

CONFLICT OF INTEREST POLICY

The Townsville Independent School Association Inc committee of management (TISAI) aims to ensure that committee members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Townsville Independent School Association Inc.

Purpose

The purpose of this policy is to help the Townsville Independent School Association Inc of Enkindle Village School 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 Enkindle Village School.

Scope

This policy applies to all Townsville Independent School Association Inc members of Enkindle Village School.

Status: Version 4	Supersedes: Version 3
Authorised by: Board Chair	Date of Authorisation: July 2025

References

- *Education (Accreditation of Non-State Schools) Act 2017*
- *Australian Charities and Not-for-profits Commission Regulation 2013*
- *Corporations Act 2001/Associations Incorporation Act 1981* (delete if not applicable)
- Townsville Independent School Association Inc Constitution
- Townsville Independent School Association Inc Charter
- Townsville Independent School Association Inc Code of Conduct

A governing body's conflict of interest policy and its operation within the school may be considered in determining whether a governing body is or remains a suitable governing body under s.26(2)(b) of the *Education (Accreditation of Non-State Schools) Act 2017* (the Act). Use of this template does not ensure compliance with the Act or the *Education (Accreditation of Non-State Schools) Regulation 2017* (the Regulation). It is the governing body's responsibility to ensure its obligations under Act and the Regulation are met by properly reviewing, amending, and implementing the policy.

Review Date: Annually	Next Review Date: July 2026
Policy Owner: Townsville Independent School Association Inc.	

Definition

A conflict of interest exists when a Townsville Independent School Association Inc 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

Enkindle Village School 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.

Townsville Independent School Association Inc 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 Enkindle Village School.

Members of the Townsville Independent School Association Inc 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 Townsville Independent School Association Inc.

Independence

The Townsville Independent School Association Inc 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 Townsville Independent School Association Inc will review the conflict-of-interest policy on an annual basis to ensure the policy and register are operating effectively.

Procedures

Disclosure

A Townsville Independent School Association Inc member who has an actual, perceived or potential conflict of interest must notify the other members at a Townsville Independent School Association Inc 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 the Enkindle Village School's register of interests, including the nature and extent of the conflict of interest and the decision of the Townsville Independent School Association Inc regarding its remediation.

The Townsville Independent School Association Inc's secretary maintains the register of interest and ensures that it is disclosed to each new Townsville Independent School Association Inc member upon appointment.

Remedial action

The determination of remedial actions in response to a conflict of interest is to be made by the Townsville Independent School Association Inc 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 Townsville Independent School Association Inc.

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 Townsville Independent School Association Inc.

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 Townsville Independent School Association Inc's objectives and resources
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Townsville Independent School Association Inc.



*All children can be capable and free-thinking contributors in their world
when offered a voice and choice in learning.*

The Townsville Independent School Association Inc, 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 Townsville Independent School Association Inc members entitled to vote, and the result must be recorded in the minutes of the meeting and in the

register of interest.

[The below approach is mandatory for companies limited by guarantee [CLG] and recommended for all other entities]

[CLG] Unless the Townsville Independent School Association Inc 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.

[CLG] A resolution that enables a conflicted Townsville Independent School Association Inc member to participate in discussions and vote on matters must:

- be passed in the absence of the relevant Townsville Independent School Association Inc 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 Townsville Independent School Association Inc members are satisfied that the interest should not disqualify the member from voting or being present (*Corporations Act 2001*, s. 195).

[CLG] 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)).

Compliance

If a person suspects that a Townsville Independent School Association Inc 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 Townsville Independent School Association Inc.

If the Townsville Independent School Association Inc has reason to believe that a member of the Townsville Independent School Association Inc 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 Townsville Independent School Association Inc may take action against them. This may include terminating the person's membership on the Townsville Independent School Association Inc or, in proportion to the seriousness of a breach, taking legal action.

FORM: DECLARATION OF CONFLICT OF INTEREST

Townsville Independent School Association Inc
ABN 161 263 791 58

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 Townsville Independent School Association Inc member of Enkindle Village School in a matter in which the Enkindle Village School 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 the Enkindle Village School meeting at [place] on [date].