



Conflict of Interest Policy

1. Purpose

- 1.1 This policy outlines potential and actual conflicts of interest issues in Western Sydney University International College (WSUIC) context with a view to generating increased awareness and understanding, and to provide protection for both WSUIC and the individuals concerned.
- 1.2 The objectives of this policy are:
- a) to protect WSUIC's interest in impartial and objective decision making;
 - b) to protect the reputation of WSUIC by maintaining ethical standards of good judgement, fairness and integrity in all its dealings; and
 - c) to ensure that staff always observe the highest standard of business ethics.

2. Scope

- 2.1 This document applies to WSUIC employees charged with carrying out its activities and functions and should be read in conjunction with POL 21 Staff Code of Conduct, which establishes WSUIC's broad ethical framework and values, and other applicable policies, procedures and guidelines.

3. Definitions

3.1 *"Conflict of Interest"*

Refers to a potential or actual conflict between official WSUIC duties and material interests and personal relationships, where the material interests or personal relationships could improperly influence the way in which a person carries out their official duties.

3.2 *"Financial Benefit"*

Benefit in the form of remuneration, payment or gift received by a staff member that is in addition to salary paid by the WSUIC. Financial benefits might also include investments, ownership or directorship of any companies, consultancies, provision of goods or services, receipt of royalties or other consideration.

3.3 *"Personal Relationships"*

Relationships with individuals or people that extend outside of WSUIC or WSUIC duties, or a relationship where a reasonable person might perceive that there could be some bias, either positive or negative, resulting from that relationship.



3.4 “Material interests”

Refers to any interests that involve potential gain or loss (financial or non-financial) for an individual or for any other person or organisation that individual may wish to benefit (e.g. family, friends, associates) or disadvantage (e.g. competitors, rivals)

3.5 “WSUIC”

Refers to Western Sydney University International College

4. Policy Statement

4.1 WSUIC promotes, through its POL 21 Staff Code of Conduct Policy and other policies, an environment that is values-based, founded on the principles of honesty, transparency, responsibility, fairness and accountability, to maintain the integrity of its decision-making processes.

4.2 Conflicts of interest may affect or have the appearance to affect sound and professional judgement adversely. Conflicts of interest or perceived conflicts of interest, both actual and potential, must be declared and managed to ensure integrity and transparency.

4.3 Staff members and other individuals who are charged with carrying out WSUIC activities and functions have a responsibility to declare and manage conflicts of interest as they arise.

4.4 Staff members also have a responsibility to avoid activities or actions in relation to students that may impair objectivity, compromise academic standards, impede student development, or risk exploitation of the student, or that may be perceived to do so.

4.5 Individuals who are considered to have breached WSUIC requirements regarding the management of conflicts of interest, as set out in this policy, the POL 21 Staff Code of Conduct Policy, and other WSUIC policies or procedures, may be subject to disciplinary action.

5. Declaration of a Conflict of Interest

5.1 All individuals are responsible for identifying, declaring and managing conflicts of interest that apply to them. **Navitas Workplace Relationships Disclosure Form by Employees** must be completed when declaring conflicts of interest.

5.2 The existence of a conflict of interest doesn't mean that something improper will automatically occur.

5.3 The primary obligation is to disclose the potential conflict of interest immediately, in writing to the College Director and Principal. Failing to disclose a potential conflict of interest appropriately will be regarded as misconduct.



5.4 Managers and other responsible parties are accountable for ensuring that declared conflicts of interest, real, potential or perceived, are evaluated and managed appropriately.

6. Managing Conflicts of Interest

6.1 If a staff member at any time believes or suspects that a conflict of interest exists or potentially exists, the staff member should seek advice immediately from their respective Manager. If the Manager believes a conflict of interest exists, the staff member will be advised by the Manager to detail in writing the nature of the conflict.

6.2 Once a conflict of interest is identified, a management plan should be developed to resolve or manage the conflict of interest as a matter of priority. A management plan states matters including:

- a) the nature of the staff member's personal interest;
- b) the interest/s of WSUIC with which the staff member's personal interest do or could conflict;
- c) the likelihood of the interests actually coming into conflict;
- d) the decisions or actions which the staff member agrees to avoid doing and participating in; and
- e) the decisions or actions which it is agreed the staff member can take or do.

6.3 Where a Manager, or other relevant person becomes aware of a conflict of interest (or perceived conflict of interest) that has not been declared they should discuss the matter at that point in time with the individual and if appropriate put in place a risk management strategy.

6.4 Where circumstances affecting a declared conflict of interest change, any declarations should be amended accordingly, and the risk management strategy revised, as appropriate.

6.5 The best way to manage a conflict of interest is to avoid it. Depending on the circumstance, a range of risk management strategies can be implemented, including:

- a) appointing an independent third party to review or oversee the activity or action;
- b) allowing or making an opportunity available for an individual to step down from the task, meeting or item in order to avoid the conflict of interest;
- c) appointing another person or persons to a panel/committee/team;
- d) asking the individual to relinquish or quarantine the personal interest;
- e) removing the individual from the decision-making process or duties in regards to the matters to which the conflict of interest relates; or
- f) individuals absenting themselves from or not taking part in debate and/or voting in committees/boards on matters relating to the conflict of interest.

6.6 Conflicts of interest are often obvious but where there is uncertainty on whether a conflict of interest exists, parties should:

- a) consider whether the action or activity is consistent with WSUIC's values as outlined in POL 21 Staff Code of Conduct Policy;



- b) consider whether the action or activity is consistent with community values, standards and behaviours;
- c) consider how the action or activity might look to other people who care about the decision or outcome, or to other people who come to know about it;
- d) consider whether the relationship or interest might compromise an individual's ability to exercise sound judgement; and/or
- e) refer to information available from other sources such as the [Office of Audit and Risk Assessment](#), the [NSW Ombudsman](#) or [ICAC](#).

6.7 At times, a conflict of interest may not be recognised because it is a relatively minor matter. A minor matter that occurs frequently, however, may become substantial. Regardless of how minor a conflict of interest may seem, it is important to maintain an ethical approach in all circumstances.

7. Examples of Conflicts of Interest

7.1 The following examples are provided to develop a better understanding of the nature of conflicts of interest so that individuals will be able to recognise conflicts when they arise and take appropriate action in regard to their management.

7.2 Relationships with Students

7.2.1 Conflicts of interest may arise when a staff member has or enters into a dual-role relationship with a student or students. A dual-role relationship exists where staff members have a personal relationship or material interest involving a student or students.

7.2.2 Where a staff member has a personal relationship (as defined in this policy) with a student the following activities will almost certainly represent a conflict of interest:

- a) teaching, marking or assessing the work of that student(s);
- b) undertaking administrative tasks for example, registering or accepting assessment items, processing results or invigilating exams for that student (s);
- c) recommending or approving allocation of resources such as approving travel or the awarding of a prize or scholarship for that student(s);
- d) participating in a process for alternative entry, for example an interview, or recommending or approving the outcome of such a process for that student(s); or
- e) participating in misconduct or disciplinary proceedings for that student(s).

7.2.3 Whilst it is appropriate for staff members to establish good rapport with students, staff members should avoid actions or activities that may lead to the perception of favouritism or unfairness. Examples include:

- a) allowing access to WSUIC resources not normally available to students, for example allowing students to use staff computers, staff offices or staff logins;
- b) excessive socialising with a student(s) outside of class;
- c) lending money to or borrowing money from a student or students; and



d) giving gifts to or accepting gifts from a student or students.

7.2.4 Where any WSUIC staff member offers or provides private tuition for a WSUIC student or students, whether or not for financial gain, this will be deemed a direct conflict of interest.

7.3 External or Additional Work

A conflict of interest can arise in the context of staff undertaking other work in addition to their substantive role with WSUIC because such work may compete with or be incompatible with WSUIC's activities.

7.4 Personal Relationships between staff members

7.4.1 Conflicts of interest relating to personal relationships between staff members or with prospective employees (as defined in this policy) that should be declared and managed include:

- a) participating in a selection process, for example as a member of a recruitment committee, promotions committee or as an approving officer, where one has a personal relationship with an applicant;
- b) recommending or approving development opportunities, funding, travel, or the allocation of resources, for example, where one has a personal relationship with another employee who stands to lose or gain, dependent on the outcome;
- c) engaging temporary or casual staff where there is a personal relationship with the person approving the appointment or with another staff member known to the person approving the appointment;
- d) conducting performance appraisals, for example, where one has a personal relationship with the employee who is the subject of the appraisal; and
- e) participating in disciplinary proceedings as a member of the investigation committee, as the approving officer or as the employee charged with carrying out resultant actions (punitive or non-punitive), where one has a personal relationship with the complainant or the respondent.

7.4.2 Employment of an individual who has a personal relationship with a current staff member warrants careful attention. Alternative supervision and reporting arrangements must be put in place where the parties are working in the same area.

7.5 Financial Transactions

7.5.1 Conflicts of interest occur where a benefit or bias, or the appearance of such, results from a decision because of an individual's material interests or a personal relationship with parties involved.

7.5.2 A conflict of interest also extends to using WSUIC's credit, purchasing power or facilities for purchasing goods and services, or for using WSUIC property for personal gain. This also applies to behaviours of purchasing products or services that would not normally be purchased by WSUIC by way of contractual agreements e.g. through



suppliers in competition with approved “preferred suppliers” as negotiated through preferred supplier agreements where the product or service is comparable to that offered by the preferred supplier, without the direct consent of the College Director and Principal. At all times, staff with financial responsibilities should seek value for money for WSUIC and should not undertake any financial transactions that may be deemed in any way fraudulent.

7.5.3 Advice may be sought from the College Director and Principal regarding conflicts of interest in financial transactions.

7.6 Dual Interests

7.6.1 WSUIC staff members are frequently involved with external organisations that result in dualities of interest or obligation with respect to WSUIC and the other organisation. Typically, these involvements are important complements to the staff member's role with WSUIC. Some examples are:

- I. serving on a board or committee of an external body, such as a government agency or higher education provider; and
- II. holding an honorary appointment with another university or higher education provider.

7.6.2 In these situations, the staff member has obligations to both organisations and occasionally conflicts of interest may emerge on issues and as such, disclosure of the conflict of interest is required. In most cases the conflict of interest may be managed. However, depending on the circumstances, this may need to be dealt with through withdrawal from involvement in the issue of concern. In circumstances of ongoing conflict situations, re-consideration of continuance in both roles will be needed.

7.7 Business and Professional Interests

Where staff have business and/or professional interests, whether paid or unpaid, separate to their role at WSUIC, it is important that these do not conflict with their WSUIC employment. Sessional teaching staff may be exempt from this policy if a conflict of interest is unavoidable due to the contingent nature of their employment.

7.8 Access to Personal Records and Information

During the course of their work with WSUIC, staff will have access to personal information. Staff should only access and use information that they specifically need to undertake their duties. Access and use of personal information is covered by privacy laws and POL 3 Privacy Policy. A direct conflict of interest results where staff members use any information that they have access to regarding the business operations of WSUIC for personal reasons.



8. Quality and Compliance

- 8.1 This policy is reviewed periodically (at a minimum every two years) to ensure regulatory compliance, operational currency, the identification of continuous improvement opportunities and risk identification and mitigation. This review is reflected in WSUIC’s Risk Management Framework.
- 8.2 This policy will be available on the WSUIC website for students and the WSUIC SharePoint site for staff access.
- 8.3 Emails will be issued to all staff to inform and update them on any changes to the policy and/or procedures and guidelines.
- 8.4 New staff will receive policy information during the induction process where it relates to their position.

9. Related Forms and Documents

- Conflict of Interest Register
- Navitas Workplace Relationships Disclosure Form

10. Related Policies, Procedures, Guidelines and Legislation

- POL 21 WSUIC Staff Code of Conduct
- POL 37 WSUIC Privacy Policy
- POL 43 WSUIC Staff Disciplinary Action Policy
- PRO 29 WSU Conflict of Interest Procedure
- Commonwealth Privacy Act
- Commonwealth Ombudsman
- NSW Government Privacy Laws

Approval and Amendment History

Approval Authority:	Western Sydney University International College Board of Directors
Policy Owner:	Executive
Approval Date:	23 March 2018
Date for Next Review:	5 th July 2026



Amendments		
Revision Date	Version	Summary of changes
21/10/2016	1.0	New Policy Developed and Implemented
27/04/2018	1.1	<p>Replacement of Western Sydney University International College with WSUIC throughout policy and inclusion of WSUIC in definitions (3.5). Grammatical changes throughout the document to provide clarity of purpose.</p> <p>Addition of Clause 2.2</p> <p>Clause 4.5 addition of reference to Staff Disciplinary Policy;</p> <p>Clause 5.1 addition of reference to FORM 14;</p> <p>Clause 5.3 – additional statement to confirm action to be taken</p> <p>Clause 5.3 – include that ongoing declarations should be made in the first statement, thereafter to be reviewed annually.</p> <p>Clause 5.4 addition of word “immediately”, replacement of “Senior Manager Organisational Development” with “College Director and Principal”, and minor grammatical change regarding declaration in writing;</p> <p>Clause 6.5.3 replacement of “Senior Manager, Finance and Infrastructure” with College Director and Principal”;</p> <p>Clauses 8 and 9 Updating of related documents and policies. Clause 7.8 addition of word “specifically”</p> <p>Clause 8: Update name of frameworks, Addition of sub-clauses 8.2 8.3 and 8.4</p>
14/04/2020	1.1	No amendments
25/05/2022	1.1	Regular review, no amendments
04/07/2024	1.2	<p>Minor amendments to policy naming convention</p> <p>Removal of Navitas Conflict of Interest Declaration Form and</p> <p>Inclusion of Navitas Workplace Relationships Disclosure Form</p> <p>Benchmarked with WSU and Navitas</p> <p>Addition of Appendix 1 – Conflict of Interest Protocol</p>



Appendix 1 - Conflict of Interest Protocol

1. Background

- 1.1 In accordance with the Company's Shareholders' Deed, the Company's Board of directors (**Board**) is comprised of six directors: two appointed by Western Sydney University (**WSU**), two appointed by Navitas Pty Limited (**Navitas**) and two independent directors, appointed by the Shareholders acting through their nominee directors or in general meeting (**Independent Directors**).
- 1.2 It is recognised that the Company is an incorporated Joint Venture and that the Shareholder appointed directors represent the interests of their respective appointing shareholders as well as providing the Company with the benefit of the knowledge and experience gained from their respective organisations that conduct similar or related businesses and educational establishments.
- 1.3 It is further recognised that the Independent Directors are non-executive roles, and those directors may hold directorships in other bodies which may conduct similar businesses to the Company or be related to either shareholder.
- 1.4 This protocol is intended to set out the Board's expectations in relation to, and assist directors to manage, conflicts of duty that might arise between their appointed roles and in relation to any material personal interests they may have.

2. General obligation

- 2.1 Each director has a duty not to place themselves in a position where:
 - a. the director has a material personal interest or other interest giving rise to a real or substantial possibility of a conflict; or
 - b. the director's duty to the company conflicts with, or gives rise to, a substantial possibility of conflict with a fiduciary or statutory duty they owe to another body, in relation to any matter which is or is likely to be brought before the Board.
- 2.2 In relation to WSU's and Navitas' appointed directors, the Company's shareholders have expressly agreed that the shareholder appointed directors may, subject to their director's duties and the Shareholders' Deed, have regard to and represent the interests of their appointor in their roles as directors of the Company.

3. Disclosure of Material Personal Interests

- 3.1 In accordance with s191 of the *Corporations Act 2001* (Cth), all directors are obliged to give other directors notice of any material personal interest they may have in a matter which relates to the affairs of the Company (unless excluded in s191(2)) as soon as practicable after the Director becomes aware of their interest in the matter.
- 3.2 Directors giving notice of a material personal interest must give details of the nature and extent of that interest and the relation of the interest to the affairs of the Company. The details of the interest must be recorded in the minutes of the Board meeting.
- 3.3 In accordance with s192 *Corporations Act 2001* (Cth), directors may give standing notice of any material personal interest in a matter at any time whether or not the matter relates to the affairs of the Company at the time the notice is given. The details of the interest must be tabled at the next board meeting after the standing notice is given and be recorded in the minutes of that meeting.
- 3.4 The Company Secretary (or person acting in that capacity) shall maintain a register of notices provided under paragraph 3.1 and 3.3 and make this available to all Directors.
- 3.5 A director giving notice under 3.1 or 3.3 may, in accordance with Clause 77.5 of the Company's Constitution, be counted in the quorum for the Board meeting and vote on the matters that relate to the interest so disclosed.



4. Disclosure of appointments that might give rise to actual or perceived conflict of duty

- 4.1 Directors are required to disclose to the Board any appointment to a board of directors (or equivalent governance body) of any other body corporate which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict with the interests of the Company in relation to any matter to be considered by the Board ("**Conflicting Appointment**").
- 4.2 The Company Secretary shall maintain a register of appointments notified under paragraph 4.1 and make this available to all Directors.

5. Conflict management procedure

- 5.1 Subject to paragraph 5.2, where a director has disclosed a Conflicting Appointment under paragraph 4.1 in relation to a matter to be considered by the Board, the director:
- (a) shall continue to receive Board papers or other information which relates in any way to that matter, unless the director requests, or the Chair determines, that the director should not receive any or all of those documents;
 - (b) shall withdraw from any part of a Board or Board committee meeting for the duration of any discussion on that matter; and
 - (c) shall not vote on that matter.
- 5.2 Paragraph 5.1 shall not apply to the directors appointed by the Shareholders in respect of any matter constituting a Critical Board Business Matter / requiring a Directors Unanimous Decision given that it is the intent of the Shareholders Deed that such matters only be approved by the Board with the approval of each Shareholder's appointed directors.
- 5.3 If a majority of directors who have not disclosed a Conflicting Appointment under paragraph 4.1 do not have an interest in such matter, resolve that the Conflicting Appointment should not disqualify a director from: (a) being present while the matter is being considered, then paragraph 5.1 shall not apply and the director may be present; and/or (b) vote on the matter, then paragraph 5.1 shall not apply and the director may be present and vote on the matter. The minutes shall record the decision taken by the directors who do not have a Conflicting Appointment, including the nature and extent of the Conflicting Interest and its relation to the affairs of the Company.

6. Examples of matters that are likely to or not likely to constitute a Conflicting Appointment

- 6.1 To assist directors in determining whether a Conflicting Appointment exists and should be notified to the Board under paragraph 4.1, the following general principles and examples are set out:
- (a) If the Board is to consider a matter by which the Company is pursuing a specific transaction or engagement which the other body corporate is also pursuing (for example entry into a relationship with a foreign government sponsor, university or prospective employee) and it is reasonable to assume that if the other body corporate is successful in that transaction or engagement then the Company will be unsuccessful (or vice versa), then such a matter would be likely to constitute a Conflicting Appointment.
 - (b) The fact that another body corporate operates a similar business to the Company would not normally of itself give rise to a Conflicting Appointment. For example, if a director is on the board of the Company and another pathway college or education provider who both seek to recruit students, this would not of itself constitute a Conflicting Appointment. If, however, the Board is to consider a matter which would likely have a real and substantial impact (either positive or negative) on another body corporate of which a director is also a director, then such a matter would be likely to constitute a Conflicting Appointment.



- (c) A director appointed by a Shareholder holding a position of director on the board of its appointing shareholder or its related body corporate will not of itself constitute a Conflicting Appointment, having regard to the Shareholders' agreement that appointed directors may, subject to their director's duties and the Shareholders' Deed, have regard to and represent the interests of their appointor.
- 6.2 The above principles and examples are not to be considered exhaustive or definitive and directors should have regard to the circumstances of any potentially Conflicting Appointments, and their overriding duty to act in the best interest of the Company as a whole, in determining whether an appointment is notifiable as a Conflicting Appointment under this protocol.

Schedule of Related Documents:

1. WSU Conflict of Interest Policy – 10 April 2024
2. WSU Conflict of Interest Procedures – April 2024
3. WSU Conflict of Interest Guidelines– 14 August 2023