

# Conflict of Interest and Disclosure Procedure for Members of Senate

## Section 1 - Purpose and Scope

### Context

(1) Members of Senate are required to comply with the requirements of section 26A of the [University of Queensland Act 1998](#) in the performance of their functions. Section 26A requires members to:

- a. act honestly and in the best interests of the University; and
- b. exercise reasonable skill, care and diligence; and
- c. disclose to the Senate any conflict that may arise between the member's personal interests and the interests of the University; and
- d. not make improper use of their position as a member, or of information acquired because of their position as a member, to gain, directly or indirectly, any advantage for the member or another person.

(2) In accordance with section 6(d) of the [Public Sector Ethics Act 1994](#) (Qld), the University has a [Conflict of Interest Policy](#) which requires Staff and members of Senate to acknowledge the primacy of the public interest and ensure that any conflict of interest is avoided, resolved or appropriately managed in accordance with that policy.

(3) The [Conflict of Interest Policy](#) applies to all Staff of the University and members of the Senate and has three associated procedures:

- a. [Conflict of Interest for Members of Staff Procedure](#);
- b. [Disclosure of Interests Relating to Commercialisation Procedure](#); and
- c. Conflict of Interest and Disclosure Procedure for Members of Senate Procedure (this Procedure).

### Purpose

(4) This Procedure:

- a. outlines the responsibilities of Senate members and lay members in relation to conflicts of interest and outline a process to identify, declare and manage conflicts;
- b. sets out a process for members of Senate to identify and declare related party transactions; and
- c. sets out a process for members of Senate to complete an annual fit and proper person requirement declaration.

### Scope

(5) This Procedure applies to members of Senate acting in their capacity as a Senate member and lay members. In addition, a member of Senate or lay member who is also a Staff member must disclose any interests that might arise in their capacity as a Staff member in accordance with the Conflict of Interest Policy and Conflict of Interest for Members of Staff Procedure.

(6) Members of Senate and lay members are directed by the University to comply with the Conflict of Interest

## Section 2 - Process and Key Controls

(7) Members of Senate have a duty to act in the best interests of the University in the performance of their functions. In the interests of good governance, the University will manage conflicts of interests for members of Senate by requiring members to:

- a. avoid conflicts of interest where possible;
- b. identify and properly disclose any conflicts of interest;
- c. carefully manage any conflicts of interests; and
- d. follow this Procedure in disclosing and managing conflicts of interests.

(8) UQ's Conflict of Interest Policy requires members of Senate to assess their private and personal interests and identify whether they conflict or have a potential to conflict with their duties as a member of Senate. Any conflicts or potential conflicts are to be disclosed and managed in accordance with section 3 of the Procedure.

(9) Lay members who sit on Senate committees or Senate working groups are required to declare any conflicts of interest in accordance with this Procedure as if they were members of Senate.

(10) Senate members come under the definition of 'key management personnel' under the Australian Accounting Standard AASB 124 Related Party Disclosures. This Standard requires members of Senate to declare, on an annual basis, any related party transactions/arrangements.

## Section 3 - Key Requirements

### Declarations of Interests

(11) Members of Senate are required to, on appointment and thereafter on an ongoing basis as necessary, make a declaration of any personal interests that could give rise to or reasonably be perceived as a conflict between the member's personal interests and the interests of the University.

(12) The declaration of interest is to be made to the Senate Secretary. The Senate Secretary will ensure a current Register of Interests is available on the Board portal before each Senate meeting.

(13) The declaration of interests must include, where relevant:

- a. the name of the member of Senate;
- b. the date the interest arose;
- c. a record of the interest, for example:
  - i. current paid work;
  - ii. current investments;
  - iii. current trusteeships;
  - iv. current directorships;
  - v. current membership of other organisations;
  - vi. relevant interests of family.
- d. the relationship of interests (if any) to the University's activities or proposed activities;
- e. the date of the disclosure;

- f. the steps taken to prevent or manage the conflict, if any.

(14) Where, at a Senate, Senate committee or Senate working group meeting, a discussion is to be held or decision made on a matter where a Senate member has a conflict of interest, the member is required as soon as practicable to:

- a. disclose the conflict to the Chancellor or chair of the committee or working group if the declaration has not already been made; or
- b. remind members if a declaration has already been made.

(15) Where a member is in doubt as to whether or not an interest should be declared, the member should consult with the Chancellor or chair of the committee or working group, as soon as practicable.

(16) Where a question arises concerning a conflict of interest of the Chancellor, or the chair of a committee or working group, the determination and management of the conflict is to be considered and decided by the whole of the Senate, committee or working group, excluding the Chancellor, or chair, as appropriate.

## **Declaration of Interests as an Agenda Item**

(17) There will be a standing item titled "Declaration of Interests" (after Welcome and Apologies) on the agenda for all Senate, Committee and Working Group meetings.

## **Managing Conflicts of Interest**

(18) Where a conflict arises between an interest of a member and an issue for consideration at a Senate meeting, or Senate committee or working group meeting, the conflict should be noted in the minutes of the meeting.

(19) When deciding what course of action to adopt to manage a conflict of interest, consideration will be given to:

- a. whether the conflict needs to be avoided or simply documented;
- b. whether the conflict will realistically impair the disclosing member's capacity to impartially participate in decision-making processes of Senate or Senate committee;
- c. any alternative options to avoid the conflict;
- d. the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of the University.

(20) Once the conflict is appropriately disclosed, the Senate or a Senate committee or working group (excluding any conflicted member) should decide how to manage the conflict. Strategies available, include:

- a. determining that it would remain appropriate for the member to contribute to the discussion about the issue;
- b. imposing restrictions on the involvement of the member in the matter, by:
  - i. restricting the receipt of Senate papers or other information which in any way relates to that a matter; or
  - ii. restricting participation in any debate; or
  - iii. excluding that member from voting on the matter or issue.
- c. requiring the member leave the room during any debate or vote on that matter;
- d. requiring the member relinquish the interest that is creating the conflict; or
- e. requesting the member to resign from Senate. This approach would only be considered if the conflict of interest is material and cannot be resolved in any other workable way.

## **Declaration of Related Party Transactions/Arrangements**

(21) Each year in November, Senate members are required to complete a Declaration of Related Party

Transactions/Arrangements for the current period 1 January to 31 December in relation to The University of Queensland. Any declarations made by members may be reported in the University's Financial Statements in accordance with the requirements of the Australian Accounting Standard AASB 124 Related Party Disclosures.

### **TEQSA Fit and Proper Person Requirement Declaration**

(22) On appointment and thereafter on an annual basis at the beginning of each year in February, Senate members are required to complete the TEQSA fit and proper person requirement declaration. Completed declarations must be submitted to the Senate Secretary, reviewed to determine if any further investigation is required and retained in the University's electronic records management system. Any concerns will be referred to the Chancellor for further investigation and consideration. Senate members are required to notify the Chancellor of any circumstance that would alter the accuracy of their declaration on an ongoing basis.

## **Section 4 - Roles, Responsibilities and Accountabilities**

### **Members of Senate**

(23) Members of Senate are responsible for complying with this Procedure by declaring any conflicts of interest and related party transactions/arrangements, and completing an annual fit and proper person requirement declaration. Members are also required to ensure any declared conflicts of interest are managed in accordance with this Procedure.

### **Finance and Business Services**

(24) The Corporate Finance section of Finance and Business Services is responsible for coordinating the annual declaration of related party transactions/arrangements and advising on the requirements of Australian Accounting Standard Board (AASB) standard - 124 Related Party Disclosures in relation to the disclosure of any declarations in the University's Financial Statements.

## **Section 5 - Monitoring, Review and Assurance**

(25) Senate will review the confidential register of interests and related party transactions on an annual basis.

(26) The Senate Secretary is responsible for ensuring compliance with this Procedure.

## **Section 6 - Recording and Reporting**

### **Senate Secretary**

(27) The Senate Secretary is responsible for maintaining a confidential register of interests and for documenting in the minutes a declared or determined interest at a meeting of Senate and the manner in which the Senate resolved to manage the conflict. The Senate Secretary is also responsible for collecting and maintaining a record of annual fit and proper person requirement declarations.

### **Secretary of a Senate Committee or Working Group**

(28) The Secretary of a Senate Committee or Working Group is responsible for documenting in the minutes any conflict of interest that arises in a Senate Committee or Working Group meeting and the manner in which the conflict was managed and notifying the Senate Secretary of the conflict and the manner in which the conflict was managed.

## Chief Financial Officer

(29) The Chief Financial Officer is responsible for maintaining a confidential register of related party transactions/arrangements.

# Section 7 - Appendix

## Definitions

Term	Definition
Conflict of Interest	Is a situation where an actual, perceived or potential conflict exists: <ul style="list-style-type: none"><li>• an actual conflict involves a direct conflict between a member's duties and responsibilities to the University and a competing interest or obligation, whether personal or involving a third party.</li><li>• a perceived conflict exists where it could reasonably be perceived, or give the appearance, that a competing interest could improperly influence the performance of a member's duties and responsibilities to the University.</li><li>• a potential conflict of interest arises where a member has an interest or obligation, whether personal or involving a third party, that could conflict with the member's duties and responsibilities to the University.</li></ul>
Key management personnel	Are people with the authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Lay member	Means any other person who sits on Senate committees or Senate working groups who are not Senate members.
Related party or parties	Includes: <ul style="list-style-type: none"><li>• the University's key management personnel;</li><li>• any close family members of the University's key management personnel; and</li><li>• any entities controlled or jointly controlled by a person from any of the above two groups.</li></ul>
Staff	For the purposes of this Procedure, means all officers and employees of the University, persons acting in an honorary or voluntary capacity for, or at the University, but excluding members of the University Senate and lay members.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	19th May 2022
<b>Review Date</b>	19th May 2027
<b>Approval Authority</b>	Senate
<b>Approval Date</b>	19th May 2022
<b>Expiry Date</b>	Not Applicable
<b>Policy Owner</b>	Phil Vaughan Chief Human Resources Officer
<b>Enquiries Contact</b>	Human Resources Division