

Board Code of Conduct

November 2024



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1. Overview

- (a) Board member compliance, governance and behavioural obligations are outlined within the Charter and Constitution. This Code supports and reinforces those obligations.

2. Interpretation

- (a) Any capitalised terms which are used in this Code and which are defined in the constitution of the Association have the meaning given to them in the Constitution.
- (b) Any obligation imposed by this Code on a Board Member is taken to be an obligation imposed on any member of the Board or a Sub-Committee of the Association.
- (c) This Code is to be interpreted in the context of the Constitution, Charter and any relevant Laws.
- (d) This Code is adopted as a Policy of the Association.

3. Purpose

- (a) The Code outlines the Guiding Principles by which all Board Members must act to uphold the integrity of the Board and the Association.
- (b) The Code instructs as to the standards of conduct required of the Board, to ensure conformity and compliance to the high ethical standards by which the Association operates.
- (c) These standards intend to protect the Association and its membership, sponsors, staff, the Board itself and their reputations.

4. Governance

- (a) Good governance refers to the systems and processes put in place to control and monitor and govern the Association.
- (b) The Code embeds good governance in the behaviour and judgement of the Board and will allow the Association to create value for members through innovation, development and exploration.
- (c) Good governance offers the Association several important benefits, including:
 - i. Better strategies and plans.
 - ii. Improved operational effectiveness.
 - iii. More prudent regulatory compliance, financial and risk management.
 - iv. Improved member and stakeholder engagement and communication flow.
 - v. Increased likelihood and degree to which an organisation delivers on its purpose.

5. Guiding Principles

- (a) This Code consolidates the fundamental guiding principles by which the Board abides when considering good governance practice, set out below (**Guiding Principles**). Each Guiding Principle establishes, promotes and facilitates ethical governance of the Board, to practically approach and improve governance outcomes.
- (b) Commentary is provided under each Guiding Principle to assist in its application in practice. Non-compliance with the Guiding Principles may result in disciplinary action.
- (c) This Code is not a substitute for the relevant Laws to which the Association and its Board must comply.

(d) Board members avow to commit to:

- i. Acting with honesty, integrity & due diligence and care, independent of personal interest or gain.
- ii. Creating, upholding and valuing a culture of professionalism and psychological safety.
- iii. Complying with Policies, taking action and initiative in a professional manner.
- iv. Respecting, not disparaging nor denigrating, the decisions made by the Board.
- v. Striving to represent and act in the best interests of the diversity of the Association and its membership.
- vi. Operating as a high-performing Board.

(e) Guiding Principle 1: Integrity and good faith

The Board acts with integrity, honesty, and due diligence and care, independent of personal gain and interests, in particular through:

- i. Adherence to and compliance with Laws.
- ii. Maintenance of effective and ethical behavioural conduct.
- iii. Acting with due care and diligence, maintaining professionalism with and respect to the Board and the Association's membership.
- iv. Acting with integrity, being both honest and inclusive towards matters proposed by all Board Members and disclosing real and perceived conflicts of interests in line with the Association's Conflict of Interest Policy.

(f) Guiding Principle 2: Culture of ethics and professionalism

Board Members must create, uphold and value a culture of professionalism and psychological safety, to foster productive and open Board governance, in particular through:

- i. Taking initiative in participating in discussion and being accountable to one's own behaviour and responsibilities.
 - ii. Maintaining the confidentiality of matters discussed, materials produced, and decisions made by the Board, having regard to the obligations of Board membership.
 - iii. Performing duties with integrity, respect and courtesy for others.
- Acting independent of personal interest or gain, and looking to the best interests of the Association's membership.

(g) Guiding Principle 3: Initiative-oriented and accountable

Board Members must comply with Policies, taking action and initiative in a professional manner.

- i. Board Members understand the role and purpose of the Board.
- ii. Board Members comply with all relevant legal obligations and act in good faith.
- iii. Board Members remain in regular consultation with the Board, regarding the matters for which they are responsible, and disclosing issues of concern or conflict.
- iv. Board Members take initiative and play an active role within meetings and at events.

(h) Guiding Principle 4: Respect Board decisions

Board Members must respect and uphold, not disparage nor denigrate, all Board decisions, in particular by:

- i. Being responsive and respectful towards the needs and interests of other Board Members, and the Association's membership.
- ii. Board Members must :
 - i. Provide constructive feedback to matters raised.
 - ii. Prioritise matters in respect of the best interests of the Association.
 - iii. Recognise both group and individual accountability, to maximise outcomes and objectives.
- iii. Publicly act in solidarity with the Association, in order to maximise outcomes and foster a productive working environment with other Board Members.
- iv. Board Members must express concerns and manage conflicts relating to Board matters in consultation with the Chair and General Manager.

(i) Guiding Principle 5: Commitment

Board Members will strive to represent and act in the best interests of the diversity of the Association's membership.

- i. Board Members commit to attending mandatory meetings, events, training and seminars.
- ii. It is the responsibility of Board Members to be adequately prepared and equipped for meetings and events, acknowledging that preparation is an essential component of the time commitment made to the Board.
- iii. Board Members actively participate and listen to meeting discussion and partake in decision making.
- iv. Board Members will be present and active at events, including – but not limited to – industry events, the AGM, and any special general meetings held.

(j) Guiding Principle 6: High-performing Board governance

Board Members will strive to operate as a high-performing Board.

- i. The Board adhere to this Code, the Constitution, Charter, the Law, and ethical standards of behaviour.
- ii. Always follow confidentiality procedures.
- iii. Uphold the Constitution and Board Charter by:
 - i. attending mandatory meetings, events, training and seminar modules; and
 - ii. completing required training and seminar modules.
- iv. Operate ethically, with integrity, honesty, due care and diligence, and with respect towards others, and do not bring the Association into disrepute.
- v. Act in compliance with this Code.
- vi. Identify and manage conflicts of interest in adherence with this Code and the Conflict of Interest Policy.