



Conflict of Interest Procedure

1. Purpose and Scope

This Procedure supports the implementation of the Conflict of Interest Policy.

This Procedure applies to all Directors, Independent Members of Committees, academic and professional staff at KOI, contract personnel, independent contractors, volunteers and any other persons who are involved in any aspect of KOI's activities (collectively referred to as "KOI Persons"). The procedure also applies to students, as stated in the Conflict of Interest Policy.

2. Procedure Statement

This Procedure outlines the processes to be followed in managing actual, potential or perceived conflicts of interest.

This Procedure assists KOI Persons to engage with ethical questions of conflict of interest as they arise and to be conscious of the impacts of decisions with respect to any actual, potential or perceived conflicts of interest.

3. Related Documents

This Procedure/Guideline is to be read in conjunction with KOI's:

- Conflict of Interest Policy
- Conflict of Interest Guideline
- Additional Work Policy
- Privacy Policy
- Staff Code of Conduct
- Staff Handbook
- Student Code of Conduct
- Whistleblower Policy
- Fairness and Equal Opportunity Policy

4. Definitions

<i>Conflict of Interest</i>	A conflict of interest refers to actual, potential or perceived circumstances in which a KOI Person's or student's personal interest conflicts with or could be considered to conflict with their obligations to KOI, and where the interests of KOI are actually, potentially, or perceived to be compromised.
<i>Actual Conflict of Interest</i>	A direct or real conflict between a KOI Person's existing duties and responsibilities or a student's obligations to KOI and their respective personal interests.
<i>Potential Conflict of Interest</i>	A conflict that is foreseeable from the circumstances arising at the time, but has not yet become an actual conflict of interest.
<i>Perceived Conflict of Interest</i>	A conflict where the circumstances indicate to a reasonable person that improper influence could exist in a KOI Person or student meeting their obligations to KOI or that could lead to circumstances where improper influence could be implied.



<i>Conflict of Commitment (or dual interests)</i>	A conflict may arise where a KOI Person or student has other commercial, public or volunteer commitments which are incompatible with or could compromise the interests of KOI.
<i>KOI Person</i>	For the purposes of this policy, a KOI Person includes all Directors and Council Members, Independent Members of Committees (including the Academic Board and Audit & Risk Committee), Employees of KOI (both Permanent and Casual), Third Party Personnel undertaking activities on behalf of KOI, Volunteers and Any Other Persons involved with the commercial activities of KOI.
<i>Student</i>	A person currently registered as a student of KOI.
<i>Personal interest</i>	Personal interest involves activities conducted by a KOI Person or student that give rise to potential gain or loss (financial or non-financial) for themselves or for any other person or organisation that they may wish, knowingly or unknowingly, to benefit or disadvantage.
<i>Close Personal Relationship</i>	A relationship between a KOI Person and an associate (Including a relative, a financially dependent person, a close friend, a de fact partner or any person with whom the KOI Person is currently, or has been, an intimate relationship). This does not include a working relationship which exists due to ordinary collegiate academic collaboration where the colleagues are not relatives, financially dependent, or de facto or intimate partners.
<i>Financial Interest</i>	Any right, claim, title or legal share in something having a monetary or equivalent value.
<i>Additional Work</i>	Additional work undertaken by a KOI Person within or outside KOI that it is conducted in addition to their normal work responsibilities within KOI. The additional work must not result in any conflict of interest or have any negative impact on the KOI Person's ability to fulfil the functions of their substantive position.
<i>Associate</i>	An associate may be: • a spouse, sibling, parent, child or other family member or person normally resident in a KOI Person's or student's household; • an entity of which a KOI Person or KOI Person's nominee is a shareholder, member, officer or employee; • a business partner; • an employer; • any other person or entity who could be advantaged (directly or indirectly) by the improper use of the KOI Person's or student's position within KOI or from information acquired from KOI in meeting their obligations to KOI.
<i>Management Plan</i>	Approved and documented procedures implemented to manage a conflict of interest.
<i>Independent Arbiter</i>	The Independent Arbiter is a person or persons designated by the Council to perform confidential reviews of disclosed or suspected actual, potential or perceived conflicts of interest. This person or persons should be external and independent to KOI where they should not have been KOI staff previously, permanent or casual and not have provided consulting services with a financial benefit.
<i>Conflict of Interest Disclosures Register</i>	The Conflict of Interest Disclosures Register records all disclosed conflicts of interest together with a summary of the actions taken.



5. Procedures

The conflicts of interest process include the following key steps:

1. Identification of conflict of Interest
2. Disclosure of conflict of interest
 - a. Obligation to disclose a conflict of interest
 - b. Disclosure of conflicts of interest
 - c. Initial assessment of the disclosure
3. Management of conflicts of interest
 - a. Determination on disclosed conflicts of interest
 - b. Appeal of determinations
 - c. Recording of disclosures and conflicts of interest

Identification of Conflicts of Interest

Identification of Conflict of Interest

All KOI Persons and students have a continuing responsibility for identifying and declaring any actual, potential or perceived conflict of interest that applies to them, whether it involves a relationship with an Associate or some other circumstance.

To allow KOI to appropriately identify the conflicts of interest, assess the circumstances, and determine whether a conflict of interest exists and that a management plan maybe required to manage it, it is important for all KOI persons and students to understand their obligations to disclose and follow the procedures set out in this document. This procedures document is to be read along with the *Conflict of Interest Policy* and *Conflict of Interest Guidelines*.

Where a KOI Person considers that an actual/potential/perceived conflict of interest may exist, the KOI Person needs to disclose the conflict of interest

Students have an obligation to disclose all actual/potential/perceived conflicts of interest where a relationship exists with a KOI Person that could reasonably be construed as giving rise to a conflict of interest.

If there are changes in circumstances with regard to an existing conflict of interest that has been determined as acceptable or being actively managed, these changed circumstances must be reported immediately and an updated evaluation of the associated risks should be undertaken.

Disclosure of Conflicts of Interest

Obligation to Disclose a Conflict of Interest

It is incumbent on all KOI Persons and students to disclose all actual/potential/perceived conflicts of interest (including any changes in circumstances relating to an existing conflict of interest). All impacted persons must refer to the *Conflict of Interest Guidelines* to inform themselves of what circumstances are applicable to them. Where any confusion, all KOI staff should refer to their supervisor and for students, the Student Counsellor/Student Affairs.

Disclosure of Conflict of Interest

KOI person should disclose conflicts of interest by providing Conflict of Interest Disclosure and Management Form (for Staff) to their supervisor via email.

Students should provide a completed Conflict of Interest Disclosure and Management Form (for Students) via email.

This form includes details about the disclosure, an assessment of whether a conflict of interest exists, and the proposed conflict of interest management plan, where applicable.

Conflicts of interest should be disclosed by the person directly affected by the conflict of interest.

Conflicts of interest should be disclosed to the following for an initial assessment of whether a conflict of interest exists:



- For staff members, disclosure should be made to their supervisor or line manager, and subsequently to the HR Manager;
- For students, to Student Support Services;
- For members of committees, panels or boards to the Chair of that committee, panel or board, and subsequently to the Director Governance, Risk and Compliance,

All disclosures by KOI persons, who are not external members in the governance structures, will have to be recorded in the Conflict of interest Register ('COI Register'), irrespective of the outcome of the determination process. The Human Resources Manager will oversee the administration of this register.

All disclosures by students will have to be recorded in the Conflict of interest Register ('COI Register for Students'), irrespective of the outcome of the determination process. Student Support Services will oversee the administration of this register.

All disclosures by KOI persons, who are external members in the governance structures, will have to be recorded in the Conflict of interest Register ('COI Register (Governance)'), irrespective of the outcome of the determination process. The Governance, Risk and Compliance Director will oversee the administration of this register.

Initial Assessment of the Disclosure

An initial assessment of the conflict of interest shall be conducted at the time of disclosure by the intended recipient of the disclosure (as per above) who will determine whether a conflict of interest exists, and, if so, whether the conflict of interest can be accepted or a management plan is required.

Where a student is involved in an actual, potential or perceived conflict of interest involving a KOI person, the matter will be managed by Student Support Services and the relevant supervisor for the initial assessment.

The decision of the initial assessment should be communicated to the disclosing party in a written form. There should be clear and accurate information provided on how the information is being recorded and what are the next steps with reasonable timeframes for resolution, especially where a management plan may be required.

Conflict of interest management plans shall be developed where the conflict of interest is not acceptable and will establish criteria and procedures to restrict the impact of and monitor the conflict of interest. The management plan should recognise circumstances where a conflict of interest may be temporary with an end date or on an ongoing basis during the period of employment or contract.

Privacy

Information arising from the conflict of interest disclosures are managed in accordance with the [KOI Privacy Policy](#).

Conflicts of Interest involving the Human Resources Manager

There may be circumstances in which an actual/potential/perceived conflict of interest requires the Human Resources Manager to actively engage in the discussions to provide advice as well as assist in the determination process, where required. In such a situation, the Human Resources Manager should discuss the matter directly with the CEO and ensure compliance with the agreed management plans.

Disclosure of Conflicts of Interest by the Chief Executive Officer and members of the Executive Group

Conflict of Interest disclosures by the Chief Executive Officer should be submitted directly to either the Chair of the Council or the Chair of the Audit & Risk Committee. These conflict of interest disclosures should be managed jointly by the Chair of the Council and the Chair of the Audit & Risk Committee, with the Council being advised of the disclosures at the meeting immediately following the receipt of the conflict of interest disclosure.

Conflict of Interest disclosures by the members of the Executive Group should be submitted directly to the CEO and President. The CEO and President may consult the Chair of the Council or the Chair of the Audit & Risk Committee for advice and guidance. Human Resources Manager should be informed about these decisions taken by the CEO and President.



Disclosure of Conflicts of Interest at Council, Board and Committee Meetings

At the commencement of each Council, Board or Committee meeting, the Chair of that meeting shall formally request the disclosure of the existence of any conflicts of interest (other than those previously disclosed and entered into the Conflicts of Interest Register for KOI persons) by attendees at that meeting.

In the event that a KOI Person discloses a conflict of interest prior to a Council, Board or Committee Meeting, the Chair of that meeting, in conjunction with the remaining members of the respective Council/Board/Committee, shall determine whether it is appropriate to include or exclude the KOI Person in all or part of the meeting. The Chair of the meeting should ensure the disclosed conflict of interest for a KOI person, is communicated to their supervisor. KOI persons disclosing the conflict of interest at any of the above meetings does not absolve them of their responsibility to complete the Conflict of Interest Disclosure and Management Form (for Staff) and submit the same to their supervisor. The KOI person may mention the decision taken by the chair of that meeting in the form to record that a decision has been taken without the direct involvement of their supervisor.

KOI persons, who are independent directors of the council, shareholders, independent members of the Committees are required to submit Conflict of Interest Disclosure and Management Form (External Members). The minutes of the meeting should document appropriate level of detail required and record the decision voted upon by the Council, Board or Committee. The disclosures or conflicts of interest reported by these disclosing parties will be recorded in the COI Register (Governance).

Managing a Conflict of Interest

All conflicts of interest are to be managed in the best interests of KOI.

Determination on disclosed Conflicts of Interest

Staff Members: The recipient of the conflict of interest disclosure will submit Conflict of Interest Declaration and Management Form, along with the recommended/proposed management plan, along with the supporting reasoning, to the Human Resource Manager. The Human Resource Manager should consult the CEO and President, to arrive at a decision on the management plan. The Human Resource Manager and the relevant supervisor are required to provide an opportunity to the KOI person making the disclosure, to provide further details they may have in relation to the proposed management plan. The Human Resource Manager, the supervisor, and the CEO and President should consider all the information and details available before approving the management plan.

Students: Student Support Services should involve the supervisor of the KOI Person who is impacted by the disclosure made by KOI student and the Vice-President (Academic) to assess the impact of the conflict of interest disclosure. Any required academic arrangements are to be included in the proposed management plan. The supervisor of the KOI person should then follow the above process for staff members to manage the conflict of interest. Student Support Services may also involve the Student Counsellor if there is any concern about student wellbeing.

Council, Board or Committee: The Chair of the Council, Board or Committee should ensure the conflict of interest disclosure made in the session is adequately dealt with before commencing the business of the scheduled meeting. Any disclosures outside the scheduled meetings should be written to the Chair of Council, Board or Committee and the Executive Assistant, so that it can be adequately recorded and included in the agenda of the next meeting. The respective bodies must vote and approve on the proposed management plan prior to implementation.

Conflict of interest management plans

Conflict of interest management plans will ensure conflicts are managed and resolved based on the following strategies:

Record and disclose	Ensure all information surrounding the conflict of interest has been disclosed and documented appropriately. The Independent Arbiter will record the conflict of interest in a register of reported potential conflicts of interest.
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Accept	The conclusion reached is that either a conflict of interest does not exist or that the conflict of interest is low risk and acceptable to KOI.
Restrict	Restrictions are placed on the KOI Person's involvement in the matter or the scope of the work is reformulated or there is a restriction on access to certain information.
Monitor	The Audit & Risk Committee will oversee the status of and the processes implemented that deal with the conflict of interest.
Remove	The KOI Person 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, a conflict of interest management plan might be for that panel member to step down from their position during the selection process for that position only.
Relinquish	The KOI Person relinquishes the 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 employee may consider removing themselves from the process.
Terminate	The relationship between KOI and the KOI Person cannot be resolved through a management plan resulting in the termination of the relationship and/or seeking legal recourse.

Conflict of interest management plans included in the Conflict of Interest Disclosure and Management forms should be reviewed periodically to ensure they remain current and effective. The frequency of review of conflict of interest management plans should be noted in the management plan depending on the nature of the conflict.

Appeal or Review of Management Plan Decisions

After the decision on the conflict of interest is communicated to the disclosing party, the disclosing party should formally accept the decision and the actions noted in the management plan. This acceptance has to be in written form and evidence recorded for compliance purposes.

Where the disclosing party being a KOI person with the exception of the external and independent members of the Council, Board or Committee, disagrees with the Management Plan decisions, they should lodge a complaint in accordance with the Complaints Policy (for Staff).

Where the disclosing party being a student disagrees with the Management Plan decisions, they should lodge a complaint in accordance with the Complaints and Appeals Policy (for Students). Student Support Services should liaise with the Human Resources Manager to manage the appeal process.

The Human Resource Manager should request the Chair of ARC to organise an independent panel for appeals hearings. The appeal may involve either review of the Management Plan decision on the basis that it was not handled properly. For e.g., non-compliance of policies and procedures or a re-hearing where the panel is required to either endorse the decision or overturn or modify in part the Management Plan decision to make a new decision. The independent panel cannot contain any party who was involved in the initial management plan decision.

All others wishing to further review or appeal the decision in the management plan finalised by the Chair of the Council or Board or committees should write to the respective chairs to requesting an appeal of the decision. The Chair should set up an independent panel with external members who were not involved in the initial decision-making, with a purpose to review the decision on an objective basis. All the information used in the initial decision-making should be provided to the independent panel. The independent panel may request the impacted director, board member or committee member to clarify the concerns and basis for appeal.

The Independent Panel has to inform itself of:



1. The issue of the appeal or the complaint lodged by the disclosing party
2. The policies and procedures that apply to the circumstances
3. Review all the previous correspondence and the file maintained by the Human Resource Manager or the Student Counsellor/Student Affairs
4. Discuss with the decision-making parties on how they have arrived at that decision
5. Conduct hearing for the KOI person or the student to provide an opportunity to express their views
6. Further follow-up with the involved parties if necessary
7. The reasons for arriving at the final decision taken by the panel.

Where the disclosing party does not agree with the decision of the independent panel, these may be referred by the Council to the Independent Arbiter together with a proposed management plan for determination by the Independent Arbiter whether the management plan is appropriate.

Where the disclosing party does not agree with the decision of the Independent Arbiter, KOI may conclude that the disclosing party has breached the *Conflict of Interest Policy* and will be dealt with the section below on consequences of breaching the policy.

Recording of Conflicts of Interest

The Human Resources Manager will maintain a register, COI Register, of all disclosed conflicts of interest, together with any management plans developed and implemented, in order to manage the specific risks identified as a result of the conflict of interest.

Student Support Services will maintain a register, COI Register for Students, of all disclosed conflicts of interest for students.

Conflicts of interest raised at the Council, Board or Committee meeting are additionally recorded in the minutes of that meeting.

Governance, Risk and Compliance Director will maintain a register, COI Register (Governance), for external or independent members of the Council, Board or Committees.

Training and education

Upon implementation of this policy all KOI officeholders and employees will receive training on the requirements of this policy and demonstrate an adequate knowledge of the principles involved in identifying, reporting and managing conflicts of interest.

New KOI officeholders and employees are required to undergo training as part of their induction into KOI and demonstrate an adequate knowledge of the principles involved in identifying, reporting and managing conflicts of interest.

Third Party Personnel undertaking activities on behalf of KOI, Volunteers and Any Other Persons involved with the commercial activities of KOI will be informed of their conflict of interest obligations at the commencement of their involvement with KOI, either by way of contract or as otherwise determined by the Human Resources Manager.

Students are required to be informed of the risks involved with close personal relationships with KOI Persons during induction and their conflict of interest reporting obligations.

Declaration of Compliance with Policy

KOI Persons will be required to:

- complete an annual declaration stating that they have disclosed all known actual, potential or perceived conflicts of interest involving such matters as private interests, student admissions and personal relationships, amongst other things.
- on a random basis and at least once every 3 years, complete a questionnaire to demonstrate that their continuing knowledge of this policy is adequate. Failure to demonstrate adequate knowledge will necessitate the KOI Person undertaking repeat training on the requirements of this policy and demonstrate an adequate knowledge of the principles that are involved in identifying, reporting and managing conflicts of interest.



The declarations and completion of questionnaires will be conducted by the Human Resources Manager.

Reporting and Oversight

The Human Resource Manager will provide a report to the Audit & Risk Committee meetings on all recorded conflicts of interest together with explanations of how the conflicts of interest have been/are to be managed. The Audit & Risk Committee will assess the adequacy of the conflict of interest management plans and, where appropriate, recommend future changes. The CEO and President may consult with the Chair of Audit & Risk Committee on any advice on the proposed management plans.

All new conflicts of interest will either be reported:

- At each ARC meeting for consideration whether the action plans are appropriate in the circumstances.
- Immediately to the ARC Chair in the event that the conflict of interest is deemed to be of high risk or unacceptable.
- Changes in circumstances that increase the risks associated with an existing conflict of interest.

The Audit & Risk Committee will include in its minutes of meeting or as an addendum to its minutes of meeting (which are forwarded to Council) a summary of the status of management of conflicts of interest. The Chair of the Audit & Risk Committee will immediately report to the Chair of the Council any conflicts of interest that are deemed to be significant and/or potentially damaging to KOI.

Whistleblowing

KOI does not tolerate fraud, corruption, misconduct, criminal or improper conduct. A person who makes a report about a suspected conflict of interest of another KOI Person may be considered to have made a whistleblower disclosure and be protected under relevant Commonwealth and New South Wales law.

KOI will provide appropriate support to persons who make whistleblower disclosure about or involving KOI, and to other persons involved in the whistleblower disclosure, and will in all respects comply with its legal obligation.

Further information relating to whistleblower disclosures are contained in the Whistleblower Policy.

Consequences of breaching the Conflict of Interest Policy

Conflicts of interest are not in themselves unethical or contrary to this policy. However, if a KOI Person fails to identify (or, where required, manage) any actual/perceived/potential conflict of interest where there is a reasonable expectation that a conflict of interest exists, this may result in disciplinary action or, depending on the seriousness of the circumstances, termination of employment or dismissal as an officer.

All disciplinary action must be agreed as appropriate by the Chief Executive Officer and the HR Manager before being signed off by the responsible supervisor.

In the event that the proposed action is termination of employment/dismissal and/or taking legal action, the CEO will determine the appropriate actions in consultation with the Chair of Council and the Chair of the Audit & Risk Committee.

If a conflict of interest involves a student, the CEO will determine the appropriate remedy in consultation with the Chair of the Academic Board and Vice-President Student Affairs. If necessary, counsel should be sought from the Chair of the Audit & Risk Committee.

6. Roles and responsibilities

Responsibility for implementation and administration of the Conflict of Interest Policy rests with the CEO and President.

The CEO and President will provide oversight and counsel to the Human Resources Manager

The Audit & Risk Committee will provide oversight of the Conflict of Interest Policy and Procedure.



The Council will be kept fully informed of the status of conflicts of interest in accordance with the Conflict of Interest Policy and Procedure, and provide feedback and advice on an as needed basis.

KOI Persons and students must:

- have a clear understanding of the circumstances that give rise to a conflict of interest;
- understand their obligation to report actual, potential or perceived conflicts of interest, including those where uncertainty exists;
- appreciate the need for them to protect the interests of KOI as part of their ongoing obligations;
- understand that compliance with the Conflict of Interest Policy and its related procedures and guidelines assists in meeting their obligations under employment and student registration contracts.

7. Associated Information

These Procedures are supplemented by Guidelines that provide examples of typical and/or potential scenarios where a conflict of interest may exist. These examples are not exhaustive and it is incumbent upon all KOI Persons to seek advice if they suspect that an actual, potential or perceived conflict of interest may exist. It is expected that all KOI Persons familiarise themselves with the examples provided in the Guidelines and regularly assess their own personal circumstances regarding the existence of conflicts of interest.

Attached to these procedures is the template for the Conflict of Interest Disclosure and Management Form.

Document control

Policy title	Conflict of Interest Procedure
Policy owner	CEO and President
Policy version date	21 November 2023 Version 1.0
Policy approver	Council on the recommendation of the Audit and Risk Committee
Date of approval	24 November 2023
Date of Implementation	1 January 2024
Date of next review	1 January 2026
Changes in this version	New Procedure

KOI amends its policies periodically and printed copies of this document, either in part or whole, are considered as uncontrolled and should not be relied upon as the most current document. It is the responsibility of individuals printing the document to always refer to the KOI website for the current version.

*****END OF PROCEDURE*****



CONFLICT OF INTEREST DISCLOSURE AND MANAGEMENT FORM (For Staff)

Send to either: guyen.ly@koi.edu.au or your supervisor;

All submissions will be treated as sensitive and confidential and will only disclosed to the intended recipients required in managing the conflict of interest, as identified in the Conflict of Interest Policy

Description of Conflict
Persons Impacted
Management Plan

Acknowledgement and Agreement to Management Plan:

Persons impacted by Conflict of Interest:		
Name:	Signature:	Date:
Name:	Signature:	Date:
Name:	Signature:	Date:

Approved:

Human Resources	Signature:	Date:
CEO	Signature:	Date:

Register Number: