

BOARD MEMBER CODE OF CONDUCT

1. All Board Members must:

- a) Declare all interests that could result in a conflict between personal and organisational priorities and put the needs of the organisation before their own needs when acting as a Board Member.
- b) Act honestly, in good faith and avoid deception or any behaviour that is or might be construed as less than honourable in the conduct of the organisation.
- c) Maintain sufficient knowledge of the organisation, its business and monitor performance to make informed decisions.
- d) Act in accordance with their fiduciary duties, exercising appropriate diligence and care.
- e) Not agree to the organisation incurring obligations unless they believe that such obligations can be met when due.
- f) Not disclose any confidential information other than as agreed by the Board or as required by law.

2. All Board Members should:

- a) Prepare and attend meetings to enable full and appropriate participation in the decision making.
- b) Maintain and understand the values and goals of the organisation.
- c) Publicly represent the organisation in a positive manner.
- d) Abide by Board decisions once reached, notwithstanding a Board Member's right to pursue a review or reversal of a Board decision.
- e) Speak with one voice through Board Policies and ensure that any disagreements with the Board's stance are resolved within the Board.
- f) Not make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of the organisation.
- g) Ensure all members of the organisation are treated equitably.
- h) Recognise the lack of authority in any individual Board Member or committee/taskforce of the Board in any interaction with the CEO or staff.
- i) Recognise that only the Chair (working within the Board's agreed delegation) or a delegate working under written delegation can speak for the Board.
- j) Continually self-monitor their individual performance as a member of the Board against policies and any other current Board evaluation tools.
- k) Make themselves available to undertake appropriate professional development.

3. A Board Member must resign if they:

- a) Are adjudicated bankrupt or make any arrangement with their creditors generally.
- b) Have been absent without permission of the Board from two meetings of the Board.
- c) Are unable, for any reason, to properly fulfil their obligations as a member of the Board.