



Responsible officer	Vice-Chancellor
Contact	vc@aut.edu.au
Approved by	Council
Responsible Body	Council
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Superseded documents	Conflict of Interests Policy (Part B)
Related documents	<i>AUT Constitution, Code of Conduct, Conflict of Interests Procedure, Staff employment contracts (where relevant), Statement of Corporate Governance, Whistleblower Policy</i>
Related HE Standards	6.1, 6.2

1. PURPOSE

The purpose of this Procedure, together with the Conflict of Interests Policy (**Policy**), is to:

- (a) protect the integrity of the decision-making processes of the AUT by avoiding ethical, legal, financial or other conflict of interests;
- (b) set out the requirements with which all Relevant Persons must comply in order to avoid actual, potential or perceived conflict of interests;
- (c) provide guidance for dealing with any conflicts of interests in an open and transparent way;
- (d) give all stakeholders confidence in the AUT's decision making processes; and
- (e) protect the integrity and reputation of the Relevant Persons and the AUT.

2. DEFINITIONS

Definitions for any words in **Bold** in this document can be found in the [Policy Glossary](#). The first instance of each defined term has been outlined in bold.

3. SCOPE

This Procedure applies to all Relevant Persons.

4. INTRODUCTION

4.1 Contents of the Conflict of Interests Register

4.1.1 On advice of a conflict of interests, the Company Secretary shall record in the Register:

- (a) the date of the advice;
- (b) the Relevant Person providing the advice;
- (c) the Relevant Person about whom the advice is being given;
- (d) the context in which the conflict of interest was recognised;
- (e) the status of the conflict of interests (actual, potential or perceived);



- (f) the circumstances causing the conflict of interest – the nature and extent of the financial interests and/or non-financial interests held by the Relevant Person and the relationship to the affairs of the AUT;
- (g) whether it is possible to avoid the conflict of interests;
- (h) whether any transaction is or can be kept at “arm’s length”; and
- (i) the agreed method of managing the conflict of interests or action by the AUT in relation to the advice.

4.2 Commitment to the Conflict of Interests Policy

- 4.2.1 All Relevant Persons shall commit to the Conflict of Interests Policy and disclose such conflicts of interests as may be relevant to their role in the AUT.

4.4 Role conflicts of interest

- 4.4.1 For the purposes of this Procedure, conflicts arising from a Relevant Person’s role as an employee, director, officer or holder of another appointment with an Affiliated College or another entity which is noted in the Relevant Person’s Standing Notice about Interests in accordance with the Policy are known as **role conflicts of interests**.
- 4.4.2 A role conflict of interest will not typically require a member be precluded from having access to information, being in the room and participating in any discussion nor from voting on a matter.
- 4.4.3 The Chair will determine if a role conflict of interest is material and sufficient to preclude a Relevant Person from having access to information, being precluded from being in the room and participating in any discussion and/or voting on a matter.
- 4.4.4 In the case that any member of the Board or Committee objects to the Chair’s decision to allow a Relevant Person to vote, then the rest of this Procedure will apply.

4.3 Handling of minor conflicts of interests

- 4.3.1 Certain minor conflicts of interests may arise in the typical activities of the Board and its Committees, (e.g., Academic Board approval of awards where a Relevant Person knows the proposed awardee, otherwise than by virtue of a family relationship).
- 4.3.2 In such cases, the Relevant Person and/or the Chair will acknowledge the minor conflict of interests.
- 4.3.3 The Chair will determine if the acknowledgement is sufficient for the case, or whether the matter requires action in accordance with this rest of this Procedure (such as recording on the Conflicts of Interests Register).
- 4.3.4 In the case that any member of the Board or Committee objects to a Chair’s decision to only acknowledge a case, then the rest of this Procedure will apply.

5. STEPS



5.1 Timing of Commitment to Conflict of Interests Policy

- 5.1.1 Directors shall commit to the Policy prior to appointment and prior to any occasion for re-appointment and disclose relevant interests in accordance with the Conflict of Interests Policy.
- 5.1.2 External members of committees of the Council shall commit to the Policy and disclose relevant conflicts of interests on appointment for tabling on the first occasion of attendance at a meeting of the committee.
- 5.1.3 The Vice-Chancellor shall commit to the Policy and disclose relevant interests on acceptance of appointment and on the occasion of each annual review.
- 5.1.4 Chairs and members of other groups convened in the AUT shall commit to the Policy and disclose any relevant interests on appointment for tabling on the first occasion of attendance at a meeting of the group.
- 5.1.5 Permanent (full-time or fractional) and long-term casual staff of the AUT Office shall commit to the Policy and disclose any relevant interests on acceptance of appointment and on the occasion of each annual review.
- 5.1.6 AUT staff on short-term appointment shall commit to the Policy and disclose any relevant interests on occasions as determined by the Vice-Chancellor.

5.2 Guidelines for managing conflicts of interests

- 5.2.1 To ensure any appearance of impropriety is avoided, Relevant Persons who have a conflict of interests will restrict their involvement, or have it restricted, in a particular activity or process by:
 - abstaining from voting on, making or influencing decisions or proposals; and/or
 - withdrawing from discussion of affected proposals; and/or
 - having their access restricted to information relating to the conflict of interests; and/or
 - having their access denied to sensitive documents or confidential information relating to the conflict of interests.
- 5.2.2 Where a Relevant Person abstains from voting or leaves the room in order to avoid being placed in a situation of conflict of interests, the abstention or absence of that person from the proceedings of a meeting shall be recorded in the minutes of the meeting.
- 5.2.3 In cases of ongoing serious conflicts of interests it may be in the interests of all parties for the Relevant Person to be removed from involvement in the area of activity as long as the conflict of interests persists.
- 5.2.4 In certain circumstances, resignation from a position held with the AUT may be necessary.

5.3 Recording of occasional conflicts of interests

- 5.3.1 The Company Secretary, on advice by an AUT staff member of a conflict of interests, shall record the advice and the agreed method of managing the



conflict in the Conflict of Interests Register.

- 5.3.2 In regard to occasional conflicts of interests which are disclosed in meetings of boards, committees, panels, etc., the Chair of the meeting shall cause the disclosure to be recorded in the minutes, and supplementary documentation stored with the minutes recording the matters set out in paragraph 4.1.1.

After agreement by the Chair to the accuracy of the minutes, the Executive Officer of the meeting shall ensure each disclosed occasional conflict of interests is reported and a copy of the supplementary documentation provided to the Company Secretary for inclusion in the Conflict of Interests Register.

5.4 Resolution of an intractable conflict of interest

- 5.4.1 On the very rare occasions that the Vice-Chancellor, Chair of Boards/Committees or other groups convened in the AUT, or other responsible party finds him/herself unable to expediently determine a method agreeable to the Relevant Person making the disclosure to manage a disclosed conflict of interests, s/he shall document the matter and refer it to the Company Secretary for noting in the Register of Conflicts of Interest, after which the Company Secretary shall refer the matter to the Chair of the Council.

- 5.4.2 The Chair shall report the reference to the Council and, having taken account of the matter under consideration, the Chair shall advise the Council of the two members of the AUT s/he has invited to form a panel to consider the information provided and recommend to the Council how the conflict of interests may be managed and whether and how to proceed with any related transaction. The Panel may confer with the Company Secretary, and may take external legal advice, as appropriate, in determining its recommendation to the Council.

- 5.4.3 On completion of their consideration, the Panel shall make recommendations to the Council in relation to:

- (a) managing the conflict,
- (b) proceeding with any associated transaction, and
- (c) a response to the Relevant Person.

The Company Secretary will document the decisions of the Council, and the procedure to control the conflict, if applicable.

- 5.4.4 The decisions of the Council in relation to the management of such an "intractable" conflict of interest and the action concerning any associated transaction shall be final.

When a transaction is related to the conflict of interest

- 5.4.5 Where the Council decides that the conflict cannot be dealt with by acting at "arms length", the transaction should be the subject of external legal advice, to ensure that if proceeded with, the transaction may be carried out in a manner that is compliant with the obligations imposed by law. 5.4.6



Where the Council decides that the conflict has such a serious impact on the AUT that it cannot be adequately managed by acting at “arms length” or by disclosing it to members and/or other stakeholders and seeking their approval, the Council may determine that the transaction not proceed in the manner proposed.

- 5.4.7 Where the Council approves the transaction to proceed, the transaction may then be carried out in accordance within the usual operational procedures of the AUT.

6. RELATED LEGISLATION

[Australian Charities and Not-for-profits Commission Act 2012](#)

[Competition and Consumer Act 2010](#)

[Corporations Act 2001](#)

[Criminal Code Act 1995](#)

[Higher Education Standards Framework \(Threshold Standards\) 2021](#)

7. REFERENCES

[ACNC Governance Standards](#)

[TEQSA Guidance Note: Corporate Governance](#)

8. VERSION HISTORY

Version	Approved by	Approval Date	Effective Date	Changes made
1	Council	21/7/2008	1/8/2008	New Policy
2	Council	8/12/2014	8/12/2014	Updated
3	Council	13/11/2023	13/11/2023	Updated, separated procedures from policy, adopt current template
4	Vice-Chancellor	June 2025	June 2025	New policy format, minor editorial updates to implement university status.

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