



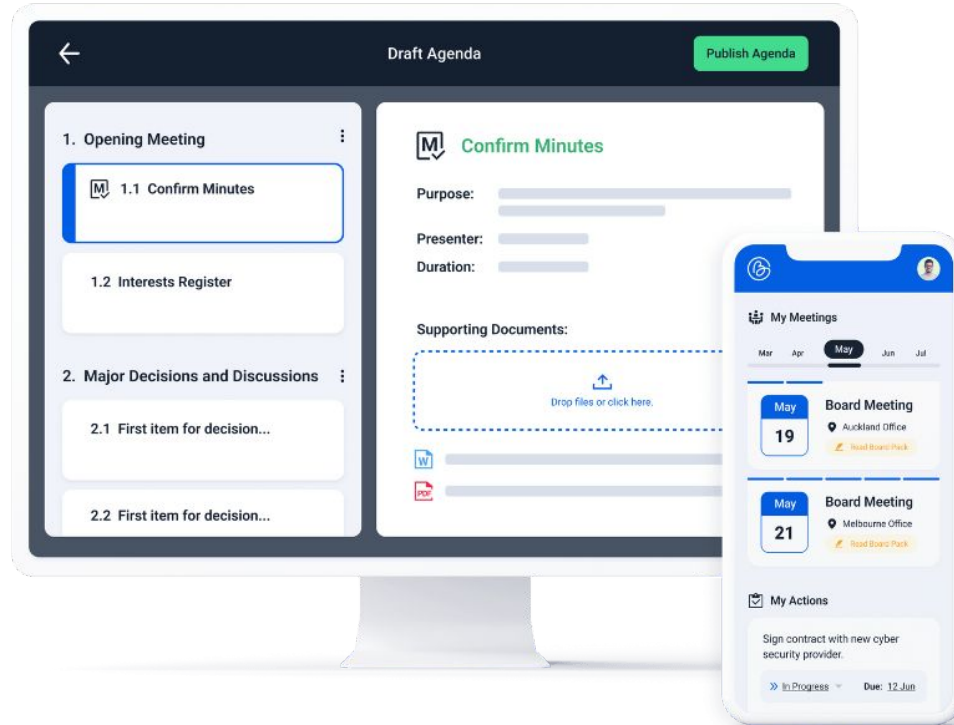
Webinar

Identifying & Managing Conflict of Interest in The Boardroom

With - **Julie Garland McLellan &
Steven Bowman**









**Making the fundamentals of
governance free and
easy to implement**



Steven Bowman

Managing Director
Conscious Governance



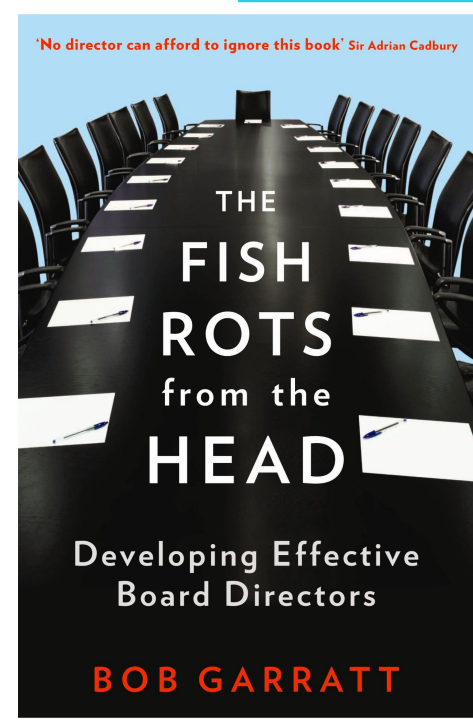
**Julie Garland
McLellan**

Founder and CEO
The Directors Dilemma



Bob Garratt's fundamentals

- **A director's primary loyalty is to the company as a separate legal entity**
- Respecting the board's collegiality and collective responsibility
- The chairman is the 'boss of the board' and the CEO is the 'boss of the daily operations of the company'
- The board must develop effective annual selection, induction, evaluation, development and renewal processes to keep itself healthy and sufficiently diverse
- The board must ensure its connectedness to the rest of the organisation to test quickly the effectiveness of its policies and strategies, and have the flexibility to learn from them





Corps Act Section 182

A director, secretary, other officer or employee of a corporation must not improperly use their position to:

01

Gain an advantage
for themselves or
someone else; or

02

Cause detriment to the
corporation.



Conflict of Interest



01

Different definitions

02

Prevents 'free' decision-making

03

Occurs frequently

04

Divides boards

05

Undermines reputation



Disclosure of Col

01

Board must have approved a policy

02

Compliance must be monitored

03

Annual (primary) and Interim (ordinary) declarations

04

Records (Board, committee and sub-committee) must be kept

05

Internal audit must check





What prevents
you from helping
your colleagues
to recognise
potential
conflicts?



**“I suppose I’ll be the one
to mention the elephant in the room.”**



Best practice?

Victorian Environmental Water Holder

- Every member has a positive duty to report any suspected real potential or perceived Col relating to any other member

If in any doubt have a word in your chairman's ear!







Questions ?





Template and Checklist





Conflict of Interest

Policy Description:


This policy is designed to clarify obligations to disclose and avoid conflicts of interest, and to provide guidelines for the enforcement of this Conflict-of-Interest Policy.

Applies to:

This policy applies to all ORGANISATION NAME Board of Directors, committee members, staff members, officers of the volunteer association and any other consultants or employees involved in professional activities with ORGANISATION NAME.

It also applies to staff members and their immediate families, who must not benefit materially from the organisation beyond receipt of salaries, fringe benefits.

Conflict of interest Policy Template



CONFLICT OF INTEREST - CHECKLIST

Board members must not be involved in decision making where they have that compromises their individual integrity or the reputation of the Board or

The following is a checklist for board members to consider when determine a material conflict of interest:

	Yes	No	Maybe
Do I have a financial interest in this issue? If so, how much is involved?			
Is the interest in common with the public?			
Should I seek approval from the Board to participate?			
Do I own land near the site?			
Do I own shares in a company that is involved in the event?			
Do I have any business relationship with any party?			
Is the topic a significant matter with potentially high risk?			
Before a meeting should I make sure I am not given information if it is confidential and I have a conflict of interest?			
Do I have a family connection with the event?			
What public statements have I made - do they indicate I have a set mind?			
Have I received a gift or hospitality from any party?			
Am I a member of an organisation involved with this event?			
If so, am I just an "ordinary member" or do I have some influencing role with it e.g. on the executive committee?			
Are my personal beliefs so strong that I won't consider any other option?			
Is it too late for me to withdraw from an organisation that is involved in the event?			
Would a reasonably informed member of the community think it is right for me to participate?			
Am I declaring a conflict of interest to get out of making a hard decision?			

Conflict of interest Checklist



Steven Bowman

in www.linkedin.com/in/stevenbowmangovernance



Julie Garland Mclellan

in www.linkedin.com/in/juliegarlandmclellan

M: +61 411 262 470
julie@mclellan.com.au



Webinar Schedule

Feb - June 2024



79.	Identifying and managing conflict of interest	Apr 11
80.	Getting your Board Skills Matrix right	Apr 18
81.	How to manage committees	Apr 24
82.	Helping directors to be more strategic	May 9
83.	Putting AI into practise in the boardroom	May 27
84.	How to amplify your impact in the boardroom	June 6
85.	Getting governance right in a startup	June 13



Masterclass Schedule

Feb - June 2024

Some courses and dates subject to change

Creating Effective board minutes (3 modules)

April 16

Writing better board papers (4 modules)

Apr 30

Due diligence before directorship

May 1

How to become a great board chair

May 23

Writing better board papers (4 modules)

May 30

Oversight versus Operating and Doing (3 modules)

June 11

Finance Decoded - Essential knowledge for non financial leaders (4 modules)

June 18



Special Live Event

May 9th 2024 - Auckland



Live Event: Auckland 9th May

Governance Unplugged

With Lynda Carroll and Steven Bowman





Thank you

