CONFLICT OF INTEREST POLICY

Source of Obligation

The Victorian Registration Standards (sch. 4 cl. 15) require the proprietor to structure the governance of RedGum – The Waldorf School of Central Victoria (RedGum or the School) to enable:

- the effective development of the strategic direction of the School; and
- the effective management of the finances of the School; and
- the School to fulfil its legal obligations.

This includes maintaining a conflict of interest register for all responsible persons as defined in the ETR Regs and an explanation of how any conflict will be managed.

Purpose and Scope

While it is acknowledged that conflicts of interest may commonly arise, the purpose of this policy is to provide a procedure for members of the Board and officers of the School to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to:

- ensure that decisions relating to the conduct of RedGum are made in the best interests of the School;
- protect the School's not-for-profit status by preventing the distribution or use of property or assets for the profit or gain of another person or entity;
- maintain a record of decisions where there has been an actual, potential or perceived conflict of interests and the measures taken to ensure that the decision made was in the best interests of the School;
- protect the reputation of RedGum.

Responsible Persons

This Policy applies to all responsible persons at the School.
A responsible person means:

- if the proprietor is an individual, that person; or
- if the proprietor is a body, that body and any person who is concerned in, or takes part in, the management of the body; or
- each person with responsibility in the School governance structure for managing the School or its finances, including each member of governing body of the School; or

- the Principal of the School; or
- any other person who by the person's conduct assumes a position of authority over the governance or management of the School.

At RedGum this includes the Chair of the Board, Principal and members of the Castlemaine Steiner School Ltd Board.

Where a conflict involves a responsible person, details of that conflict and how it will be managed must be entered into the Conflict of Interest Register.

Definition of Conflict of Interest

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the School.

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 (for example, as a shareholder or a director). It also includes a conflict between a responsible person's duty to RedGum and another duty that the person has (for example, to another organisation).

A conflict of interest may be actual, potential or perceived and may be financial or non-financial, such as decisions which may affect a family member's employment by the School.

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

Policy

It is our policy as well as a responsibility of the Board that conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligation to act and make decisions in the best interests of the School.

The School manages conflicts of interest by requiring all responsible persons (as defined above) to:

- identify and disclose any conflicts of interest at or before the relevant meetings of the Board and in our Conflicts of Interest Register;
- manage any conflicts of interest at the Board of Directors level by having a transparent process which involves avoiding the conflict where appropriate, by excluding the conflicted person from decision-making in relation to that issue;
- where the Board of Directors decides to proceed with a decision that will or may affect the personal interests of a member of the Board of Directors, then it will take additional steps to provide evidence that the decision can be justified as being in the best interests of the School;
- record all Board of Directors decisions which involve an actual, potential or perceived

conflict of interest, in the Board of Directors Minutes and the Conflicts of Interest Register.

The School acknowledges that the perception of a conflict of interests leading to sub-optimal decision-making and can be harmful even if this is not the case. The School will take measures to ensure that it can establish that Prohibited Agreements or Arrangements have not taken place. Refer to our Prohibited Agreement or Arrangement Policy and Purchasing Goods and Services Policy.

Board Responsibility

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across RedGum;
- monitoring compliance with this Policy;
- reviewing this Policy regularly to ensure that the it is operating effectively.

Identification and Disclosure of Conflict of Interest

Where a responsible person becomes aware that they may have an actual, potential or perceived conflict of interest with a matter to be brought before the Board, they should either:

- provide notice to the chair of the Board of Directors prior to the next Board of Directors meeting so that it may be included in Board of Directors papers and the other members can be made aware of the circumstances surrounding relevant parties' interests; or
- provide notice at the Board of Directors meeting.

Where other Board of Directors members share a conflict, the Board of Directors should ensure that proper disclosure occurs and is recorded in the Minutes and Conflicts of Interest Register and they can provide evidence that in acting or making the decision they:

- exercised reasonable care and diligence,
- acted in good faith in the best interests of RedGum and for its purposes,
- did not misuse their position as a member,
- did not misuse information they gained as a member,
- ensured that financial affairs were managed responsibly.

Records

The Board Secretary will ensure that the Board of Directors Minutes and the Conflicts of Interest Register 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.

Exceptions to Disclosure

A responsible person does not need to give notice of a personal interest if:

- the interest arises because they are a Board of Directors member or officer, is a member of the School and the interest is held in common with other members;
- the interest arises in relation to a member's remuneration as a member or officer of the School;
- the interest relates to a contract the School is proposing to enter into that is subject to member's consent and will not obligate the School if not approved by the general meeting;
- the interest relates to a contract insuring them against liabilities they incur as an employee of the School;
- the interest is in a contract or proposed contract with a related body corporate and arises merely because the member or person is a responsible person of the body corporate;
- they have given a standing notice;
- they have already given notice of the nature and extent of the interest and its relation to the affairs of the School and all of the following are satisfied:
    - in the event a new member has joined the Board of Directors, notice has been given to the new member; and
    - the nature or extent of the interest has not materially increased above that disclosed in the notice.

Confidentiality of Disclosures

While transparency of Board of Directors decisions is an important element in maintaining the reputation of the Board of Directors' integrity, it may be appropriate to limit access to specific details of a disclosed conflict to the Chair, while providing a general category of conflict, such as personal, commercial, financial, or other general type in the Minutes and Conflicts of Interest Register.

Management of Conflict of Interest: Participation of Disclosing Responsible Person

Once the conflict of interest has been appropriately disclosed, the Board of Directors must decide whether or not those disclosing should be permitted to:

1. vote on the matter,
2. participate in any debate regarding the matter,
3. be present in the room during the debate and the voting.

The disclosing Person should not be present when the Board discusses and decides on the level of participation to allow them.

In determining whether the Person can participate in the matter, the Board of Directors will consider:

- whether the conflict needs to be avoided or simply documented;
- whether the conflict will realistically impair the Person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- whether proceeding with the decision even without the participation of the disclosing member, will give the appearance of a Prohibited Agreement or Arrangement;
- RedGum 's objects and resources;
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of RedGum.

The approval of any action requires the agreement of at least a majority of the Board of Directors 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 Conflicts of Interest Register.

If the Person has been approved by the Board of Directors to participate in a matter in which they have an interest, they must be mindful of upholding their duty to act in the best interests of RedGum.

Additional Obligations: Responsible Persons

In addition to the obligations in this policy, it is our policy that each responsible person must

- provide an annual declaration in relation to any actual, perceived or potential conflict. This would include, but not be limited to, a responsible person's directorships, other employment, business ownership and that of their family including existing relationships, for example if their accounting firm provides accounting services to the School;
- at formal meetings of School's responsible persons, raise any actual, perceived or potential conflict with regard to items on the agenda for the meeting, and record in the minutes of the meeting any conflict that is raised;
- if they have a conflict of interest (including but not limited to a pecuniary interest or a related party transaction), mitigate the ensuing risk in a way that is acceptable to the other responsible persons involved (for example, by not participating in any associated decision-making or advisory role).

Compliance with this Policy

If the Board has a reason to believe that a person subject to this 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 may take action against them. This may include seeking to terminate their relationship with RedGum.

If a person suspects that a responsible person has failed to disclose a conflict of interest, they

must discuss with the Chair and notify the Board Secretary of the outcome of the discussion.

Implementation

The Board is responsible for the effective implementation of this Policy.

Documentation

All copies of relevant documentation, including the Conflicts of Interest Register and the Board of Directors Minutes are maintained for a minimum of seven years before archiving or disposing of them.

Document Control

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Author:	N Bowker
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