



# OACT Board Conflict of Interest Policy

## 1. Purpose

The purpose of this policy is to assist the Orienteering ACT (OACT) Board of Directors (the Board) to effectively identify, disclose and manage any actual, potential, or perceived conflicts of interest in order to protect the integrity of OACT and manage risk.

## 2. Objective

The Board aims to ensure that Directors are aware of their obligations 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 OACT.

## 3. Scope

This policy applies to the OACT Board of Directors.

## 4. Definition of conflicts of interest

A conflict of interest occurs when one's personal interests conflict with their responsibility to act in the best interests of OACT. 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 OACT 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 OACT and must be managed accordingly.

## 5. Policy

This policy has been developed because conflicts of interest can arise, and do not need to present a problem to OACT if they are openly and effectively managed. It is the policy of OACT 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 OACT.

OACT will manage conflicts of interest by requiring Directors to:

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

## **6. Responsibility of the Board**

The Board is responsible for:

- establishing a system for identifying, disclosing, and managing conflicts of interest
- monitoring compliance with this policy; and
- reviewing this policy regularly to ensure it is operating effectively

The Board must ensure that Directors are aware of this Policy and that they disclose any actual or perceived material conflicts of interests as required by this policy.

## **7. Conflicts of interest of Directors**

Each Director has an obligation to identify and disclose to the Board any conflict of interest the Director or any other person may have or appear to have. Once a conflict of interest has been appropriately disclosed, the Board (excluding the Director disclosing and any other conflicted Director) must decide whether or not the conflicted Director should:

- vote on the matter (this is a minimum)
- participate in any debate and/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 Director from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

## **8. 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
- alternative options to avoid the conflict
- OACT's objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, OACT.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Director/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.

## **9. Compliance with this policy**

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

If it is found that a person has failed to disclose a conflict of interest, the Board may take action against the person. This may include seeking to terminate their position as a Director.

If a person suspects that a Director has failed to disclose a conflict of interest, they must notify the Chair who will contact the Director to discuss the alleged breach of policy.