



HOPE VALE FOUNDATION

CONFLICT OF INTEREST POLICY

1. Purpose

The purpose of this policy is to help the Board of Directors of the Hopevale Foundation Limited (“the **Foundation**”) to effectively identify, disclose and manage any actual, potential, or perceived conflicts of interest in order to protect the integrity of the Foundation and manage risks appropriately.

2. Objective

The Foundation aims to ensure that all Directors, subcommittee members and anyone else associated in the decision making of the Foundation are aware of their obligation 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 the Foundation.

3. Scope

This policy applies to all current Board of Directors or any Sub Committee members at the Foundation.

4. Definition of a Conflict of Interest

A conflict of interest occurs when a person’s personal interest (or interests) conflict with their responsibility to act in the best interests of the Foundation.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in or the potential to receive a financial benefit or any other form of benefit from a proposed decision that the Foundation is deliberating on.

It also includes a conflict between a Foundation Director or a Sub Committee member’s duty to the Foundation and another duty that a Foundation Director or Sub Committee member has (for example, to another company or charity). A conflict of interest may be actual, potential, or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity.

Therefore, these situations must be managed accordingly.

5. Policy

This policy has been developed to address conflicts of interest affecting the Foundation.

Conflicts of interest are common, and they do not need to present a problem to the Foundation as long as they are openly and effectively managed.

It is the policy of the Foundation as well as a responsibility of the Board of Directors and any Sub Committee that all: ethical, legal, financial, or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the Foundation.

The Foundation will manage conflicts of interest by requiring Directors and Sub Committee members to:

- avoid conflicts of interest where possible;
- identify and disclose any conflicts of interest;
- carefully manage any conflicts of interest; and
- follow this policy and respond to any breaches.

5.1. Responsibility of the Board of Directors

The Board is responsible for:

- establishing a system for identifying, disclosing, and managing conflicts of interest across the Foundation;
- monitoring on-going compliance with this policy; and
- reviewing this policy on a two (2) year basis to ensure that the policy is operating effectively.

The Foundation will ensure that its Committee and Sub Committee members are aware of the ACNC governance standards, particularly Governance Standard 5, and that they disclose any actual or perceived material conflicts of interests as required by Governance Standard 5.

5.2. Identification and disclosure of conflicts of interest

Once an actual, potential, or perceived conflict of interest is identified, it must be entered into the Foundation's Register of Interest's, as well as being raised with either the Board or Sub Committee.

Where every other Board member or Sub Committee member shares a conflict, the Board & Sub Committee should refer to ACNC Governance Standard 5 to ensure that full and proper disclosure occurs.

The register of interests must be maintained by an appointed person from the Committee or Sub Committee. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

5.3 Confidentiality of disclosures

When a Board member or a Sub Committee member declares a conflict of interest, this must be disclosed and registered in the Register of Interest's ("The **Register**").

The Register must be kept in a secure location which only the Board (or an appointed delegate of the Board) or the Head of the Sub Committee will have access to.

When a Board member or Sub Committee member is required to disclose an actual or perceived conflict, this must be done in private to the nominated Chairperson of either the meeting (before the commencement of the meeting) or at another time which otherwise does not impact on a decision.

Unless the conflicted Board member or Sub Committee member gives their permission, the nature of the proposed conflict of interest must be kept confidential at all times and not to be disclosed.

For the avoidance of any doubt, the conflicted Board member or Sub Committee member is refrained from voting on the issue(s) they have a conflict on in addition to be leaving the room (either in person or temporarily excused if electronically connected).

6. Action required to manage conflicts of interest

6.1. Conflicts of interest of Board & Sub Committee members

Once the conflict of interest has been appropriately disclosed, the Board or Sub Committee (excluding the Board or Sub Committee member who has made the disclosure, as well as any other conflicted member) must decide whether or not those conflicted Board or Sub Committee member(s) should:

- vote on the matter (this is a minimum);
- participate in any debate or discussion; or
- be present in the room during the debate or discussion and voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board or Sub Committee member from regularly participating in discussions, it may be worth the Board or Sub Committee considering if it is appropriate for the person conflicted to resign from the Board or Sub Committee.

6.2. What should be considered when deciding what action to take

In deciding what approach to take, the Board or Sub Committee will consider:

- 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;
- the charity's objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in or the reputation of the Foundation.

The approval of any action requires the agreement of at least a majority of the Board or Sub Committee [excluding any conflicted Board or Sub Committee member(s)] who are present and 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.

7. Compliance with this policy

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

If it is found that this person has failed to disclose a conflict of interest, the Board or Sub Committee may take action against them. This may include seeking to terminate their relationship with the Foundation or reporting them to ACNC.

If a person suspects that a Board or Sub Committee member has failed to disclose a conflict of interest, they must **discuss** with the person(s) in question, notify the Board or Sub Committee or the person responsible for maintaining the register of interests].

Contacts

If you have any questions about this policy or its application, please contact Rachelle McIvor by email: hopevalefoundation@outlook.com and have Conflict of Interest Policy as the subject matter.