

AOQ Conflict of Interest Policy

SCOPE

This Policy is applicable to all Members, Directors, Employees, Contractors and Consultants of AOQ Ltd, as well as Stakeholders, Customers and the Communities with whom the organisation interacts ("Person or People").

PURPOSE

AOQ Ltd is committed to high ethical standards and recognises the need to protect its reputation by maintaining such ethical standards, fairness and integrity in all its dealings. In the area of conflict of interest it is most important to adhere to disciplined ethical practices including accuracy, honesty, cooperation, tolerance, and acceptance of obligations as well as rights. Failure to do so will lead to reputational, personal and organisational damage that may be irreparable.

The objectives of this policy are to:

- Clarify circumstances where conflict of interest may occur;
- Provide a framework for resolving situations where conflicts of interest exist, or might be perceived to exist;
- Support the right of People to freedoms provided by common and statutory law; and

Communicate AOQ's position on conflict of interest to People.

POLICY

In all our actions there is an expectation on People to observe high standards of ethical behaviour and avoid any activity or interest that might reflect unfavourably upon the integrity and good name of AOQ Ltd. People have an obligation to avoid unacceptable ethical, legal, financial or other conflicts of interest and to ensure that their activities and interests do not conflict with their obligations to, or the welfare of AOQ Ltd.

Definitions

Word/Term	Definition
AOQ Ltd Officers	This includes employed staff, directors and members defined in clause 5.1 of The Constitution who have been given delegated authority to act on behalf of AOQ Ltd.
Benefit	Anything which provides People with a direct or indirect personal gain or the potential for personal gain or gain to a third party. Such a gain need not be financial, it could be a personal or a non-financial gain. It includes the provision of material or facilities, support of individuals through the provision of benefits or a financial benefit. It could also be related to personal advancement, the attainment of prestige or access to positions of influence.
Business Relationships	Refers to external contractual relationships, partnerships, private companies or any other commercial trading activity.
Close Personal Relationship	Refers to married/de facto partners, sexual partners, near relatives or close friends. It does not include normal acquaintance.
Conflict of Interest	A conflict of interest exists where there is a divergence between the individual interests of a Person and their professional obligation to AOQ Ltd. such that an independent observer might reasonably question whether the professional actions or decisions of that person are influenced by their own interests or are for their own benefit. It should be noted that enmity as well as friendship can give rise to perceptions of a conflict of interest and similarly that detriment to a third party can give rise to a conflict of interest just as much as benefit to a third party.
Financial Benefit	A benefit in the form of remuneration, payment or gift received by a Person that is in addition to income earned through AOQ Ltd. Financial benefits might also include investments, ownership or directorship of any companies, consultancies, provision of goods or services, receipt of royalties or other consideration, etc.
Member	A member of AOQ Ltd, as described in Section 5 of The Constitution.
Near	Refers to members of the immediate or extended family.

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Relatives	
The Constitution	Constitution of Australian Organisation for Quality Limited 7 June 2016

Areas in which Conflict of Interest May Arise

A significant potential risk of conflict of interest exists within AOQ Ltd, as a membership organisation, in relation to People who hold governance or operational authority, also providing services to or for AOQ Ltd, or using their position or role within AOQ Ltd to leverage personal advantage or gain. As a general principle, this is unacceptable, and is not permitted under any circumstances unless it is dealt with prospectively as described below. People should consider their position in relation to provision of services, or fulfilling governance and leadership roles. They can take an either/or position, but should avoid doing both.

Without limiting the circumstances and subject to the exemptions below, the following are examples of areas which can give rise to situations where a conflict of interest may occur:

- a. decisions regarding suppliers, customers and other persons in respect of the selection and/or ongoing dealings related to doing or seeking to do business with AOQ Ltd;
- b. business or close personal relationships with competitors or businesses operating in the same area as AOQ Ltd;
- c. decisions regarding appointment, promotion or other personnel decisions relating to staff or Members;
- d. decisions and dealings with potential staff members.
- e. holding directorships, executive positions, shareholdings or ownership of other companies, organisations or businesses;
- f. close personal relationships (including sexual relationships) with another staff or Member, student or other person;
- g. decisions regarding students including assessments, scholarships, prizes, examination results and other matters relating to a student's academic progress or record;
- h. a researcher's affiliation with or financial involvement in any organisation or entity with a direct interest in the research or the provision of materials for research may result in a conflict of interest;
- i. acceptance of benefits (gifts, entertainment, travel, accommodation expenses etc);
- j. acceptance of hospitality;
- k. access to AOQ Ltd. documents and information obtained in the course of employment or under Clause 8.2 of The Constitution;
- l. secondary employment of any kind;
- m. ownership of intellectual property;
- n. membership of an organisation that comes into serious competition or conflict with AOQ Ltd;
- o. requests for public comment including public speaking, comments on radio or television, opinions expressed in letters to newspapers or in books, journals or notices; or
- p. use of AOQ Ltd. resources, facilities and equipment for personal benefit or the benefit of a third party.

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Situations which are not a conflict of interest

There are a number of circumstances that do not constitute a conflict of interest under this policy:

- a. the normal employment of Members, subject to potential conflicts above;
- b. membership of other organisations where there is no possible benefit or perception of benefit;
- c. union representation or membership; or
- d. AOQ Ltd-approved collaboration with other organisations.

General Procedures for Dealing with Conflicts of Interest

1. Staff and Members are required to identify any conflicts of interest and to take action to address situations in which a conflict of interest could arise, or perceivably arise, as soon as the conflict of interest is identified, by implementing the procedures in this policy.
2. The Board has particular responsibilities in relation to managing conflict of interest, and these are also stated in The Constitution:
 - a. Disciplinary Committees (6.4c)
 - b. Directors (14.10)
 - c. Maintenance of a Conflicts Register (17.4)
3. A Staff Declaration of Interests Form is available for use by staff to notify staff member or family interests. Staff will be annually asked to update and return the form. While this provides a general notification of interests, staff members are still required to assess whether a conflict of interest or the potential for a perceived conflict of interest exists in each individual circumstance. Where a conflict of interest or the potential for a perceived conflict of interest is established, the staff member should follow the relevant detailed procedures outlined in Appendix A of this document.
4. Actual or potential conflicts of interest must be disclosed by People to their manager, the Chair of any relevant committee or the President. The report must be made immediately and in the case of any delay a valid explanation must be provided. The President is the highest point of disclosure and reports may be referred to the President by any Person if they are dissatisfied with the action upon referral to another function.
5. People who are uncertain whether or not they are placed in a situation where a potential or actual conflict of interest exists should seek advice from the Executive Officer (for an employee) or the President.
6. The person to whom the disclosure is made, on consideration of all relevant information, may determine that:
 - a. the potential for a conflict of interest of the Person is remote and requires no further action other than to record that the matter has been reviewed; or
 - b. the Person's situation presents a conflict of interest and that conflict must be managed or resolved.
7. If the Person and Executive Officer/President disagree, either about the presence of a conflict or about its appropriate resolution, the matter must be referred to the Board.
8. Once an assessment has been made, the Executive Officer (for an employee), or President must immediately notify the Person of the decision.
9. The report of the conflict of interest, the assessment and the resolution must be in writing and placed on the Person's personnel file. The report must be provided to the Person and include any comment that the Person wishes to be recorded.

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10. Actions determined to resolve or eliminate any conflict of interest are to be implemented immediately. These may include:
 - a. require the Person to take action to eliminate the conflict; or alternatively
 - b. disqualify the Person from the role, process or activity to which the conflict relates; or
 - c. reorganise the duties of the Person so as to remove the conflict of interest; or
 - d. put in place additional processes to ensure the impartiality of the Person in the performance of his/her duties and notify the Person of these processes by confidential minute.
11. People who are authorised to continue to perform their normal duties must immediately report any change in circumstances, which could affect the relevance of that authorisation, to the Executive Officer (for employees) or President. Once notified, the Executive Officer (for employees) or President should review the situation according to the procedures set out above.
12. All information regarding conflicts of interest or perceived conflicts of interest is confidential and disclosed only to People with delegated authority for dealing with and recording such matters. It is legitimate for those involved in resolving a matter to seek advice and/or assistance from people with relevant expertise as nominated in this policy.
13. AOQ Ltd. shall take all necessary steps to ensure the confidentiality of information relating to conflicts of interest or perceived conflicts of interest.
14. Any Person with a complaint about another Person acting in breach of this policy should raise the matter with the Executive Officer (for employees) or President.
15. Where a complaint is made by any Person that another Person has breached this policy, the complaint shall, at the discretion of the President, be investigated.

Breaches of this Policy

1. A situation where a staff member fails to disclose potential or actual conflicts of interest may lead to an allegation of misconduct. This would be dealt with under Section 6 of The Constitution.
2. An employee may be directed to provide information and failure to do so will be regarded as a breach of this policy.

Victimisation of a Person as a result of disclosure of an actual or potential perceived conflict of interest is not permitted and may lead to an allegation of misconduct.

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Appendix A - Additional Guidelines on Specific Conflicts of Interest

Financial Transactions

1. Financial delegates must not approve payments to themselves, or to a spouse or near relative. In such cases, claims must be signed by a more senior financial delegate. A delegate must not approve claims for payment from a more senior staff member.

Financial Benefits

2. Financial conflict of interest might arise where a Person who has a financial interest in a company holds a position within AOQ Ltd. where they could influence, or could be perceived to influence, the awarding of contracts by AOQ Ltd. to that company, where a Person holds a directorship of a company which is in a position to exert significant influence over AOQ Ltd., where AOQ Ltd. is providing services to an organisation in which a staff member has interests, or where a Person is required to perform an audit on an operation in which they have a personal interest.
3. If a Person has a financial interest in a company or any other business venture and is in a position to influence business arrangements between that company and AOQ Ltd., such interests must be declared and recorded in accordance with this policy.

Interests in Competitor Firms

4. People must be impartial and be seen to be impartial in the performance of duties to AOQ Ltd, and must not use information obtained in the course of their work for their own personal benefit or disclose such information to a third party except where consent has been obtained from the Executive Officer or President, or there is a legal or professional duty to disclose.

Dealings with Suppliers, Customers and Other Persons.

5. Only AOQ Ltd Officers with delegated authority shall select and deal with suppliers, customers and other persons doing or seeking to do business with AOQ Ltd, and shall do so in a completely impartial manner based always on the best interests of AOQ Ltd. They shall not conduct business on behalf of AOQ Ltd with a member of his/her family, near relatives or a business entity with which the staff member or a member of his/her family is associated except where such dealings have been disclosed and specific approval and written authorisation have been obtained.
6. Similarly, AOQ Ltd Officers shall not divert business of AOQ Ltd away from another supplier, customer or other person to member of his/her family or business entity with which the AOQ Ltd Officer or a member of his/her family is associated except where such dealings have been disclosed and specific approval and written authorisation have been obtained from The Executive Officer or President.

Dealing with Staff members and Potential Staff members

7. Conflict of interest can arise in a wide range of human interactions, most notably recruitment and selection, promotion, disciplinary procedures, staff development, performance review and remuneration. These must be conducted in a manner and with records that are sufficiently clear and transparent to avoid any perception of conflict of interest.

Close Personal Relationships

8. The existence of a close personal relationship may create problems by way of advantaging or disadvantaging one of the people involved, if there is also a work or commercial relationship. It is also possible that people not party to a relationship may have their interests affected. Where close personal relationships have existed but no longer

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continue, the breakdown of the relationship may result in adverse work consequences to either party.

9. Some close personal relationships are public, some are not. In either case, the potential for conflict of interest exists and the relationship must be disclosed.

Conflict of Interest involving another staff member

10. Staff members must disclose any close personal relationship with another AOQ Ltd Officer or an applicant for any vacant position relevant to the staff member.
11. Where such a close personal relationship has been disclosed, the Executive Officer or President, or other appropriate person, should take steps to ensure that the parties concerned are not involved in any procedure that could either confer an undue benefit or result in a disadvantage.
12. Without specifying the range and number of matters that may be relevant, regard should be had to ensuring that:
 - a. one party is not the direct supervisor of the other;
 - b. one party is not involved in procedures leading to the appointment or promotion of the other party or in any other procedure relating to the conditions of appointment such as the classification of that person's position and the granting of leave;
 - c. one party does not have access to any personal files relating to the other party; and
 - d. the relationship between the parties does not affect, adversely or otherwise, the interests of third or other parties.

Conflict of Interest Involving Customers of AOQ Ltd

13. The existence of a close personal relationship between a member of staff and a customer (such as a student on a course) is capable of creating problems where there is also a teaching or other relationship.
14. This extends to the admission, progress, assessment, examination and grading of students by members of staff who have a close personal relationship with any student(s) and the following processes should apply:
 - a. a staff member should not be involved in the supervision of a candidate who is a relative or close associate; and
 - b. at no stage in the assessment procedures should a staff member participate in decisions involved in the determination of a final result, or any other determination that could confer an advantage on that student, for a relative or close associate.
15. AOQ Ltd must ensure that the parties concerned are not involved in any procedure that could either confer an undue benefit or result in a disadvantage to that student or to other students.
16. Staff members should disclose to AOQ Ltd, at the earliest possible stage, any close personal relationship with a student which is likely to give rise to a real or perceived conflict of interest in the making of any decisions.
17. Without prescribing all the relevant matters to be taken into account in making appropriate arrangements, consideration must be given to the following:
 - a. where a staff member is involved in setting an examination to be undertaken by a class that includes a relative or close associate, special care must be exercised to maintain proper security.;

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- b. where a staff member assesses the papers of a class which includes a relative or close associate, the head of unit must approve, in writing and in advance, the arrangements made to ensure fairness and objectivity. Generally, this will involve double marking of the relevant paper or examination;
 - c. where a staff member is involved in the ranking of a group of students which includes a close associate, careful attention needs to be paid to the rights of all students to a fair consideration of each case.
- 18. In those cases where further advice or assistance is required, the President shall be consulted.

Committees and Decision Making Forums

- 19. At the start of any Board meeting, working party or committee, People must declare the nature, character and extent of any conflict of interest. In case of doubt, it is best to acknowledge possible conflict of interest.
- 20. When such a conflict of interest is disclosed, the Chair (subject to the views of the meeting) may additionally or alternatively:
 - a. ask the Person to leave while the item of business is discussed;
 - b. ask the Person to abstain from voting and or discussion;
 - c. allow the Person to participate in the discussion but withdraw from the meeting before the vote or abstain from voting;
 - d. allow the Person to stay but not participate in the debate; or
 - e. allow the Person to stay with full rights to debate and vote.
- 21. Where there is a conflict of interest, future papers on this matter might not be made available to the Person concerned.
- 22. All declarations of interest shall be minuted, along with any ensuing action and filed consistent with the requirements of AOQ Ltd.

Acceptance of Gifts and Benefits

- 23. AOQ Ltd Officers shall not accept benefits for themselves or anyone else from any organisation, person or entity which does or seeks to do business with AOQ Ltd. These include any gift, entertainment benefit, travel benefit, accommodation benefit or other favours of a character which go beyond common courtesies consistent with ethical and accepted business practices. Generally, it is acceptable for staff to give or receive small token gifts of a personal nature. Where a benefit goes beyond common courtesies consistent with ethical and accepted business practices there is a duty to disclose it to the Executive Officer or President.
- 24. It is not acceptable for AOQ Ltd Officers to give or receive a gift or favour that may:
 - a. Compromise his or her judgement;
 - b. Create a conflict of interest;
 - c. Damage relationships with others; or
 - d. Indicate any favouritism or prejudice towards a person or group of people.
- 25. Under no circumstances shall a gift be solicited or a gift of money or a loan be accepted by AOQ Ltd Officers.

Documents

- 37. AOQ Ltd documents are the property of AOQ Ltd, and if held privately, custody must be disclosed to the Executive Officer or President.
- 38. Where AOQ Ltd Officers have access to AOQ Ltd information obtained in the course

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of their employment or service, they need to be aware of and maintain confidentiality and privacy of that information in order to protect the individuals concerned and to ensure the efficient operation of the University.

39. In general AOQ Ltd Officers should only disclose AOQ Ltd information when required to do so by law, when the need arises as part of their normal duties and when called upon to give evidence in court or where the information has been officially approved for release. This restriction does not apply to AOQ Ltd information which has been published and is in the public domain.

Public Comment

39. In some circumstances, public comment by a Person could raise questions of conflict of interest. The Media Policy provides guidance on this.

Use of AOQ Ltd facilities and equipment

People are expected to use the facilities of AOQ Ltd efficiently, carefully and honestly. Such resources should not be used for personal benefit inconsistent with this Policy or The Constitution.



President

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