**Board Code of Conduct**

This Code of Conduct recognises that Board members are part of the organisation’s governing body, and have responsibilities to act in good faith in the best interests of the organisation. This extends to the organisation’s corporate governance.

Corporate Governance generally refers to the process by which organisations are directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.

This Code of Conduct facilitates Board members discharging these responsibilities.

**1 Model organisation’s values**

Board members will adhere to the organisation’s values of respect, integrity, commitment and empathy.

**2 Support for strategies & activities**

As they are part of the governing body, Board members must demonstrate their full support of the organisation’s strategies and activities.

**3 Adhere to Australian Charities & NFP Commission’s governance standards**

Board members will adhere to the ACNC’s governance standards, including the duties of responsible persons in Governance Standard 5:

* to act with reasonable care and diligence;
* to act honestly and fairly in the best interests of the charity and for its charitable purposes;
* not to misuse their position or information gained as a responsible person;
* to ensure that the financial affairs of the charity are managed responsibly; and
* not to allow the charity to operate while it is insolvent.

**4 Respect & courtesy**

Board members will treat each other with respect and courtesy at all times, and acknowledge that Board members have the right to express views and opinions (without criticism) which may be different and in the minority.

Board members will also support and treat the organisation’s management and staff with respect, and avoid any public criticism of staff.

**5 Loyalty to board decisions**

All Board members will abide by the decisions of the Board and will support the decisions of the Board in discussions outside the Board. This does not prevent a Board member having minuted his or her objection to a proposed course of action. This facilitates Board members striking a balance between maintaining Board solidarity and a culture of open communication. For example, it is appropriate to acknowledge that a decision was difficult and that there were differing views, but the Board made a decision which all Board members support. It is not appropriate to indicate how any Board members voted on the issue.

**6 Handling of Board members’ dissent and disagreement**

Board members are required to support Board decisions, even when they disagree with them.

As a result, there may be occasions where a Board member feels sufficiently strongly about an issue for him or her to consider resigning. Where this situation occurs, or where a Board member decides to resign because he or she has lost the support of his colleagues, the Board member will advise the Board of this situation. In the event that a Board member does resign, the parties will endeavour to agree an honest description of the event that gave rise to the resignation and will avoid making any other comment about the resignation.

**7 The confidentiality of board papers and discussions**

Unless resolved by the Board to the contrary, all Board discussions, papers and decisions are confidential unless the matter is already in the public domain.

**8 The handling of conflicts of interest**

It is acknowledged that Board members could be subject to conflicts of interest from time to time. The manner in which conflicts of interest are identified, disclosed and managed is set out in the organisation’s Board Conflicts of Interest policy.

**9 Board members’ rights to ask questions of management**

Board members are entitled to ask management questions and request whatever information they believe is necessary to enable them to discharge their responsibilities. These requests must be directed to the Board Chair or Chief Executive Officer. Where production of information requires a material amount of work, the Chief Executive Officer can make a recommendation for consideration by the Chair, which may include recommending the Board member inspect the information or refine the request.

**10 Board members’ rights to obtain independent professional advice at the organisation’s expense**

Board members are entitled to obtain independent legal advice at the organisation’s expense, provided this is in relation to any matter relating to the discharge of their functions as a board member and approved beforehand in writing by the Board Chair.

**11 Auditors**

The Board has the discretion to restrict the type of non-audit services which can be provided to the organisation by its external auditors.

**12 Comment to the Media**

Media comment will be made only by the Chair or the CEO (with the Chair’s approval) in respect of corporate and strategic issues. The CEO will make media comment in respect of operational issues.

*Adopted at a Board Meeting of Directors on 26 February 2018.*