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Introduction

Kyeema Foundation (Kyeema) is a not-for-profit NGO that works predominantly to reach resource-poor members of communities in developing countries. Kyeema is wholly committed to delivery of sound development activities and places great importance on operating with honesty, openness and integrity.

Purpose

This policy will assist the Board, staff, partners and volunteers of Kyeema to identify, avoid and manage any actual, potential or perceived conflicts of interest and carry out their duties of good governance.

It has been developed to provide a framework for all Board members, staff and volunteers in declaring conflicts of interest. This policy has been drawn up with reference to the objects laid out in Kyeema's constitution and is part of a wider policy framework pertaining to the governance of Kyeema.

Guiding Principles

The Board of Kyeema is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest. This also applies to all employees and volunteers of Kyeema Foundation.

Definition

A **conflict of interest** occurs when a person's personal interests conflict with their responsibility to act in the best interests of the charity. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a board member's duty to Kyeema and another duty that the board member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

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 the charity and must be managed accordingly.

Scope

This policy applies to all staff, Board members, partners and volunteers of Kyeema.

Policy statement

Kyeema strives to ensure that all decisions made by Kyeema Board members, staff, partners and consultants are fair, well-informed and not influenced by conflicting interests.

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem if they are openly and effectively managed. It is Kyeema's policy as well as a responsibility of the board, 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 Kyeema.

The procedures for implementation of this policy are detailed in Attachment 1 – Procedures.

Responsibilities

The Chief Executive Officer, in consultation with the Kyeema Board, is responsible for the implementation of this policy and for advising on the need to review or revise this policy as and when the need arises.

Where compliance issues are identified, the Chief Executive Officer will work with staff and other relevant stakeholders to address these issues promptly. The policy will be reviewed every three years and revised as needed, with the approval of the Board.

Information Resources

[ACFID Code of Conduct Commitment 1.4 We have responsible and independent governance mechanisms](#)

[ACNC Governance Standard 5: Duties of Responsible Persons](#)

[ACNC Managing Conflicts of Interest - A Guide for Charity Board Members](#)


Related Documents

This policy is to be read in conjunction with:

Kyeema Foundation Code of Conduct

Kyeema Foundation Transparency Policy

Authorisation



Signature of Policy Officer

Robyn Alders

Name of Policy Officer

16 September 2021

Date

Attachment 1 Procedures

Board Members:

All conflicts of interest shall be declared by the member concerned initially using the ***Declaration of Conflict of Interest Form*** and subsequently documented at each Board meeting in the ***Conflicts of Interest Checklist for the Chair*** (Attachments 2 and 3).

1. Members shall declare any Conflicts of Interest by filling out the ***Declaration of Conflict of Interest Form*** and submitting to the Board Chair.
2. Any additional conflicts of interest should be noted either at the start of the Board meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered into the meeting minutes. The interest should also be documented in the ***Conflict of Interest: Checklist for the Chair***.
3. Where a conflict of interest or potential conflict of interest is identified and/or registered, the Board member concerned shall not vote on that issue, nor initiate or take part in any Board discussion on that topic (either in the meeting or with other Board members before or after the Board meetings), unless expressly invited to do so by unanimous agreement by all other members present. Where deemed appropriate, the concerned Board member should leave the room as soon as that item comes up for discussion.
4. If a person declares themselves to have existing or potential conflict of interest, confidentiality will be respected.
5. If a Board member believes another Board member has an undeclared conflict of interest, whether existing or potential, the member should specify the basis of this potential conflict in writing and send / give it to the Board Chair. The identity of that person will remain confidential. If the Board cannot resolve the allegation to the satisfaction of both parties, the matter shall be referred to ACFID to make a recommendation to the Board as to what action should be taken. If ACFID is unable to support, then the issue will be referred to independent arbitration for resolution.

Sub-committees

1. All conflict of interests shall be declared by the member concerned at the beginning of each Sub-committee meeting. Members declare any existing or potential conflicts of interest to their fellow committee members, and this is recorded within the meeting minutes.
2. Where a conflict of interest is identified, the Sub-committee member concerned shall not vote on that issue, nor initiate or take part in any Sub-committee discussion on that topic (either in the meeting or with other members before or after the meeting) unless expressly invited to do so by unanimous agreement from the other members present. Where deemed appropriate, the concern Sub-committee member should leave the room or call as soon as that item comes up for discussion.
3. If a person declares themselves to have existing or potential conflict of interest, confidentiality will be respected.
4. If a fellow member of the Sub-committee believes another member has an undeclared conflict of interest, whether existing or potential, the member should specify the basis of this potential conflict in writing and send/give it to the Chair of the Sub-Committee. The identity of that person will remain confidential. If the Sub-Committee cannot resolve the allegation to the satisfaction of both parties, the matter shall be referred to the Board as to what action should be taken.

Examples of conflict of interest may be (but are not limited to):

- When a Board or Sub-committee member or his/her immediate family or business interests stands to gain financially from any business dealings, programs or services of the organisation.
- When a Board or Sub-committee member him or herself offers a professional service to the organisation.
- When a Board or Sub-committee member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.
- Where a Board or Sub-committee member or the ex/officio member of the Board has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of the organisation.

Kyeema will ensure that its Board and Sub-committee members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5.

Staff and Volunteers:

The above procedures will also apply for members of staff and volunteers who feel they may have a conflict of Interest for any activity where they have a voting right.

Attachment 2

DECLARATION OF CONFLICT OF INTEREST

I,as Board Member of Kyeema Foundation, have set out below any interests which conflict or may conflict with my responsibilities as a Kyeema Board Member, in accordance with Kyeema policy on conflicts of interest.

Category	Please give details of any conflict or potential conflict of interest and whether it applies to yourself, a member of your family or other close personal connection
Current employment and any other previous employment in which you continue to have a financial interest	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, etc	
Membership of any special interest groups	
Fees, gifts or hospitality from Kyeema Foundation and its suppliers or other external bodies, as a result of your connection with Kyeema Foundation	
Any contractual relationship with Kyeema Foundation	
Any other conflicts or potential conflicts not covered by this note.	

Attachment 3

Conflict of Interest: Checklist for the Chair

Introduction

This checklist is to be used by the Chair of the Board of Kyeema Foundation each meeting to record conflicts of interest identified by Board members. Completed checklists should be stored with the minutes of each meeting.

The checklist should be used in conjunction with the Board Conflict of Interest Policy.

Purpose

This checklist has been developed to provide consistency in documentation of conflicts of interest relating to Board meetings.

- Following the opening of the meeting ask all the members to declare any potential conflict of interest arising out of any of the issues to be put to the meeting.**

Date of Meeting: _____ / _____ / 20____.

Name of Member _____

Issue of Conflict _____

- Note the disclosure of the conflict of interest and the decision of the Board on how to deal with this conflict.**

Record Response _____

- Ensure that the minutes record the declaration of interests declared at this meeting**

Dated the _____ day of _____ 20____

Signed: _____ Position: _____