



## Conflict of Interest Procedure

MACS Board, Board Committees, MACS Executives and  
school-based Responsible Persons

### Purpose

These procedures outline requirements for the implementation the Conflict of Interest Policy.

### Scope

These procedures apply to all the MACS board directors, Board Committee members, MACS Executives and school-based Responsible Persons.

Non-director Board Committee members are covered under these procedures.

Other MACS Staff should refer to the Conflict of Interest Procedures – Employees and Volunteers.

### Procedures

#### 1. Identifying and disclosing conflicts of interest

- 1.1. Board directors, Board Committee members and Responsible Persons in MACS offices and schools are required to disclose all actual, perceived, or potential conflicts of interest disclosure statement at the time of appointment, annually and whenever circumstances have changed since the disclosure statement was last submitted. This disclosure statement must be completed even when no conflict exists.
- 1.2. Individuals who have membership on external boards or committees, should include this membership in their disclosure statement. When approved by the Manager, this membership will be included in the register of interests.
- 1.3. The disclosure statement includes the following information:
  - name and position of the responsible person within MACS
  - type of conflict of interest (actual, perceived, potential)
  - details of the conflict of interest
  - proposed plan for managing / resolving the conflict of interest
  - agreement of the Responsible Person to update the disclosure statement in accordance with the Conflict of Interest Policy

#### 2. Process for submitting a disclosure statement

- 2.1. Information about the submission of a disclosure statement is given to all Staff at the time of appointment or engagement. The completed statement should be returned to:

**Table 1: Process for submitting a disclosure statement**

Role	Return to	Process
Board directors, board committee members, MACS executives	Company Secretary	Company secretary process
Responsible Persons in MACS schools	General Manager, Employee Relations	Employee Relations process

#### MACS board directors and board committee members

- 2.2. The Company Secretary will contact all Board Directors and Board Committee members to request the annual update of disclosure statements in January each year.
- 2.3. If a conflict arises after the disclosure statement was submitted, but prior to the requirement for the annual notification, board directors and board committee members

should notify the Board Chair as soon as the conflict of interest is identified so that management of the conflict of interest can occur.

## Responsible Persons in MACS offices – MACS Executives

- 2.4. MACS Executives are required to update their disclosure statement annually each January through a process managed by Company Secretary.
- 2.5. If a conflict arises in the time after the disclosure statement was submitted, but prior to the requirement for the annual notification, MACS Executives should notify the Company Secretary as soon as the conflict of interest is identified so that management of the conflict of interest can occur.
- 2.6. The Company Secretary should notify the MACS Board Chair as soon as possible if a conflict of interest arises for them during their appointment.
- 2.7. The Company Secretary will ensure that the register of interests is updated accordingly.

## School-based Responsible Persons

- 2.8. A School Bulletin in January each year will request all school-based Responsible Persons (including principals) to provide their annual disclosure statement to the General Manager, Employee Relations using the Employee Relations online process.
- 2.9. Principals are to notify the General Manager, Employee Relations if a conflict arises for them in the time after the disclosure statement was submitted, but prior to the requirement for the annual notification. After initial discussion the conflict of interest would be registered through the online process and recorded in the register of interests, if required.
- 2.10. Other school-based Responsible Persons should notify the Principal as soon as a conflict is identified. Following discussion, use the online process to submit an updated disclosure statement and management plan, if required, to the General Manager, Employee Relations. Advice from the General Manager (Regions) or Senior Manager, School Leadership (SMSL) may be sought as required.
- 2.11. The principal should ensure that the register of interests in the school is updated accordingly.

### 3. Management of conflict of interests

- 3.1. Input from the individual with the conflict of interest will be considered in developing the proposed management plan; however, the individual is obliged to follow the management plan as determined by the Company Secretary or Principal.
- 3.2. The following considerations will be discussed and reviewed to determine how to manage the conflict of interest:
  - 3.2.1. Nature of conflict of interest:
    - pecuniary or non-pecuniary
    - actual, potential or perceived
    - duration or scope of the conflict within the school, office or MACS
  - 3.2.2. Role of the individual within the MACS board, board committee, office or school:
    - level of responsibility – decision making, authority, applicable delegations
    - level of influence
    - other factors related to the role
  - 3.2.3. Risk to MACS:
    - posed by the conflict
    - in not managing the conflict appropriately

### 4. Managing conflicts for MACS Board Directors and Board Committee members

- 4.1. Some conflicts may be inherent and permanent due to MACS' structure and governance and roles held by board directors and board committee members in organisations related to or affiliated with MACS. In these circumstances, the Board Chair must consider strategies and mechanisms to ensure that it is acting independently and free of influence

or conflict and in the best interests, and for the purposes of MACS and each MACS school.

- 4.2. The board, or a board committee, must in each instance consider the substance, purpose, and rationale for a proposed transaction where any form of conflict exists.
- 4.3. The board and board committee must ensure that the decision-making in every concerned case can clearly show the purposes and the best interests of MACS, each MACS school and not those of any other party, as the main driver.
- 4.4. When a conflict is very significant or likely to prevent an individual from regularly participating in discussions, the board or board committee may consider if it is appropriate for the conflicted director or a committee member to resign from the board or board committee (as applicable) but having regard to the limitations imposed by the structure and governance of the Company.
- 4.5. The board or board committee will consider the following when deciding how to manage a conflict of interest:
  - whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
  - the best option to manage the conflict and ensure any considerations and decision making of the board or a board committee (as applicable) would be undertaken in a manner that the integrity of the board or board committee decisions are not compromised
  - MACS objectives and the activities it is authorized to undertake including relevant elements of its authorising environment and
  - the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of MACS.

at all times making decisions that are solely for the purposes of MACS, each MACS school, and in the best interests of MACS.

## 5. Managing conflicts of interest in MACS offices and schools

- 5.1. The processes in Table 3 below are recommended for managing conflicts of interest in MACS offices and schools.

**Table 3: Recommended process for management of conflicts of interest**

<b>Manager or principal's role</b>	<b>Strategy</b>
<b>Discuss with the individual</b>	<p>Discuss the issue with the individual to obtain as much information as possible regarding the risk associated with the circumstances.</p> <p>Advise them of their responsibility under the Conflict of Interest Policy to resolve the conflict in favour of ensuring the best interest of the MACS</p>
<b>Seek written submission from the individual</b>	<p>Where an individual is subject to an actual or potential conflict of interest, they are to provide a written submission in the disclosure statement outlining the nature of any conflict of interest, its potential risks, and any mitigating steps they consider would resolve it.</p> <p>Where the individual does not believe there is a conflict of interest, the manager or principal should ask them to justify this view in writing, with reference to the Conflict of Interest Policy.</p>
<b>Form your own view</b>	<p>Make your own assessment of the situation and circumstances based on the information you have.</p> <p>Take reasonable steps to get more information if necessary; seek advice from your manager or consider convening a panel to deal with the situation.</p> <p>Determine the level of risk to MACS and minimum steps required to address the risk.</p>

<b>Manager or principal's role</b>	<b>Strategy</b>
	<p>Assess whether the nature of the conflict of interest requires a panel to assist with development of a management plan.</p> <p>Recommended strategies for managing the conflict of interest are listed in Table 4.</p>
<b>Is the person's suggestion adequate?</b>	<p>Assess whether the individual's preferred management strategy is reasonable, given the risks of actual, perceived, or potential conflict of interest.</p> <p>Assist the individual in developing an appropriate strategy. Seek assistance from another MACS Manager if required.</p> <p>If it is reasonably necessary, direct the individual to adopt a particular mitigation strategy.</p>
<b>Record the decision taken</b>	<p>Make a record of the discussion and agreed actions for management of the conflict of interest.</p> <p>Ensure appropriate confidentiality is maintained.</p> <p>Record the decision and management plan in the register of interests.</p>
<b>Monitor the situation</b>	<p>The conflict of interest management plan should be reviewed in line with the timeframe proposed in the plan. Any review and decisions made are to be recorded.</p>

Recommended strategies to manage conflicts of interest are outlined in Table 4.

**Table 4: Strategies for managing conflicts of interest**

<b>Action</b>	<b>Strategy</b>
<b>Record and disclose</b>	Ensure all information surrounding the conflict of interest has been disclosed and documented appropriately.
<b>Restrict</b>	Place restrictions on the involvement of the individual in the matter, reformulate the scope of the work or restrict access to certain information.
<b>Recruit and monitor</b>	Use a non-conflicted third party to oversee part or all the process that deals with the matter.
<b>Remove</b>	The individual removes themselves, or is removed, from the matter. For example, in a situation in which a job applicant is related to a member of the recruitment panel for that position, the panel member may step down from their position during the selection process for that position only.
<b>Relinquish</b>	The individual relinquishes the private interest that is creating the conflict. Where relinquishing the interest is not possible (e.g., relationship with family) and the conflict cannot be managed using one of the other options above, the individual may consider removing themselves from the process.

- 5.2. In some circumstances, it may be necessary to convene a panel to assist in determining the management plan. This may be appropriate when the conflict of interest:
  - is complex in nature
  - poses significant risk to MACS
  - involves a Responsible Person or a non-director board committee member and another MACS staff member
- 5.3. For complex cases involving MACS Executives (other than the Company Secretary), the Company Secretary will determine if a panel is required and the make-up of the panel.

- 5.4. The Executive Director will determine the panel for conflicts involving the Company Secretary.
- 5.5. For complex cases involving Responsible Persons in MACS schools' the Principal should refer the matter to the General Manager, Employee Relations for guidance. A SMSL from the relevant region may also provide assistance.
- 5.6. The management plan will detail the agreed strategies for managing the conflict of interest. The management plan will include:
  - nature and details of the conflict of the interest and risk to MACS that was identified
  - agreed actions to manage the conflict of interest
  - timeline for review of the management plan

## **6. Register of interests**

- 6.1. Registers of interests are kept in the MACS office and in each MACS school.
- 6.2. The Company Secretary is responsible for maintaining a register for the Board, board committee members and the Executive Director and another for MACS Executives. This task may be assigned to another employee in the team.
- 6.3. A register of interests for Principals and Responsible Persons in MACS schools will be maintained by the General Manager, Employee Relations. This task may be assigned to another employee.
- 6.4. The Principal in each MACS school will maintain a conflict of interest register for all school-based staff, including the Responsible Persons. The task of updating and maintaining the register may be given to another staff member in the school.
- 6.5. The key information provided in the disclosure statement and management plan will be recorded in the register of interests:
  - name of person
  - position on board, board committee or in MACS office or school
  - date the interest was disclosed
  - nature of interest
  - type of interest (actual, perceived, potential)
  - description of actions to manage the conflict
  - date for review
  - outcome of review
- 6.6. A template for the Register of Interests is included as Appendix 3 Register of Interests – Template.
- 6.7. Disclosure forms, management plans and registers must be retained in accordance with the relevant MACS policies and schedules for recordkeeping, retention and disposal.

## **7. Monitoring and review**

- 7.1. The register of interests will be reviewed at least annually to consider whether:
  - the conflict of interest still exists and requires ongoing management
  - the strategies outlined in the management plan remain effective
  - new or revised strategies are required
- 7.2. The register of interests for board directors, board committee members and MACS Executive Director will be formally tabled at every board meeting.
- 7.3. The Executive Director can, with reasonable notice to the principal, request to see the register of interests in a MACS school at any time during the year.

## **8. Notification obligation**

- 8.1. If any person suspects another person has failed to disclose a conflict of interest, they must notify the relevant Manager or Principal in writing, as soon as practicable. The process for notification is indicated in Table 5.

**Table 5: Raising a potential conflict of interest**

Role	Raise the potential conflict of interest with
Board director, board committee member	Company Secretary
Board chair or board committee chair	Company Secretary
MACS Executives (other than the Company Secretary)	Company Secretary
Company Secretary	Executive Director
Responsible persons in MACS schools	General Manager, Employee Relations

- 8.2. When investigating an alleged non-disclosure of a conflict of interest and undertaking appropriate action, the relevant body or person with delegated authority will:
- raise the concern with the Responsible Person that is alleged to not have disclosed a conflict of interest and provide an opportunity for a response
  - follow any applicable complaint handling policy and/or the Whistleblower Policy
  - ensure any relevant action undertaken rectifies any non-disclosed conflict of interest and steps are taken for the conflict to be managed; and
  - take necessary steps to increase awareness and understanding of conflicts and the operation and implementation of this policy.

## Roles and reporting responsibilities

Refer to the Conflict of Interest Policy for details of roles and reporting responsibilities applicable in the Policy.

## Definitions

### Conflict of Interest

A conflict of interest arises where a person's personal interest conflicts with their responsibility to act in the best interests of MACS or a MACS school. A conflict of interest may be categorised as:

- **actual conflict of interest** occurs when there is a real conflict between a staff member's role at MACS and their private interests
- **potential conflict of interest** occurs where a person's private interests do not currently conflict with those MACS, but it is foreseeable from the circumstances they could potentially conflict in the future (for example, where a job applicant is related to a recruitment panel member, but the applications have not yet been processed)
- **perceived conflict of interest** occurs where a third party could reasonably believe a conflict exists (for example, where a MACS employee who has previously worked at a MACS school is required to assist or undertake an investigation into conduct at that school, it may be perceived that this past involvement could affect their ability to impartially support the investigation).

### MACS board or board

The board of Melbourne Archdiocese Catholic Schools Ltd (MACS), being also the board of MACSS and the board of MACSEYE in an ex officio capacity).

### MACS executive

A member of the executive leadership team (ELT) of MACS.

### Personal interests

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 person's duty to act in the best interests of MACS or a MACS school and another duty that the person has (for example, to another charity or any other entity).

Personal interests may be financial or non-financial, and can be identified as follows:

- **pecuniary interests** exist where there is financial gain or loss involved, even if money does not specifically change hands
- **non-pecuniary interests** exist when no financial component exists, but an interest exists where there are relationships, social or cultural ties or involvement in an outside or related organisation.

### Responsible person

As defined in the Responsible Persons Policy, Responsible Persons in MACS are:

- the sole member of MACS, the Archbishop of the Archdiocese of Melbourne
- Board directors
- Executive Director and MACS Executives
- Company Secretary
- Principals, deputy principals and other persons, including business managers appointed by the principal, with responsibility in the school governance structure for managing a school or its finances
- any other person who by their conduct assumes a position of authority over the governance or management of a MACS school.

## Related policies and documents

### Supporting documents

Appendix 1: Conflict of Interest Disclosure Statement and Management Form – Template

Appendix 2: Register of Interests – Template

### Related MACS policies and documents

Conflict of Interest Policy

Conflict of Interest Procedure – Employees and Volunteers

Engaging Workers through Labour-Hire Providers Policy

Fraud Prevention Policy

Gifts and Entertainment Receipts and Expenses Policy

Information and Record Management Policy – MACS office

Procurement and Contract Management Policy

Related Parties Policy

Responsible Persons Policy

Whistleblower Policy

## Procedure information table

<b>Responsible executive</b>	Director, Governance and Legal
<b>Procedure owner</b>	General Manager, MACS Legal – Corporate
<b>Approving authority</b>	Director, Governance and Legal
<b>Assigned board committee</b>	Child Safety and Risk Management
<b>Approval date</b>	21 November 2024
<b>Risk rating</b>	Extreme
<b>Review by</b>	November 2027
<b>Publication details</b>	CEVN, gabriel

POLICY DATABASE INFORMATION	
<b>Assigned framework</b>	Governance
<b>Related documents</b>	See list above
<b>Superseded documents</b>	Conflict of Interest Policy – Responsible Persons – v1.0 –

	2021
New procedure	New



# Appendix 1: Disclosure Statement and Management and Review Template

This form is to be used by all MACS Staff when disclosing and managing conflicts of interest.

## Declaration

To be completed by staff member

Staff details	
Date	
First name	
Family name	
Address	
Email	
Position at MACS	
Location (office location or school name and E number)	

I declare the following:

- ☐ actual conflict of interest
- ☐ perceived conflict of interest
- ☐ potential conflict of interest
- ☐ No conflict of interest

If applicable, please provide a brief outline of the nature of the conflict of interest and how this raises a conflict of interest with your duties or role within MACS. Details may be provided separately in an envelope, marked confidential, if appropriate.

--

Please detail the proposed arrangements to resolve/manage the conflict of interest identified above. Details may be attached separately, if appropriate.

--

## Conflict of Interest Management Plan

To be completed by the Manager/Principal

Conflict of interest risk identified

Agreed strategies and actions to manage the conflict of interest.

The Manager/Principal will ensure this management plan is reviewed:

- ☐ within one month
- ☐ within three months
- ☐ within six months
- ☐ within one year
- ☐ Not applicable – conflict is a one-off or short duration
- ☐ other (specify)

Staff member's declaration

I agree to:

- update this disclosure and make further disclosures throughout the period of my tenure of employment or engagement as required by the Conflict of Interest Policy
- comply with any conditions or restrictions imposed by MACS to manage, mitigate, or eliminate any actual, perceived, or potential conflict of interest and / or commitment.

Signature	
Date	

### Manager declaration

I undertake to adhere to the conflict of interest management plan and to monitor the individual's adherence to that plan to ensure the conflict of interest is managed effectively.

I undertake to review the management plan in line with the review timeline to monitor the ongoing effectiveness and requirement for the management plan.

Name	
Position	
Signature	
Date	

## Review of conflict of interest management

### Declaration by Manager/Principal

Manager/Principal details	
Name	
Position	
Date	
Staff member details	
Name	
Position	

The following actions have occurred in relation to the disclosed conflict of interest and management plan

--

Date	
Manager/Principal signature	

The following actions have occurred in relation to the disclosed conflict of interest and management plan

--

Date	
Manager/Principal signature	

The following actions have occurred in relation to the disclosed conflict of interest and management plan

--

Date	
Manager/Principal signature	

The following actions have occurred in relation to the disclosed conflict of interest and management plan

--

Date	
Manager / Principal signature	

## Appendix 2: Register of Interests – Template

Name of person	Position at MACS	Date of disclosure	Nature of Interest	Type of interest Actual (A) Perceived (PER) Potential (POT)	Management actions	Date for review	Outcome of review