

PROCEDURE – Conflict of Interest

Procedure Title	CEF Conflict of Interest Procedure
Procedure Number	Governance 2.010
Version Number	1
Date Approved	19 August 2020
Review Date	<i>Three years from approval</i>
Policy Officer	Operations Manager
Responsible Person/s	Chief Executive Officer
Scope	CEF Board
Purpose	The purpose of this policy is to help Board members of Country Education Foundation of Australia Ltd ACN 103 889 452 (CEF) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of CEF and manage risk.
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Responsibilities

The Board is responsible for:

- establishing a system and policy for identifying, disclosing and managing conflicts of interest;
- monitoring compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

CEF must ensure that its Board members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests.

Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into CEF's register of interests, as well as being raised with the Board. Where all of the other Board members share a conflict, the Board should refer to ACNC governance standard 5 to ensure that proper disclosure occurs. The register of interests must be maintained by the CEO who must record information related to a conflict of interest, including the nature and extent of the conflict of interest and all steps taken to address it.

Confidentiality of disclosures

Access to the information disclosed will be restricted to Board members.

Action required for management of conflicts of interest

Conflicts of interest of Board members

Once the conflict of interest has been disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether or not those conflicted Board members should:

- vote on the matter;
- participate in any debate; and/ or
- be present in the room during the debate and the voting.

Where a conflict is significant and/or likely to prevent a Board member from regularly participating in discussions, it may be that the Board must consider whether it is appropriate for the person conflicted to resign from the Board.

What should be considered when the Board decides what action to take.

- whether the conflict needs to be avoided or simply documented;
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- CEF's objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in CEF's reputation.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member) voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

Compliance with this policy

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it must investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board must take action. This may include seeking to terminate his/her relationship with CEF.

If a person suspects that a Board member has failed to disclose a conflict of interest, he/she must discuss with the person in question and notify the Chairman of the Board (or discuss with the CEO, as the person maintaining the register, who will notify the Chairman if the suspected conflict is not already on the register.)

Policies can be established and amended only by the Board. Procedures can be amended by the CEO