



Conflict of Interest Guideline

1. Purpose and Scope

This Guideline supports the implementation of the Conflict of Interest Policy and the performance of Procedures.

This Guideline has been prepared for the use of all Directors, Independent Members of Committees, academic and professional staff at KOI, contract personnel, independent contractors and volunteers who are involved in any aspect of KOI's activities (collectively referred to as "KOI Persons") and, where relevant, students.

This Guideline should be read in conjunction with the Conflict of Interest Policy and Conflict of Interest Procedure.

2. Related Documents

This Guideline is to be read in conjunction with KOI's:

- Conflict of Interest Policy
- Conflict of Interest Procedure
- Additional Work Policy
- Privacy Policy
- Staff Code of Conduct
- Staff Handbook
- Student Code of Conduct
- Whistleblower Policy
- Fairness and Equal Opportunity Policy

3. Definitions

<i>Conflict of Interest</i>	A conflict of interest refers to actual, potential or perceived circumstances in which a KOI Person's or student's personal interest conflicts with or could be considered to conflict their obligations to KOI, and where the interests of KOI are actually, potentially, or perceived to be compromised.
<i>Actual Conflict of Interest</i>	A direct or real conflict between a KOI Person's existing duties and responsibilities or a student's obligations to KOI and their personal interests.
<i>Potential Conflict of Interest</i>	A conflict that is foreseeable from the circumstances arising at the time, but has not yet become an actual conflict of interest.
<i>Perceived Conflict of Interest</i>	A conflict where the circumstances indicate to a reasonable person that improper influence could exist in a KOI Person or student meeting their obligations to KOI.
<i>Conflict of Commitment (or dual interests)</i>	A conflict may arise where a KOI Person or student has other commercial, public or volunteer commitments which are incompatible with or could compromise the interests of KOI.
<i>KOI Person</i>	For the purposes of this policy, a KOI Person includes all Directors and Council Members, Independent Members of Committees (including the Academic Board and Audit and Risk Committee), employees of KOI (both Permanent and Casual), Third Party Personnel undertaking activities on behalf of KOI, Volunteers and Any Other Persons involved with the commercial activities of KOI.
<i>Student</i>	A person currently registered as a student of KOI.



<i>Personal interest</i>	Personal interest involves activities conducted by a KOI Person or student that give rise to potential gain or loss (financial or non-financial) for themselves or for any other person or organisation that they may wish, knowingly or unknowingly, to benefit or disadvantage.
<i>Financial Interest</i>	Any right, claim, title or legal share in something having a monetary or equivalent value.
<i>Associate</i>	An associate may be: <ul style="list-style-type: none">• a spouse, sibling, parent, child or other family member or person normally resident in a KOI Person's or student's household;• an entity of which a KOI Person or KOI Person's nominee is a shareholder, member, officer or employee;• a business partner;• an employer; any other person or entity who could be advantaged (directly or indirectly) by the improper use of the KOI Person's or student's position within KOI or from information acquired from KOI in meeting their obligations to KOI.
<i>Management Plan</i>	Approved and documented procedures implemented to manage a conflict of interest.

4. Guidelines

The purpose of these Guidelines is to provide KOI Persons and students with examples of the circumstances that could give rise to an actual, potential or perceived conflict of interest and the potential options to manage these. However, these examples are not exhaustive, and it remains the responsibility of each KOI Person and student to assess their own circumstances and determine whether the circumstances that affect them may result in a conflict of interest. As a general rule, all KOI Persons and students should adopt the approach of "if in doubt, then ask".

The basic principle that results in a conflict of interest is that a situation has arisen where the interests of KOI are actually, potentially or could be perceived to be compromised.

There are 4 basic principles that should be assessed:

- do any Associates have a relationship with KOI (e.g. a contract for the delivery of services) that could be construed as not being at arms-length or provide a financial or non-financial incentive to a KOI Person?
- do any activities conducted by a KOI Person risk the disclosure of confidential corporate data or intellectual property to a third party?
- are there any relationships between KOI Persons and students that could be interpreted as being inappropriate?
- do any circumstances exist that could compromise the activities or integrity of KOI?

It is likely that, on occasions, circumstances will arise where there is uncertainty whether a conflict of interest exists. It is important that the disclosure requirements are followed so that there is a clear understanding of both KOI and KOI Persons/students of the circumstances that exist and that an appropriate assessment of the circumstances conducted. All significant conflict of interest disclosures will be recorded in a Conflicts of Interest Register.

5. Examples of Typical Conflict of Interest Situations

There are many situations where a conflict of interest may arise in an academic environment. Some of the more common situations are outlined below. These examples are not exhaustive and there will be other circumstances where a conflict of interest may exist. If in doubt, KOI Persons and students should consult the Human Resources Manager, Director Governance, risk and Compliance, Independent Arbiter, CEO and President or Chair of the Audit and Risk Committee for clarification of the specific circumstances.

While some of these common situations present actual conflicts of interest, others result in potential or



perceived conflicts of interest that it may be possible to manage through the implementation of a management plan.

Other employment, paid or unpaid activities

A KOI Person undertaking other employment, paid or unpaid activities that may give rise to an actual/ potential/ perceived conflict of interest, particularly when the other work/activity is related to work duties at KOI and/or result in interaction with other professionals in the higher education sector. The circumstances might include, but are not limited to:

- A KOI Person undertaking activities, paid or unpaid, on behalf of another organisation involved in the higher education sector. These could include other higher education providers (universities or another private education provider), professional associations or conducting activities on advisory boards and panels and the like. These other paid or unpaid activities within the higher education sector provide the opportunity for the potential transfer of KOI's commercially sensitive data and/or intellectual property. In these circumstances, KOI Persons need to be cognisant of the risks associated with interacting with other professionals and the need to restrict conversations about KOI's activities to information that is in the public domain. In many instances, it will be sufficient for the KOI Person to understand the risks associated with the relationship and for them to maintain an appropriate level of professional integrity and confidentiality, together with submitting periodic declarations of compliance with the Policy.
- Accepting payment for private tutorials for students enrolled at KOI. Depending on the circumstances, an employee's ability to perform their work duties at KOI may be adversely affected by the other employment/activities.

Apart from ongoing obligations under the policy, an employee must meet certain conflict of interest obligations under their contract of employment. An employee must notify the HR Manager in writing of the other employment/activities. The HR Manager will then notify the Independent Arbiter who determines whether an actual/potential/perceived conflict of interest exists.

A KOI Person appointed to the Board, a Board Committee member or any other position within KOI that is not subject to a contract of employment is required to sign a Non-Disclosure Agreement and notify the HR Manager or Independent Arbiter whether any actual/ potential/ perceived conflict of interest exists.

Staff/Student personal relationships

Personal relationships between staff and students must not afford an undue advantage or disadvantage because of the existence of such personal relationship (either intimate relationship or close personal relationship). An academic staff member must not teach, supervise or assess the work of a student where there is a close personal relationship. All close personal relationships must be disclosed.

Disposal of KOI assets

The disposal of KOI assets has potential conflict of interest implications such as fraud or unofficial use of equipment.

KOI Persons do not have priority access to KOI's surplus assets. KOI reserves the right to notify its employees and students of any asset sales. Employees and students may make an offer to purchase post-notification.

Accepting gifts and benefits

It is a policy at KOI that KOI Persons:

- cannot accept gifts from students under any circumstances.
- may accept 'token gifts' from external parties for guest lectures or honorary work they have done.

Accepting gifts other than a 'token gift' or benefit may be deemed a conflict of interest.

Note that this Guideline covers gifts/benefits from external parties. It does not preclude, for example, KOI



Persons, either individually or collectively, providing a gift to a departing employee or the departing employee accepting such a gift.

If it could be perceived that acceptance of a gift/benefit could constitute a potential conflict of interest, the KOI Person should refuse the offer of the gift/ benefit and disclose the offer to the Human Resources Manager or Independent Arbiter who will record the offer in the Gifts and Benefits Register. Even if the value of the gift/ benefit is under the nominated amount, the gift or benefit should be disclosed. The reason for this is to ensure that gifts and benefits are appropriately disclosed and any conflict of interest is managed appropriately.

The minimum requirement for KOI Personnel when gifts/benefits, other than 'token gifts' , are offered are that KOI Persons:

- do not solicit gifts or benefits
- refuse all offers of gifts or benefits that could reasonably be perceived as undermining the integrity of KOI or themselves, including gifts from students
- inform the gift giver that 'thanks is enough' and the gift is thoughtful but not required in relation to their work or services
- refuse all offers of gifts or benefits from individuals or organisations about which they are likely to make decisions (e.g. tender processes, procurement, regulation or student evaluation)
- refuse all offers of money or items easily converted to money
- refuse bribes and report bribery attempts to the Human Resources Manager or Independent Arbiter
- seek advice from the Human Resources Manager or Independent Arbiter if unsure how to respond to an offer of a gift or benefit.

Procuring goods and services

A potential or perceived conflict of interest may exist when a contractor used at KOI is also engaged by a KOI Person for private work. In some situations, a contractor may offer or provide private work at a discounted rate to ensure they remain in good favour for future contracts. This may mean that a KOI Person receives a private benefit which could become a potential conflict of interest if they are also involved in decisions for the procurement of goods or services for KOI.

The KOI Person should disclose the engagement of the contractor for private work and/or any relationship with the contractor prior to any future awarding of contracts for the procurement of goods or services for KOI.

To avoid a potential or perceived conflict of interest for the procuring of significant goods and services it is recommended that procurement decisions are made by a panel rather than one person.

Staff recruitment

A conflict of interest exists in the recruitment of a person with whom a KOI Person has a current or past professional/personal relationship or in whose recruitment they have a vested interest.

Where a KOI Person is part of a recruitment panel and becomes aware of such a relationship to a job applicant, they should disclose the conflict of interest to the Human Resources Manager or Independent Arbiter. The Human Resources Manager or Independent Arbiter will then determine a conflict of interest management plan in consultation with the KOI Person, for example the KOI Person may be removed from the recruitment panel.

6. Potential Options to Avoid or Manage Conflicts of Interest

Options for management include the following, which could be incorporated into a management plan:

- Taking no further action because the potential for conflict is minimal or can be eliminated by disclosure and effective supervision.
- Informing persons likely to be affected of KOI's examination of the disclosure and decision that there is no conflict or the potential for conflict is minimal.
- Where there may be a reasonably perceived conflict of interest or whereby processes are already underway when the perception is raised - appointing an independent person to oversee the integrity of the process.



- Appointing extra persons to the panel or committee to minimise the influence of the individual about whom the perception is held.
- Seeking the views of persons likely to be affected about the person continuing in the process.
- Restricting the access of the person to relevant information that is sensitive or confidential.
- Requesting the person to relinquish or divest the personal interest, which creates the conflict.
- Removing the person from the responsibilities or duties to which the conflict relates.
- Making arrangements for members of boards and committees to absent themselves from debate or decision on specific matters.
- Maintaining records of activities that may lead to conflicts, for example: consultancies; membership of committees, boards of directors, advisory groups, or selection committees; and where they hold financial delegation or are in receipt of cash services or equipment from outside bodies.
- Seeking input from the Human Resources Manager, Independent Arbiter and/or CEO and President.
- Providing education to the person about identifying conflict of interest and how to manage the specific conflict of interest (e.g. reinforcement training to KOI Persons participating in professional activities in the higher education sector of the need to maintain the confidentiality of KOI's commercially sensitive data and/or intellectual property).
- Agreeing with the person to whom the conflict of interest relates the triggers to escalate the situation for review of the management plan

7. Associated Information

These Guidelines supplement the Conflict of Interest Policy and Procedure. It is expected that all KOI Persons familiarise themselves with the examples provided in the Guidelines and regularly assess their own personal circumstances regarding the existence of Conflicts of Interest.

Document control

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*****END OF PROCEDURE*****