Senator Declaration of Interest Policy

Section 1 - Background Information

(1) Australian Catholic University Limited (ACU) is a public company limited by guarantee regulated by the Corporations Act 2001 (Cth) (Corporations Act) and the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act). ACU has particular legal obligations with regards to managing conflicts of interests and related party transactions. Senators have a duty to comply with the legislative requirements concerning the disclosure and appropriate management of transactions which involve their interests.

Section 2 - Policy Statement

(2) The management of Senators' material personal interests is central to maintaining organisational integrity. ACU is committed to ensuring that Senators perform their duties to disclose this information, both in their capacity as Directors in compliance with the Corporations Act, and in their capacity as Responsible Persons of a Charity in compliance with ACNC Governance Standard 5.

Section 3 - Policy Purpose

(3) The Senator Declaration of Interest Policy (Policy) has been developed because, where conflicts of interest arise, they need not present a problem to ACU if they are openly and effectively managed. The purpose of this Policy is to:

a. assist Senators to recognise conflicts of interest if and when they arise;
b. establish a mechanism so that Senators can identify and disclose personal or material interests to the Senate;
c. develop sound practices for ACU to appropriately manage and monitor conflicts of interests and related party transactions; and
d. ensure that ACU meets its legal and regulatory obligations.

Section 4 - Application of Policy

(4) This Policy applies to all Senators of ACU.

Section 5 - Definitions

(5) For the purpose of this Policy:

Term	Definition
ACNC	Australian Charities and Not-for-profits Commission.
ACNC Act	means Australian Charities and Not-for-profits Commission Act 2012 (Cth).

Term	Definition
ACNC Governance Standard 5	means ACNC Governance Standard 5, under which Senators have a duty as responsible persons of a charity, to disclose conflicts of interest.
ACNC Regulation	means Australian Charities and Not-for-profits Commission Regulation 2013 (Cth).
ASIC	means the Australian Securities and Investments Commission.
Conflict of Interest	means an actual, potential, or perceived conflict between a Senator's duty to ACU and another duty that the Senator has, as referred to in the Corporations Act and ACNC Governance Standard 5.
Corporations Act	means the Corporations Act 2001 (Cth).
Material Personal Interest	means a personal interest of a Senator that may materially affect decisions they make on ACU's behalf, as referred to in the Corporations Act and ACNC Governance Standard 5.
Member	means a Member of Australian Catholic University Limited, as referred to in ACU's Constitution, the Corporations Act and ACNC Regulation.
Policy	means the Senator Declaration of Interest Policy.
Related Party	means a Senator and / or their spouses, parents or children, as referred to in the Corporations Act, ASIC Regulatory Guide 76: Related Party Transactions and Accounting Standard AASB 124 - Related Party Disclosures.
Related Party Transaction	means any transaction through which a public company (such as ACU) provides a financial benefit to a related party.
Secretary of Corporation	means the Company Secretary appointed by ACU's Board of Directors (Senate), recognised as a company officer under the Corporations Act.
Senator	means a member of Senate of Australian Catholic University Limited, as recognised in ACU's Constitution, a director of the Board under the Corporations Act, and a Responsible Person of a Charity under the ACNC Act.
Standing Notice	means notice of a material personal interest, as referred to in the Corporations Act.

Section 6 - Conflicts of Interest and Related Party Transactions

Identifying Conflicts of Interest

(6) A conflict of interest occurs when a Senator's personal interests conflict with their duty to act in the best interests of ACU.

(7) A conflict of interest may also arise where there are competing interests as a result of a Senator's duty to ACU and another duty that the Senator has (for example, to another company or charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

(8) Corporate governance is concerned with material conflicts of interest. Determining when a personal interest is, or becomes, a material personal interest will depend on the circumstances of each case.

(9) Generally, where a personal interest has the potential to affect the Senator's consideration of a particular matter and/or the capacity to influence a Senator's vote on a particular matter this would be considered material.

(10) Examples of material personal interests that a Senator might have include:

a. directorships of entities that may have dealings with ACU;
b. directorships and memberships that could detract unreasonably from the time a Senator is available to allocate

to ACU's affairs;

c. outside employment or engagements;
d. property, investment or interest in a business that might have some interaction with ACU.

Conflicts of Interest and Related Parties

(11) Personal interests include direct interests, but also extend to third parties that a person may be involved with or have an interest in.

(12) There is a risk that the interests of a related party (Senators and / or their spouses, parents or children) may influence decision-making to the detriment of the interests of ACU when ACU is considering whether to enter into a transaction with a related party.

(13) A related party transaction is any transaction through which ACU provides a financial benefit to a related party. This policy does not apply to related party transactions not involving Senators which are otherwise reported in ACU's financial statements.

(14) The definition of financial benefit is broad. A financial benefit includes giving a financial benefit indirectly through an interposed entity, making an informal, oral or non binding agreement to give the benefit, and giving a benefit that does not involve paying money.

(15) Circumstances in which the provision of a financial benefit may occur include:

a. Giving or providing finance or property to the related party;
b. Buying an asset from, or selling an asset to, the related party;
c. Leasing an asset to or from the related party;
d. Supplying services to, or receiving services from, the related party;
e. Issuing securities or grating an option to the related party; and
f. Taking up or releasing an obligation of the related party.

(16) Under the Corporations Act, public companies such as ACU must obtain approval by the Members of Corporation to provide financial benefits to related parties, subject to certain exceptions. Moreover, the Constitution of ACU specifically requires leave of Members in order for an individual in the Office of Senator, Chancellor or Pro-Chancellor to receive any profit from the Corporation[1].

[1] Refer Constitution clauses 13.10 and 20.4 respectively.

Disclosure of Interests

(17) Senators must take all reasonable steps to avoid any conflict (actual, potential or perceived) arising out of their personal interests, or the interests of any other related party, and their duties to ACU.

(18) Where a Senator is uncertain as to whether an interest should be disclosed in accordance with this Policy, the Senator must either consult with the Secretary of Corporation for advice, or disclose the interest for the avoidance of doubt.

(19) ACU shall maintain a Senator Register of Interests and Related Party Transactions (Register) recording details of the disclosure in the form of Schedule A. The Register will be tabled at each meeting of Senate.

(20) On appointment, each new Senator will be expected to make a full disclosure, by way of a Standing Notice, of material and personal interests. Standing Notice may be given before the interest becomes a material personal

interest. The interest may be longstanding, such as in the case of multiple directorships.

(21) Thereafter, where a Senator becomes aware of an actual, potential or perceived conflict of interest, they are required to declare this as and when it becomes apparent. This may be prior to a meeting of Senate or during proceedings. The disclosure may be oral or in writing and will be recorded in the minutes and subsequently entered into the Register.

Managing Conflicts of Interests

(22) The Senate must decide on the course of action[2] for managing Senator conflicts of interest, with appropriate consideration of the nature and extent of the conflict of interest. Such actions may include:

a. taking appropriate measures so that the Senator may participate in both the debate and voting;
b. Senator to refrain from voting;
c. Senator to refrain from participating in the debate;
d. Senator to withdraw from the Boardroom during the debate and the voting, or
e. suggest that the Senator consider resigning from the Senate.

> [2] Refer to s195 of the Corporations Act with regards to restrictions on voting imposed on directors of public companies and exceptions.

(23) The materiality of an interest will depend on the circumstances of each case and will be a matter of judgment.

Managing Related Party Transactions

(24) The process requiring Senators to declare any personal interest assists the Senate to determine if any transaction being entered into is a related party transaction.

(25) If ACU Limited intends to enter into a transaction, due regard must be had for the Register.

(26) In the event that a transaction has the potential to constitute a related party transaction, the Secretary may seek advice from one or more of the following before referring the matter to Senate:

a. Vice-Chancellor and President
b. General Counsel
c. Chief Financial Officer.

(27) Senators will be prohibited from participating in voting associated with related party transactions where they are the related party.

(28) Where Senate resolves to proceed with the transaction, the minutes will record whether the transaction requires member approval or if the giving of the financial benefit falls within one of the exceptions under the Corporations Act.

Monitoring Conflicts of Interest and Related Party Transactions

(29) The Register shall be updated regularly by the Legal, Assurance and Governance Directorate and reviewed by the Senators at each meeting of Senate. If there is a change to any interest or related party transaction, such change must be either declared by the Senator during the meeting, or submitted in writing to the Secretary of Corporation, who will subsequently advise Senate appropriately and liaise with the Chief Legal Assurance and Governance Officer to update the Register.

Section 7 - Roles and Responsibilities

Approval Authority

(30) Senate is the Approval Authority for this Policy.

Governing Authority

(31) Senate Standing Committee is the Governing Authority for this Policy.

Responsible Officer

(32) The Chief Legal Assurance and Governance Officer is the Responsible Officer for this Policy.

Senate

(33) Senate is responsible for determining the appropriate course of action for managing Senator conflicts of interest and related party transactions.

Senators

(34) Senators have statutory and regulatory obligations to:

a. disclose actual, potential and perceived conflicts of interest to the Senate;
b. cooperate in response to a decision made by Senate in order to manage any conflicts of interest; and
c. comply with requirements in any related party transaction.

Secretary of Corporation

(35) The Secretary of Corporation shall communicate with Senators and facilitate compliance with regards to the disclosure and appropriate management of transactions which involve Senators' personal interests.

Governance Directorate

(36) The Legal, Assurance and Governance Directorate shall maintain the Register to be tabled at each meeting of Senate on behalf of the Secretary of Corporation.

Members of Corporation

(37) Approval must be sought from the Members of Corporation in order for ACU to provide financial benefits to related parties, subject to certain exceptions[3].

[3] Part 2E.1 of the Corporations Act sets out requirements, exceptions and procedure to be followed in obtaining Member approval in a related party transaction.

Section 8 - Compliance with this Policy

(38) If a person suspects that a Senator has failed to disclose a conflict of interest, they must inform the Secretary of Corporation, who will make enquiries and take action, where appropriate, to subsequently notify Senate and liaise with the Legal, Assurance and Governance Directorate to update the Register.

(39) A failure to comply with this Policy may result in an investigation into the circumstances of the matter and may result in further action as determined by the Senate.

Section 9 - Policy Review

(40) In line with the Policy Development and Review Policy, this Policy is scheduled for review every five years or more frequently if appropriate.

Section 10 - Further Assistance

(41) A Senator who requires assistance in understanding this policy should contact the Responsible Officer for clarification.

Section 11 - Schedule A: Senator Register of Interests and Related Party Transactions

(42) As at: [Insert Date]

Name of Senator	Description of Interest	Nature of Notice	Management of Conflict	Related Party Transaction	Member Approval	Resolution Number
Senator X	Membership of [X] Association	Standing Notice provided on appointment [DATE]	N/A	N/A	N/A	N/A
Senator Y	Responsible Person of [X] Charity	Declared verbally at meeting on [DATE] – refer minutes	Senator Y refrained from voting on Agenda Item [X] of meeting [DATE]	ACU previously utilised facilities at [X] Charity of which Senator Y is a Responsible Person	N/A	S 2017/ xxx
Senator Z	[Y]Director of Financial Services	Declared in writing to Secretary of Corporation on [DATE] and tabled at meeting on [DATE] – refer meeting materials	N/A	N/A	N/A	N/A

Section 12 - Associated Information

(43) For related legislation, policies, procedures and guidelines and any supporting resources please refer to the Associated Information tab.

Status and Details

Status	Current
Effective Date	21st December 2023
Review Date	30th April 2024
Approval Authority	Senate
Approval Date	21st December 2023
Expiry Date	Not Applicable
Responsible Executive	Diane Barker Chief Legal Assurance and Governance Officer
Responsible Manager	Matthew Charet National Manager, Governance
Enquiries Contact	Matthew Charet National Manager, Governance Legal, Assurance and Governance Directorate