

MSTYP Conflict of Interest Policy

Purpose

The purpose of this Conflict of Interest Policy (**Policy**) is to assist the responsible persons of Marian St Theatre for Young People Inc, a New South Wales Incorporated Association (**MSTYP**), to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of MSTYP and manage associated risks.

Objective

MSTYP aims to ensure that responsible persons are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this Policy to ensure that they effectively manage those conflicts of interest as representatives of MSTYP.

Scope

This Policy requires 'responsible persons' to disclose material conflicts of interest. For the purposes of this Policy, Responsible Persons will include:

- (a) the members of the MSTYP Committee;
- (b) persons concerned in the management of MSTYP;
- (c) the Artistic Director of MSTYP; and
- (d) any other person or body having similar functions in relation to the management or operation of MSTYP as a responsible person.

Definition of conflict of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of MSTYP. This results in a situation where the Responsible Person may be tempted to make or makes decisions for reasons other than the best interests of MSTYP.

Personal interests include direct interests, as well as those of family, friends, or other organisations that a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a person's duty to act in the best interests of MSTYP and another duty that the Responsible Person has (for example, to another charity). 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. This would include an ongoing financial relationship such as being a paid employee of MSTYP or leasing property to MSTYP; or

- **Non-pecuniary interests** exist when no financial component exists but an interest exists due to relationships, social or cultural ties or involvement in an outside organisation.

A conflict of interest may be actual, potential or perceived and can be identified as follows:

- **Actual conflict** – a real conflict exists between a person’s private interests and the interests of MSTYP;
- **Potential conflict** – a person’s private interests do not currently conflict with those of MSTYP, but could potentially conflict in the future; or
- **Perceived conflict** – a third party could reasonably believe a conflict exists.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of MSTYP and must be managed accordingly.

For the remainder of this Policy, these three categories of conflict will all be considered equivalent. No special treatment will be accorded to one type of conflict above another.

Policy Statement

This Policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to MSTYP if they are openly and effectively managed. It is the policy of MSTYP, as well as a responsibility of the MSTYP Committee, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to MSTYP.

MSTYP will manage conflicts of interest by requiring Responsible Persons to:

- (a) avoid conflicts of interest where possible;
- (b) identify and disclose any conflicts of interest;
- (c) carefully manage any conflicts of interest; and
- (d) follow this Policy and respond to any breaches.

Responsibility of the MSTYP Committee

The Committee is responsible for:

- (a) establishing a system for identifying, disclosing and managing conflicts of interest across MSTYP;
- (b) monitoring compliance with this Policy; and
- (c) reviewing this Policy on an annual basis to ensure that the Policy is operating effectively.

Conflict of Interest Disclosure Statement

All Responsible Persons must complete a Conflict of Interest Disclosure Statement in the form at Appendix A of this Policy:

- (a) at the time they are appointed to their role with MSTYP, whether or not they have material conflicts to disclose;
- (b) at the time that the Committee first approves this Policy, whether or not the Responsible Person has material conflicts to disclose;
- (c) at the start of every calendar year thereafter, whether or not they have material conflicts to disclose; and/or
- (d) where their circumstances have changed since the existing disclosure statement was submitted and the person has an actual, perceived or potential conflict of interest in undertaking their duties.

Other members of staff and other persons working for MSTYP, such as volunteers and contractors, are required to complete a Conflict of Interest Disclosure Statement if they have a material conflict of interest. MSTYP must ensure that Conflict of Interest Disclosure Statements are retained for at least seven years before archiving or disposing.

Checklist for determining conflict of interest

In determining whether a conflict of interest exists in relation to a matter, Responsible Persons should consider the following:

- (a) Is there a realistic expectation that I will, directly or indirectly, gain a financial or other material benefit or suffer a financial or other material loss?
- (b) Will the matter affect my earning capacity or financial situation?
- (c) Will it have an impact on the value of any shares or property that I own?
- (d) Do I have a second job or private business that may be affected by the matter?
- (e) Do I have any debts owing to a person who will be affected by the matter?
- (f) Have I accepted hospitality, sponsored travel or other benefits from a person who will be affected by a decision under my authority?
- (g) Is there a realistic expectation that someone in a personal or business relationship with me will, directly or indirectly, gain a financial or other material benefit or suffer a financial or other material loss?
- (h) By nature of my relationship with this individual, would any benefit or loss they receive be expected, under normal circumstances, to flow through to me?

If in doubt, Responsible Persons should raise the potential conflict of interest with the Committee.

Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into MSTYP's Register of Interests (to be maintained in the form at Appendix B of this Policy), as well as being raised with the Committee. The Conflict of Interests Disclosure Statements will be used by the General Manager to update the Register of Interests.

The Register of Interests will formally be tabled at every Committee meeting. Where all of the other Responsible Persons share a conflict, the Committee should refer to *ACNC Governance Standard 5* (under the *Australian Charities and Not-for profits Commission Act 2012* (Cth)) to ensure that proper disclosure occurs. The Register of Interests must be maintained by MSTYP, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it). Each entry in the Register of Interests must be maintained for seven years following the date of the entry in the register before archiving or disposing.

Confidentiality of disclosures

The Conflict of Interest Disclosure Statements and the Register of Interests should remain confidential and only be accessed by Responsible Persons.

Action required for management of conflicts of interest

Conflicts of interest of members of the Committee

Committee members must raise any actual, perceived or potential conflict of interest in regard to items on the agenda for a meeting of the Committee. Any conflict of interest raised must be recorded in the minutes of the meeting by the Secretary of the Committee.

Once the conflict of interest has been appropriately disclosed, the Committee (excluding the Committee member disclosing and any other conflicted Committee member) must decide whether or not those conflicted Committee members should:

- (a) vote on the matter (this is a minimum);
- (b) participate in any debate; or
- (c) be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Committee member from regularly participating in discussions, the Committee may consider whether it is appropriate for the person conflicted to resign from the Committee.

What should be considered when deciding what action to take?

In deciding what approach to take when a Responsible Person has a conflict of interest, the Committee will consider:

- (a) whether the conflict needs to be avoided or simply documented;
- (b) whether the conflict will realistically impair the disclosing person’s capacity to impartially participate in decision-making;
- (c) alternative options to avoid the conflict;
- (d) MSTYP’s objects and resources; and
- (e) the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, MSTYP.

The approval of any action requires the agreement of at least a majority of the Committee (excluding any conflicted Responsible Person(s)) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the Register of Interests. The President of the Committee must complete and sign a Review by Committee Statement in respect of each conflict.

Compliance with this Policy

If a person suspects that a Responsible Person has failed to disclose a conflict of interest, they must notify the Committee as soon as practicable. If the Committee has a reason to believe that a person subject to this Policy has failed to comply with it, the Committee will investigate the circumstances.

If it is found that a person has failed to disclose a conflict of interest, the Committee may take appropriate action as determined by the Committee. Any final decision must be agreed to by a majority of the Committee (excluding the conflicted Committee member (if any)).

Policy review

This Policy will be reviewed annually by the Committee and may be revised to improve existing procedures or reflect changes in any applicable legislation. The President of the Committee is responsible for ensuring that:

- (a) this Policy, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate; and
- (b) the current updated version of this Policy is provided to all Responsible Persons.

Date of approval by MSTYP Committee:	05/05/2020
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Policy version:	Version 1
Date for review:	05/05/2021

Appendix A

MSTYP Conflict of Interest Disclosure Statement

I, _____
(full name)

of _____,
(address)

hereby declare I have (*tick whichever is applicable*):

- no conflicts of interest to declare
- a conflict of interest considered to be:
Actual Potential Perceived

Please provide a brief outline of the nature of the conflict if applicable (details may be included privately in a separate confidential envelope if appropriate).

Please detail the arrangements proposed to resolve/manage the conflict if noted above (*attach separately if appropriate*).

I, _____, hereby agree to:
(full name)

- update this disclosure throughout the period of my tenure as a Responsible Person on an annual basis or until such time as the conflict ceases to exist, or at such a time a conflict arises; and
- comply with any conditions or restrictions imposed by MSTYP to manage, mitigate or eliminate any actual, potential or perceived conflict of interest and/or commitment.

Signed:

Date:

Review by Committee of MSTYP

I, _____ hereby confirm:
(full name of President of the Committee)

the Committee has reviewed the Conflict of Interest Disclosure Statement and has taken the following action in relation to this matter:

Signed:

Date:

Appendix B

MSTYP Register of Interests

Name of Responsible Person	Date interest disclosed	Description of interest	Type of conflict (actual/ potential/ perceived)	Date Reviewed by Committee	Description of action taken or proposed to resolve/manage the conflict