


Review Date: 30/01/2023
Date Developed: February 2023
Principal Responsibility: AOA Board
Endorsed: 14/02/2023 Board Meeting

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| Approved by: | Title: CEO | Name: Adrian Cosenza | Signature/date  10 February 2023 |
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1. Scope

This policy applies to the Board directors and Board committee members (**the Board**), as well as members including registry clinical directors, dean of education and other members in remuneration arrangements with **AOA (AOA Partners)**.

2. Purpose

The purpose of this policy is to help the Board and AOA Partners to effectively identify, disclose and manage any actual, potential, or perceived conflicts of interest in order to protect the integrity of **AOA** and manage risk.

3. Objective

AOA aims to ensure that the Board and AOA Partners 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 **AOA**.

4. Definition of conflicts of interests

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

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).

It also includes a conflict between an AOA Partner or the Board's duty to **AOA** and another duty that the AOA Partner or the Board has (for example, to another not for profit). 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 **AOA**.

Therefore, these situations must be managed accordingly.

5. Policy

This policy has been developed to address conflicts of interest affecting **AOA**.

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

It is the policy of **AOA** as well as a responsibility of the Board, 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 **AOA**.

AOA will manage conflicts of interest by requiring AOA Partners and the Board to:

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

5.1. Responsibility of the Board

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the AOA
- monitoring compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

AOA must ensure that the Board are aware of the Australian Charities and Not for Profit Commission (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 AOA Partner or the Board's actual, potential or perceived conflict of interest is identified, it must be entered into **AOA** register of interests, as well as being raised with the Board.

Where every member of the Board shares a conflict, the Board should refer to ACNC Governance Standard 5 to ensure that proper disclosure occurs.

The register of interests must be maintained by Executive Assistant to the Chief Executive Officer. 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

Disclosures are generally available to the Board unless there are extenuating circumstances requiring some restrictions.

Disclosures are generally available to AOA Partners unless there are extenuating circumstances requiring some restrictions.

6. Action required to manage conflicts of interest

6.1. Conflicts of interest of AOA Partner or the Board

Once the conflict of interest has been appropriately disclosed by the Conflicted Person, the Board (excluding the Conflicted Person who has made the disclosure if it was a board member, as well as any other conflicted board member) must decide whether or not the Conflicted Person should:

- vote on the matter if they have any voting rights (this is a minimum);
- participate in any debate;
- be present in the room during the debate and the voting; or
- continue in their position within AOA in the capacity they currently hold.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent an AOA Partner or the Board from regularly participating in discussions or continuing in their role, it may be worth the Board considering if it is appropriate for the person conflicted to resign from their position within AOA.

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

In deciding what approach to take, the Board 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 or to continue in their role within **AOA**;
- alternative options to avoid the conflict;
- AOA's objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, AOA.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted board 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 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 may take action against them. This may include seeking to terminate their role with AOA.

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

Contacts

For questions about this policy, contact the Chief Executive Officer.