



Board Conflicts of Interest Policy

(ARC) BCI-POL-2024:1.0

Purpose:	The purpose of this policy is to help the Board of Arcadia College 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 Arcadia College.	
Scope:	This policy applies to all Board members of Arcadia College.	
References:	<ul style="list-style-type: none"> • <i>Education (Accreditation of Non-State Schools) Act 2017</i> • <i>Australian Charities and Not-for-profits Commission Regulation 2013</i> • <i>Corporations Act 2001</i> 	
Status:	Approved	Supersedes: PPCBI2023:1.0
Authorised by:	Board Chair	Date of Authorisation: 1st August 2025
Review Date:	Annually	Next Review Date: August 2025
Policy Owner:	Board	

Overview Statement

It is the policy of the College Board 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 (Cth).

Definition

Conflict of Interest - A conflict of interest exists when a Board member's fiduciary and statutory duties conflict with a personal interest.

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).

A personal interest is considered to be material if its nature and capacity can impact someone's ability to discharge their duties.

Conflicts of interest present the risk that a person will make decisions based on, or affected by, personal interests, rather than by the best interests of the charity.

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
- perceived – you *could appear* to be influenced by a conflicting interest.

Conflicts of interest are a common occurrence in corporate governance and if addressed promptly and effectively, do not present a problem to organisations.

Legislation

Corporations Act 2001 – Directors are required by the *Corporations Act 2001* to notify other Directors of material personal interests in matters that relate to the affairs of their company (s. 191), and observe general duties in relation to care and diligence (s. 180), good faith (s. 181), use of position (s. 182), and use of information (s. 183).

Australian Charities and Not-for-profits Commission Regulation 2013 – A registered entity must take reasonable steps to ensure that its responsible people are subject to, and comply with, several duties, such as acting with reasonable care and diligence, acting honestly and fairly in the best interests of the charity, and disclosing conflicts of interest (s. 45.25 – Governance Standard 5).

Education (Accreditation of Non-State Schools) Act 2017 – In assessing the suitability of a governing body, the Non-State Schools 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 in relation to an aspect of the operation of the school (s. 26(2)(b)).

The Non-State Schools Accreditation Board must also be satisfied that the governing body meets the government funding eligibility criteria by acting independently.

The governing body must not have a direct or indirect connection with another entity that could be reasonably expected to compromise the independence of the governing body when making financial decisions (s. 10(d)).

Policy

Arcadia College 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 must ensure that its members are aware of their duties in relation to conflicts of interest. It is responsible for establishing, monitoring and reviewing processes for identifying, declaring and dealing with conflicts of interest that its members may have in relation to the operation of the College.

Members of the Board are required to avoid conflicts of interest where possible. Where that is not possible, they must identify and disclose them according to this policy and comply with the remedial actions elected by the Board.

Independence

The Board must act independently, at all times, and cannot be perceived to be influenced or connected to another entity, including circumstances where a general meeting is called to pass a resolution.

Review

The Board will review the conflict of interest policy on an annual basis to ensure the policy and register are operating effectively.

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.

Related College Documents

- Constitution
- Board Charter
- Board Code of Conduct
- Financial policies in relation to procurement, contracts, and tendering
- HR policies