



Director Conflict of Interest Policy

Policy Authorised by:	Dr Phil Hamdorf	Original Issue:	4 th April 2023
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Policy Maintained by:	Dr Phil Hamdorf	Next Review:	26 th May 2028

1. Purpose

This policy establishes a framework for identifying, disclosing and managing conflicts of interest to protect the integrity, transparency and accountability of ASAPD.

2. Objective

The objective of this policy is to ensure that Directors:

- Understand their obligations regarding conflicts of interest
- Disclose conflicts in a timely and transparent manner
- Manage conflicts appropriately to support sound decision-making

3. Scope

This policy applies to all Directors of ASAPD and where applicable, members of Board committees.

4. Definition of Conflict of Interest

A conflict of interest arises where a person's personal, professional, or other interests could conflict or be perceived to conflict, with their duty to act in the best interests of ASAPD.

Conflicts may be:

- Actual – a real conflict exists
- Potential – a conflict may arise in the future
- Perceived – a reasonable person could perceive a conflict exists

Conflicts may be financial or non-financial and include interests of family members, associates or other organisations.

5. Policy Statement

ASAPD recognises that conflicts of interest may arise in the normal course of governance.

Conflicts must be:

- Avoided where possible
- Declared promptly
- Managed transparently and effectively

Directors must not allow personal interests to improperly influence their decisions or actions.

6. Roles and Responsibilities

6.1 Directors

Directors must:

- Identify and disclose conflicts of interest as soon as they arise
- Update disclosures as circumstances change
- Comply with any management actions determined by the Board

6.2 Board

The Board is responsible for:

- Ensuring effective systems are in place to manage conflicts
- Determining appropriate management actions
- Monitoring compliance with this policy

6.3 Chair

The Chair is responsible for:

- Ensuring conflicts are declared and managed appropriately at meetings

- Facilitating fair and transparent decision-making

6.4 Chief Executive Officer

The CEO is responsible for maintaining the Conflict of Interest Register.

7. Identification and Disclosure

Directors must:

- Declare any actual, potential or perceived conflict of interest:
 - Upon appointment
 - Annually
 - At the start of each Board meeting
 - As soon as a conflict arises

All declared conflicts must be recorded in the Conflict of Interest Register.

8. Conflict of Interest Register

The register will record:

- The nature and extent of the conflict
- The date of disclosure
- Actions taken to manage the conflict
- Relevant Board decisions

9. Management of Conflicts

9.1 Determination

Once a conflict is disclosed, the Board (excluding conflicted Directors) will determine how the conflict will be managed.

9.2 Management Options

Actions may include requiring the Director to:

- Not vote on the matter
- Not participate in discussions
- Be absent from part or all of the meeting
- Relinquish the conflicting interest
- Resign from their position (in exceptional circumstances)

9.3 Decision-Making

- Conflicted Directors must not be present for decision-making where required
- Decisions will be made by a majority of non-conflicted Directors
- All decisions will be recorded in meeting minutes

10. Compliance and Breaches

If a Director fails to comply with this policy:

- The Board will investigate the matter
- The Director will be given an opportunity to respond
- Actions may include:
 - Formal warning
 - Removal from committees
 - Recommendation for removal from the Board (in accordance with the Constitution)

11. Reporting Concerns

Any person who believes a conflict has not been disclosed should report the matter to the Chair.

If the Chair is conflicted, the matter may be reported to another Director.

12. Review

This policy will be reviewed at least every two (2) years or earlier if required.