to participate in discussions and vote on matters must:

- be passed in the absence of the relevant Board member.
- identify the member, the nature and extent of the member's interest in the matter and the interest's relation to the affairs of the organisation.
- state that the Board members are satisfied that the interest should not disqualify the member from voting or being present (Corporations Act 2001, s. 195).

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)).

4. COMPLIANCE

If a person suspects that a Board member has failed to disclose a conflict of interest, they must discuss this suspicion with the person in question and if no resolution has been achieved, raise the issue with the Board.

If the Board has reason to believe that a member of the Board has failed to comply with this policy, it will commence an investigation.

If the investigation finds that the person has failed to comply with this policy, the Board may take action against them. This may include terminating the person's membership on the Board or, in proportion to the seriousness of a breach, taking legal action.

VERSIONS: 20240215draft; 20240812

Form: Declaration of Conflict of Interest

Impact Community ACADEMY

ABN 52 677 082 272

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 Board Member of Impact Community ACADEMY in a matter in which the ACADEMY has an interest or which is under consideration by it.

[Explain the nature and extent of your personal interest and the interest's relation to the affairs of the organisation]

Signed:.....

Date:

Full Name of Director: . _____

This declaration was tabled and minuted at Impact Community ACADEMY's Board Meeting at [place] on [date].