

Atlassian Foundation Policy

Conflicts of Interest

1. Purpose of Policy

The purpose of this policy is to help board members of Atlassian Foundation International Limited (“AFIL”) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of AFIL and manage risk. 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 AFIL and must be managed accordingly.

2. Scope of Policy

This Policy applies to all staff and board members of AFIL. It is the responsibility of each member of the AFIL board and each staff member to disclose any conflicts that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of AFIL.

DEFINITION OF CONFLICTS OF INTERESTS

A conflict of interest occurs when a person’s personal interests conflict with their responsibility to act in the best interests of AFIL. 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 or staff member’s duty to AFIL and another duty that the person has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

3. Policy Principles

- Understanding that conflicts of interest commonly arise and do not need to present a problem to AFIL if they are openly and effectively managed.
- AFIL board members and staff should avoid ethical, legal, financial or other conflicts of interest that affect their obligations to AFIL where possible.
- Any actual, potential or perceived conflicts of interest and breaches should be identified, disclosed and managed in accordance with this policy.

4. Policy in Practice

a) Framework for managing conflicts of interest

The AFIL is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across AFIL;

- monitoring compliance with this policy;
- reviewing this policy on an annual basis to ensure that the policy is operating effectively; and
- ensuring compliance with the ACNC governance standards, particularly governance standard 5 (that they disclose any actual or perceived material conflicts of interests).

b) Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into AFIL's register of interests, as well as being raised with the AFIL Board. Where all of the other board members share a conflict, the board should refer to Governance Standard 5 of the ACNC to ensure that proper disclosure occurs. The register of interests (form attached as an appendix to this policy) must be maintained by the Company Secretary and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

c) Management of conflicts of interest

Once the conflict of interest has been appropriately disclosed, the AFIL Board (excluding the board member disclosing and any other conflicted board member) must decide whether or not those conflicted board members should:

- vote on the matter (this is a minimum);
- participate in any debate; or
- be present in the room 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 conflicted to resign from the board.

In deciding what approach to take, the Board of Directors 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;
- AFIL's objects and resources; and the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of AFIL.

The approval of any action requires the agreement of at least a majority of the AFIL Board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

d) Compliance with this Policy

If the AFIL Board has a reason to believe that a person subject to the 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 AFIL Board may take action against them. This may include seeking to terminate their relationship with AFIL.

If a person suspects that a board member has failed to disclose a conflict of interest, they must notify the Chair of the AFIL Board and the Company Secretary immediately.



5. Policy Revision History

Initial Policy adopted by AFIL in September 2017.

6. Appendices

AFIL register of interests

