



CONFLICT OF INTEREST POLICY

VERSION CONTROL		
Date	Description	Responsible
25 Jun 2016	Created & Approved	Board
01 Dec 2021	Reviewed & Approved	Board
29 Jun 2024	Reviewed	Board
15 Apr 2026	Reviewed & Approved	Board

Next Review Due: **April 2029**

1. Purpose

The purpose of this policy is to assist the Board of EIL/AFS Ireland to effectively identify, record and manage any conflicts of interest in order to protect the integrity of EIL/AFS Ireland and to ensure that Board Members act in the best interest of their organisation.

2. Objective

The EIL/AFS Ireland Board aims to ensure that Board Members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of EIL/AFS Ireland.

3. Scope

This policy applies to all Members of the Board of EIL/AFS Ireland.

4. Definition of conflicts of interests

A conflict of interest is any situation in which a Board Member's personal interests or loyalties could, or could be seen to, prevent the Board Member from making a decision in the best interests of the organisation. This personal interest may be direct or indirect, and can include interests of a person connected to the Board Member.

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 organisation and therefore must be managed accordingly.

5. Policy

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

EIL/AFS Ireland will manage conflicts of interest by requiring Board Members to:

- avoid conflicts of interest where possible;
- identify and record any conflicts of interest;
- carefully manage any conflicts of interest; and
- follow this policy and respond to any breaches.

5.1. Responsibility of the Board

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the organisation;
- monitoring compliance with this policy; and
- reviewing this policy regularly to ensure that the policy is operating effectively.

5.2. Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into EIL/AFS Ireland's register of interests, as well as being raised with the Board. The register of interests must be maintained by the Chairperson of the Board, and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures

In order to support Board Members to disclose their conflicts of interest, any disclosure will be subject to a strict level of confidentiality:

- Any disclosed conflicts of interest will not be shared outside of the register of interests or the minutes of the meeting in which it was disclosed.
- The register of interests will be accessible only to the Board and the CEO of EIL/AFS Ireland.

6. Action required for management of conflicts of interest

6.1. Conflicts of interest of Board Members

Once the conflict of interest has been appropriately disclosed, the Board (excluding the disclosing Board Member and any other conflicted person) must decide whether or not a conflicted Board Member should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the meeting during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board Member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person with the relevant conflict to resign from the Board.

6.2. What should be considered when deciding what action to take

In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented;
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- the organisation's objects and resources; and

- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the organisation.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board Member) who are present at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

7. Compliance with this policy

If the Board has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may take action against the person. This may include seeking the person's resignation from the organisation.

If a person suspects that a Board Member has failed to disclose a conflict of interest, they must either discuss their concern with the Board Member, notify the Chairperson of the Board, or both.