



Conflict of Interest Policy

Details

Policy & Procedure Owner	ERF Board of Directors	
Approved by	ERF Board of Directors	
Date Approved	Date of Last Revision	Next Review
May 2018	May 2024	May 2027

Abbreviations

ACFID	Australian Council for International Development
ERF	Edmund Rice Foundation

Definitions

ACFID Member	A not-for-profit organisation that has obtained membership with ACFID and is a signatory to the ACFID Code of Conduct
Board Members	Voluntary members of ERF's Board of Directors who are responsible for the governance and strategic oversight of the organisation
Donor	Members of the public, including individuals or organisations, who contribute financially or in-kind to ERF's Programs or operations
Partner	Any organisation that has entered into a Memorandum of Understanding (MoU) or contract with ERF
Primary Stakeholder (Beneficiary)	Children and adults who directly participate in and are impacted by ERF-supported Programs or Projects
Program	An overarching development or humanitarian initiative that sets strategic priorities and guides the outcomes, results, and activities of one or more Projects. Programs may comprise ministries or entities
Project	A defined set of development or humanitarian activities implemented within the framework of a Program
Staff	Individuals formally engaged by ERF on a paid basis, working under ERF's direct supervision and subject to its policies and procedures, including employees, apprentices, trainees, and work experience students
Stakeholder	Any individual, group or organisation that has an interest in, is affected by, or has the ability to influence ERF's operations, Programs or Partnerships. This includes, but is not limited to, ERF Staff, contractors, volunteers, Board Members, implementing Partners, suppliers, Program beneficiaries, and relevant governmental or international actors
Third Parties	Individuals or entities who perform work for, or have access to, ERF funds, resources, or Programs but are not formally employed by ERF, including contractors, subcontractors, consultants, suppliers, implementing Partners, and any other person or entity entrusted with ERF funds or assets
Volunteers	Individuals who freely offer their time and services to ERF on an unpaid basis, who work under ERF's direct supervision and are

	subject to its policies and procedures
--	--

Contact information

Chief Executive Officer	Bren Arkininstall - barkinstall@edmundrice.org
Programs & Impact Director	Emily Faller – ejfaller@edmundrice.org
ERF Board Chair	Geoff Doyle – chair@erf.org.au
ERF	www.erf.org.au or +61 7 3621 9649
ACFID	http://www.acfid.asn.au or +61 6 02 6285 1816

Contents Page

Section	Page
1.0 Introduction	4
2.0 Scope	4
3.0 Definitions	4
4.0 Roles and responsibilities	5
Section 1: Preventing Conflicts of Interest	
5.0 Employment Procedures	7
6.0 Training	7
Section 2: Detecting Conflicts of Interest	
7.0 Declaration of interests	8
8.0 Board meetings	8
Section 3: Responding to Conflicts of Interest	
9.0 Registering Conflicts of Interest	9
10.0 Handling Conflicts of Interest	9
11.0 Investigating Conflicts of Interest	9
12.0 Remedial actions	9
13.0 Related ERF Policies and Documents	10
Attached documents	
Declaration of Interests – ERF Directors and CEO	11
Declaration of Interests – ERF Staff	12

1.0 Introduction

Edmund Rice Foundation (ERF) is committed to establishing and maintaining an organisational environment that embodies integrity, ethical behaviour, accountability, and transparency. Through these commitments, ERF seeks to strengthen and sustain the confidence of its supporter network in the intentions and actions of ERF Staff. A critical component to achieving this is to ensure that actual, potential, and perceived conflicts of interest are effectively prevented, disclosed, and managed so that they do not compromise the integrity of ERF's decision making and operations.

The potential consequences of failing to manage conflicts of interest include:

- a loss of trust in the Board and an undermining of collective decision making;
- an eroding of accountability and transparency about decisions, operations, and transactions;
- a loss of public trust in ERF as a non-government organisation;
- a decline in donations made to ERF; and
- difficulty in recruiting and retaining Staff.

It is ERF's expectation that the principles and standards set out in this Conflict of Interest Policy will be mirrored at governance and operational levels in all Programs and Projects ERF funds in developing countries and within Australia.

2.0 Scope

This Policy applies to all individuals and entities associated with ERF who are in a position to influence, or be perceived to influence, decision-making, governance, financial management, procurement, recruitment, Partnerships or Program delivery. This includes all Board Members, Staff (whether permanent, part-time or casual), Volunteers, and Third Parties.

3.0 Definitions

3.1 Conflict of Interest

A Conflict of Interest arises when an individual's personal, financial, or other interests conflict with, or have the potential to conflict with, their duty to act in the best interests of an organisation or in accordance with their professional responsibilities. Personal interests include direct interests as well as those of family, friends, or other organisations a person is involved with or has an interest in. At the Board level, it would include a conflict between a director's duty to an organisation and another duty that the director has (e.g. with duties owed to another organisation, including another board on which the Director serves).

A Conflict of Interest may be actual, potential or perceived, financial or nonfinancial, or involve a conflict of loyalties. Conflicts of Interest pose the risk that a person may make a decision based on, or affected by, these influences, rather than in the best interests of the organisation. Accordingly, all Conflicts of Interest must be promptly disclosed, appropriately assessed and effectively managed in accordance with this Policy.

3.2 Actual Conflict of Interest

An actual Conflict of Interest exists where a person's private interests are currently influencing, or are materially affecting, the performance of their duties and decision-making responsibilities.

3.3 Potential Conflict of Interest

A Potential Conflict of Interest exists where a person's private interests could reasonably be expected to influence the performance of their duties or decision making in the future.

3.4 Perceived conflict of interest

A Perceived Conflict of Interest exists where a reasonable third party could form the view that a person's private interests may improperly influence the performance of their duties, regardless of whether this is the case.

Actual, potential, and perceived Conflicts of Interest all present governance and reputational risks. ERF therefore requires that all such conflicts be disclosed and managed in accordance with this Policy to protect the integrity of its decision-making processes and maintain Stakeholder confidence.

4.0 Roles and Responsibilities

4.1 Responsibilities of ERF Staff:

- sign ERF's Code of Conduct, which sets out behavioural expectations and requires compliance with the Conflict of Interest Policy as part of ERF's governance framework;
- read, sign, and return to the ERF CEO, the "Declaration of Interests – ERF Staff" form;
- adhere to ERF's Conflict of Interest Policy; and
- disclose any actual, potential, or perceived conflicts of interest that concern them or other Staff, Board Members, Stakeholders, or Third Parties to the ERF CEO.

4.2 Responsibilities of the ERF CEO:

- sign ERF's Code of Conduct, which sets out behavioural expectations and requires compliance with the Conflict of Interest Policy as part of ERF's governance framework;
- read, complete, and return to the ERF Company Secretary the "Declaration of Interests – ERF Directors and CEO" form;
- disclose any Actual, Potential or Perceived Conflicts of Interest that concern them to the Board Chair;
- oversee the discussion of Conflicts of Interest as a standing agenda item for all Board of Directors meetings;
- document responses to the Conflict of Interest agenda item in Board meeting minutes, providing detail of attendance and voting results. Provide evidence that disclosures of Actual, Potential, or Perceived Conflicts of Interest were systematically assessed and handled;
- manage entries into the ERF Staff Conflicts of Interest Register as required;
- retain on file individual Staff members declarations of interest; and
- facilitate training for Directors and Staff to ensure their understanding of Conflict of Interest situations.

4.3 Responsibilities of the ERF Board of Directors:

- sign ERF's Code of Conduct, which sets out behavioural expectations and requires compliance with the Conflict of Interest Policy as part of ERF's governance framework;
- read, complete, and return to the ERF Company Secretary the "Declaration of Interests – ERF Directors and CEO" form;
- make themselves aware of their obligations to prevent and manage Conflicts of Interest, as codified in their governing body instrument;
- before commencement of their service on the Board, complete the document "Declaration of Interests – ERF Directors and CEO";
- disclose any Actual, Potential, or Perceived Conflicts of Interest that concern them to the Board Chair;
- disclose any Actual, Potential, or Perceived Conflicts of Interest when the topic is brought up at Board meetings;
- ensure that this Policy is adhered to, that compliance is monitored, that the policy is reviewed regularly, and that breaches are responded to; and

- collaborate with other Directors to decide whether it is necessary for another Director or Staff member to remove themselves from the discussion and decision-making process where they are involved in an Actual, Potential, or Perceived Conflict of Interest.

4.4 Responsibilities of the ERF Company Secretary:

- sign ERF's Code of Conduct, which sets out behavioural expectations and requires compliance with the Conflict of Interest Policy as part of ERF's governance framework;
- manage entries into the ERF Directors and CEO Declarations of Interest Register as required; and
- retain on file individual Director, Company Secretary and CEO Declarations of Interest.

4.5 The Responsibilities of the ERF Board Chair:

- includes all responsibilities of the ERF Board of Directors, as detailed in 4.3; and
- to initiate the discussion of Conflicts of Interest as a standing agenda item for all Board of Directors meetings.

Section 1: Preventing Conflicts of Interest

5.0 Employment procedures

ERF's employment procedures include:

- providing new Staff and Board Directors with a copy of ERF's Conflict of Interest Policy; and
- requiring Staff and Board Directors to acknowledge and comply with the Policy, including completion of required Conflict of Interest declarations.

6.0 Training

ERF conducts infrequent training for its Staff and Board of Directors on this Conflict of Interest Policy. The training covers:

- the nature of Conflicts of Interest and their common occurrence in organisational life;
- the ethical obligations associated with Conflicts of Interest, including that personal benefit may be unethical even where not unlawful;
- the protection of confidential, sensitive, or other types of information from improper use or disclosure;
- what to do when gifts and hospitality are offered;
- the differences between Actual, Potential and Perceived Conflicts of Interest, and the importance of disclosing each;
- that ERF personnel have a responsibility not to obtain a list of donors for personal or private solicitation purposes at any time during their affiliation with ERF; and
- the procedures for declaring and managing Conflicts of Interest.

Section 2: Detecting conflicts of interest

7.0 Declaration of interests

ERF provides its CEO, Directors and Staff with regular opportunities to declare interests that have the potential to become conflicts. A general principle for managing Conflicts of Interest effectively and preventing them from adversely affecting decision making is the early identification and regular disclosure of potential conflicts. ERF encourages such proactive and transparent disclosure, recognising that it strengthens accountability, supports impartial decision-making and demonstrates sound governance in line with regulatory expectations.

7.1 Directors and CEO

ERF Directors and the ERF CEO are provided with the document “Declaration of Interests – ERF Directors and CEO” to complete. Before commencing service on the Board, new Directors will complete and forward this document to the ERF Company Secretary.

7.2 Staff

ERF Staff are provided with the document “Declaration of Interests – ERF Staff” to complete. Before commencing service with ERF, new Staff will complete and forward this document to the ERF CEO.

8.0 Board meetings

An ongoing mechanism for the disclosure of Actual, Potential and/or Perceived Conflicts of Interest is provided to Directors and the ERF CEO at each Board meeting. It is standard practice for the Board Chair, at the start of every Board meeting, to ask for any declarations of any Actual, Potential, or Perceived Conflicts of Interest, or other relevant personal, professional or financial interests, relating to items on the meeting agenda as set. Any Director who has a material personal interest in a matter to be considered at a Board meeting must disclose the nature and extent of the interest as soon as it arises to the Board. All such declarations and any ensuing actions taken (including abstention from discussion or decision-making where appropriate) will be recorded in the meeting minutes and added to the ERF Conflicts of Interest Register.

Section 3: Responding to Conflicts of Interest

9.0 Registering Conflicts of Interest

Formal reporting is to be made of all declared Conflicts of Interest, including those that were relevant in the past.

Declarations of Conflicts of Interest made by ERF Directors and the ERF CEO will be recorded in the “ERF Conflicts of Interest Register – Directors and CEO”. This register is confidential and will be maintained only by the ERF Company Secretary.

Declarations of interest made by ERF Staff will be recorded in the “ERF Conflicts of Interest Register – Staff”. This register is confidential and will be maintained only by the ERF CEO.

10.0 Handling Conflicts of Interest

10.1 Directors and CEO

The disclosure and handling of Conflicts of Interest at the Board level follows these stages:

- Stage 1: A Director identifies that they have a Conflict of Interest.
- Stage 2: Conflicted director informs the Board of their conflict.
- Stage 3: Non-conflicted directors determine the appropriate course of action.
- Stage 4: Non-conflicted directors inform conflicted director of the outcome.

It is the responsibility of the non-conflicted Directors and the CEO to determine if the conflicted Director may:

- participate in discussion or refrain from participation;
- be present in the room during discussion or remove themselves from the room; and
- vote on the matter or abstain from voting on the matter.

10.2 Staff

The disclosure and handling of Conflicts of Interest at the organisational level follows these stages:

- Stage 1: A Staff member identifies and reports that they have a Conflict of Interest.
- Stage 2: The CEO determines the appropriate course of action.
- Stage 3: If considered severe, the CEO informs the Board of Directors of the Conflict of Interest. In consultation with the Board, the CEO determines the appropriate course of action.
- Stage 4: The CEO informs the Staff member of the outcome.

11.0 Investigating Conflicts of Interest

The Board will consider independent oversight (e.g. by enlisting the services of an independent third party) where a Conflict of Interest is material, complex, or presents a heightened risk to the organisation’s integrity, reputation, or compliance obligations.

12.0 Remedial Actions

Disciplinary action will be taken against any Staff member or Director (and/or governance action in respect of any Director) who is discovered to have failed to disclose an Actual, potential, or Perceived Conflict of Interest in accordance with this Policy.

ERF appreciates that because Staff members and Directors have numerous professional, business, family and social relationships, that there is potential for Conflicts of Interest to arise from time to time. Such conflicts need not necessarily be a significant problem. However, if not managed effectively, conflicts of interest may impact negatively on the integrity of the organisation and its decision-making processes.

Where a Conflict of Interest has not been disclosed or appropriately managed, the organisation may take proportionate disciplinary or governance action. The severity of such action will depend on the circumstances, including whether the individual:

- benefited, either directly or on behalf of someone close to them, by exploiting a Conflict of Interest;
- abused their power or authority;
- permitted a Conflict of Interest to interfere with their primary obligations to ERF; or
- deliberately concealed the conflict.

Remedial action, at its most extreme, could involve the suspension of Staff or the severance of Directors from the organisation.

Where a Partner, donor, or other Third Party fails to disclose or appropriately manage a Conflict of Interest, ERF may take appropriate remedial or contractual action, including requiring corrective measures, suspension of activities or funding, or termination of the relevant agreement.

13.0 Related Policies and Documents

Related Policies

- Child Protection Policy
- Complaints Handling Policy
- Privacy Policy
- Anti-Fraud and Anti-Corruption Policy
- ERF's Code of Conduct

ERF policies and processes are regularly updated. For the most up to date policies refer to ERF's website at www.erf.org.au/policies.



Declaration of Interests – ERF Directors and CEO

I _____ as a director of Edmund Rice Foundation, have set out below my private interests in accordance with the organisation’s Conflict of Interest Policy.

Category	Yes/No	If yes, provide details of interest
Directorships Are you a director or trustee of another company that might raise expectations of a possible Conflict of Interest with your duties as an ERF director?		
Office holdings Do you hold public or private organisation office or memberships that might reasonably raise expectations of a possible Conflict of Interest with your duties as an ERF director?		
Substantial sources of income Do you receive substantial income from current employment, or past employment in which you retain a financial interest that might reasonably raise expectations of a possible Conflict of Interest with your duties as an ERF director?		
Business interests Do you have ownership of or shares in a business that might reasonably raise expectations of a Conflict of Interest with your duties as an ERF director?		
Agreements Are you, or a member of your immediate family, party to any contract, agreement or understanding that gives rise to an obligation or expectation of reward that could raise an expectation of a Conflict of Interest with your duties as an ERF director?		
Family, friends and associates Does any member of your immediate family, friends or close associates hold any substantial financial or other interests that could raise an expectation of a Conflict of Interest with your duties as an ERF director?		
Director’s duties Have you ever been disqualified from acting as a director within the meaning of the <i>Corporations Act 2001</i> (Cth), or been disqualified by the ACNC from being a responsible person of a registered charity?		
Other conflicts Are there any other potential Conflicts of Interest not covered by the above?		

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided and to review the accuracy of the information annually.

Signed:

Date:



Declaration of Interests – ERF Staff and Third Parties (including Volunteers and/or Contractors)

I _____ as a representative/Staff member of Edmund Rice Foundation, have set out below my private interests in accordance with the organisation’s Conflict of Interest Policy.

Category	Yes/No	If Yes, Provide Details of Interest
Personal relationships Do you have any personal relationships outside ERF that might reasonably raise expectations of a possible Conflict of Interest with your ERF duties?		
Business relationships Do you have any relationships outside ERF where you exercise decision making power regarding purchasing or acquisition of services for ERF that might reasonably raise expectations of a possible Conflict of Interest with your ERF duties?		
Office holdings / memberships Do you hold office or memberships in a public or private organisation that might reasonably raise expectations of a possible Conflict of Interest with your ERF duties?		
Financial interests Do you or any members of your immediate family have ownership of or a share in a business or any financial interests, direct or indirect that might reasonably raise expectations of a possible Conflict of Interest with your ERF duties?		
Agreements Are you, or any member of your immediate family, party to any contract, agreement or understanding that gives rise to an obligation or an expectation of reward that might reasonably raise an expectation of a Conflict of Interest with your ERF duties?		
Gifts and hospitality Have you or any member of your immediate family received any gifts or hospitality in the past 12 months from any external entity with which ERF has dealings, that might raise an expectation of a Conflict of Interest with your ERF duties?		
Other conflicts Are there any other potential Conflicts of Interest not covered by the above, that might raise an expectation of a conflict of interest with your ERF duties?		

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided and to review the accuracy of the information annually.

Signed:

Date:
