



# Procedure: Company directorships, secretaryships and partnerships

## Purpose

To ensure adequate disclosure and approval of staff involvement in non-ANU entities.

## Procedure

### Pre-existing relationships at time of appointment

1. Within 30 days of joining the University, new staff must declare to their Dean or Director any pre-existing directorships, secretaryships or partnerships, other than family trusts or partnerships, family companies (if not in their academic or work area of expertise), community (not for profit) boards of management, or self-managed superannuation funds.
2. Sufficient detail should be provided [on the relevant form](#) to allow any conflicts of interest to be assessed in accordance with the [Conflict of Interest and Commitment policy](#).
3. Where a Dean or Director believes no conflict of interest may arise from continued participation as a director, secretary or partner, he\she will endorse the recommendation as approved, and forward it to the delegate.
4. Where a Dean or Director believes a conflict of interest may arise from continued participation as a director, secretary or partner he\she will either: endorse the declaration and forward it to the delegate for consideration and approval if deemed acceptable; or advise the new staff member that such participation creates a conflict of interest and as such the new staff member should resign from that position.

### Relationships at invitation or nomination of University

5. Staff of the University may, from time to time, be nominated or invited by the University to hold office in University-related or other entities.
6. The holding of all such offices, however and by whoever nominated or invited, should have the prior written approval of the delegate.
7. When a staff member of the University has been approved to hold office, time spent undertaking the role is considered to be part of that staff member's normal duties and accordingly does not count under the [52-day rule](#).

8. An office taken up after invitation or nomination of the University is held by the individual rather than by the University.

9. Office holders will give notice to the University of their intention to resign from that office. The notice of intention to resign should be in writing and directed to the Vice-Chancellor. The notification should outline reasons for the resignation of the office and is in addition to whatever notice is required by the entity to be given by its office holders.

### **Post-appointment privately-held relationships**

10. Staff of the University cannot be [directors or secretaries of companies](#) (other than family trusts or partnerships, family companies that are not in their field of academic endeavours, or self managed superannuation funds) or enter into [partnerships](#) except with the express written approval of the delegate, on the relevant form.

11. The delegate's approval is to be sought before official notification of assumption of company directorship or appointment as secretary is made to the Australian Securities and Investment Commission.

12. In giving approval, the delegate takes into account any possibility that the service of the member of staff as a director, secretary, or partner could be contrary to the broad interests of the University; any conflict of interest or potential conflict of interest that could be contrary to the broad interests of the University; whether the activities or products of the company are based in any way on intellectual property owned by the University or in which the University has an interest; whether the activities or products of the company are based in any way on intellectual property owned by the University or in which the University has an interest; the good standing of the company or business activity and its principals; and any other information deemed relevant for the purpose of making a determination.

13. Unless otherwise exempted by the delegate, time spent on privately-held company directorships, secretaryships or partnerships is taken as part of the [52-day entitlement](#).

### **General provisions for applications**

14. In considering an offer of directorship, secretaryship or partnership, staff members should consider and ensure that they are compliant with the University's policy on [conflict of interest](#).

15. Members of staff should note that directors, company secretaries and partners have statutory responsibilities under various legislation including (but not limited to) corporations law and partnership law.

16. Members of staff who propose to accept a directorship, company secretary or partnership role should ensure that they have obtained insurance, including workers compensation, public liability and directors and officers insurance. The University does not

maintain insurance for a staff member in their capacity as a director, company secretary or partner (except for where the role was nominated or invited by the University).

17. In seeking approval for a [directorship](#), [company secretary](#) or [partnership](#) appointment, a member of staff supplies the information sought on the official form. This form is endorsed by the Dean or Director of the respective College, School or Centre and subsequently forwarded to the delegate for consideration.

18. The forms include a section that sets out the period of time for which approval to hold a company directorship, secretaryship or partnership is sought and what period is therefore approved.

19. The delegate informs the staff member of the decision.

20. The delegate may, at their absolute discretion, reject an application.

21. Incomplete applications are returned to the staff member.

22. Where the delegate approves a member of staff accepting or continuing a directorship, secretaryship or partnership, the approval is conditional upon the entity not using the office holder's association with the University as a means of improperly providing publicity for the entity. The approval also does not indicate any exemption from the staff member's obligations to comply with University policies including policies in relation to intellectual property, use of confidential information, [conflict of interest](#) or undertaking other outside activities by the members of staff.

23. The staff member is responsible for renewing their application before their approval ends.

## **Reporting to the Audit and Risk Management Committee**

24. A copy of the letter from the delegate notifying the staff member of the decision will be filed on the staff member's personnel file and also sent to the Secretary of the ANU Audit and Risk Management Committee, along with a copy of the approved application for inclusion in the yearly report to the ANU Audit and Risk Management Committee.

25. The Secretary of ANU Audit and Risk Management Committee maintains a register of approvals. The register includes the date on which notification was received, the delegate's decision and the name of the applicant and entity.

26. All directorships, secretaryships, and partnership participation are reported for 'noting' on an annual basis to the ANU Audit and Risk Management Committee (in March of each year).

27. Any variation to an approved office holding is advised in writing to the delegate within seven days of such change being effected.

## **Performance & Development Review Process**

28. During PDR meetings and in the setting of performance objectives, indicators and goals, supervisors will inform themselves of and discuss a staff member's commitments in respect of company directorships, secretaryships or partnerships. Issues of potential, perceived or actual conflicts of interest and/or commitment are also raised during reviews, where applicable. Regard should be had at this stage to the staff member's annual return, which is lodged separately from work performance documentation.

## **Delegate, approval and reporting processes**

29. The appropriate delegate, approval and reporting processes for directorship, secretaryship or partnership applications is be identified using the [Directorship Matrix](#) in the ANU Policy Library.

## **Delegations Relevant to this procedure**

- **000195:** Approve an application to hold or continue to hold office in a non-University company
- **000196:** Approve appointment to hold office in a University-related or other company ex officio (subsequent to appointment to ANU)

## Document information

Title	Company directorships, secretaryships and partnerships
Document Type	Procedure
Document Number	ANUP_000671
Version	7
Purpose	To ensure adequate disclosure and approval of staff involvement in non-ANU entities
Audience	Staff, Staff-Academic, Staff-Academic-Research, Staff-Professional, Prospective Staff
Category	Administrative
Topic	Staff
Subtopic	
Effective Date	25 Jun 2020
Review Date	25 Jun 2021
Responsible Officer	Director, Corporate Governance and Risk Office (director.governance@anu.edu.au)
Approved By	Director, Corporate Governance and Risk Office (director.governance@anu.edu.au)
Contact Area	Corporate Governance and Risk Office (director.governance@anu.edu.au)
Authority	Australian National University Act 1991 Public Governance, Performance and Accountability Act 2013 Public Governance, Performance and Accountability Rule 2014
Printed On	29 Nov 2021

Please ensure you have the latest version of this document from the Policy Library website before referencing this.