

Conflict of Interest

Document type:	Policy
Approval authority:	FISU Oceania Executive Committee
Approved:	Approved December 2022

Purpose

The purpose of this policy is to articulate the process of identifying, registering and managing conflicts of interest (actual, potential or perceived) in relation to Executive Committee members of FISU Oceania.

Constitutional clauses relating to financial delegation and controls

- Item 50.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution): (a) to the other directors, or (b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- Item 50.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- Item 50.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50.4: (a) be present at the meeting while the matter is being discussed, or (b) vote on the matter.
- Item 50.4 A director may still be present and vote if: (a) their interest arises because they are a member of the company, and the other members have the same interest (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company (see clause 68) (c) their interest relates to a payment by the company under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or (e) the directors who do not have a material personal interest in the matter pass a resolution that: (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the company, and (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

What is a conflict of interest?

A conflict of interest occurs when one's personal interests conflict with their responsibility to act in the best interests of FISU Oceania. 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. It also includes a conflict between an Executive Committee member's duty to FISU Oceania and another duty that the Executive Committee member has (for example, to another board or committee). 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 FISU Oceania and must be managed accordingly.

This policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to FISU Oceania if they are openly and effectively managed. It is the policy of FISU Oceania as well as a responsibility of the Executive Committee, that 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 Federation.

FISU Oceania will manage conflicts of interest by requiring 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.

Identification and disclosure of conflicts of interest

All Executive Committee members will be required to disclose their conflicts of interest at the following times:

- at the start of the calendar year by completing the conflict of interest form
- at the start of any Executive Committee meeting
- at such time as the conflict of interest arises (if not at the above times)

Operations in the Oceania region

FISU Oceania Executive Committee members reside across the Oceania region including based in Australia, New Zealand and other Pacific nations. Executive Committee members who are elected, must declare their conflicts of interest as part of their nomination process and these conflicts are disclosed to voting members.

Executive Committee members who are appointed, must declare their conflicts of interest as part of the recruitment process. Appointed Executive Committee members are targeted for their skills and knowledge and potential conflicts of interest are taken into consideration during the identification of potential appointed committee members.

Conflict of interest register

Once an actual, potential or perceived conflict of interest is identified, it will be entered into FISU Oceania’s conflict of interest register. The conflict of interest register must be maintained by the Secretary General and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to mitigate the conflict of interest).

Conflicts of interest of committee members

Once a conflict of interest has been appropriately disclosed, the Executive Committee (excluding the member disclosing and any other conflicted member) must decide whether or not the conflicted member should:

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

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

What should be considered when deciding what action to take

In deciding what approach to take, the Executive 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 and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of FISU Oceania

The approval of any action requires the agreement of at least a majority of the Executive Committee (excluding any conflicted 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.

Compliance with this policy

If the Executive 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 Executive Committee may take action against them. This may include seeking to terminate their position as a member. If a person suspects that a member has failed to disclose a conflict of interest, they must notify the President/Chair who will contact the member to discuss the alleged breach of policy.

Version control

Date of this policy:	November 2022
Next review date:	November 2024
This version reference:	ConInt_22.1
Previous version:	Not applicable

Appendix A

Executive Committee Member conflict of interest disclosure form

What is a conflict of interest?

A conflict of interest occurs when one’s personal interests conflict with their responsibility to act in the best interests of FISU Oceania. 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. It also includes a conflict between a Director’s duty to FISU Oceania and another duty that the Director has (for example, to another board). 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 FISU Oceania and must be managed accordingly.

Section 1 – Executive Committee member declaration (Executive Committee members to complete)

Title	
Full Name (including middle)	
Position	Executive Committee member of FISU Oceania
Do you have a conflict of interest? (please select)	<input type="checkbox"/> YES (if yes, complete details below) <input type="checkbox"/> NO

Describe the private interests that have the potential to impact on your ability to carry out, or be seen to carry out, your duties as an Executive Member of FISU Oceania.

Describe your private interest/s and/or associations:

Describe the duties you are currently required to perform:

Describe the action you propose to implement to mitigate the real or perceived conflict/s:

I declare that the above details of my private interests are correct to the best of my knowledge and am aware of my responsibilities to take reasonable steps to avoid any real or apparent conflict of interest in connection with my role as Director of UniSport.

<i>Signature:</i>	<i>Date:</i>
-------------------	--------------

Section 2 – Executive Committee acknowledgement (completed after the conflict of interest has been addressed (and noted in the minutes) at the next available Executive Committee meeting)

Actions (managed by the President)

The conflict/s of interest has been identified as: (please select one of the following)

- A real conflict of interest
- An apparent/perceived conflict of interest
- A potential conflict of interest
- Financial interest
- Non financial interest

Describe the action proposed to mitigate the real or perceived conflict which has been disclosed and the reason for the decision/s:

Executive Committee representative

The above action has been discussed with the Executive Committee member and the Executive Committee are satisfied that the above actions resolve the real or apparent conflict/s of interest disclosed.

<i>Name of President:</i>	<i>Signature:</i>	<i>Date:</i>
---------------------------	-------------------	--------------