

# PGOV11 – Director Code of Conduct

## 1. Purpose

To set clear expectations of Director behaviour while at work or representing the organisation in a work capacity (ie when attending functions on behalf of the Board or when travelling for work). The Code seeks to ensure a workplace that is respectful of all people, demonstrating integrity and honesty and that is accountable to the St Michael's Association Inc membership and wider organisation and the communities that St Michael's serves.

## 2. Scope

This policy applies to all Office Bearers, Ordinary Committee Members and special advisors of the Board of St Michael's Association Inc, collectively referred to in this policy as 'Directors'.

## 3. Policy Type and Owner

Governance / (Board/CEO)

## 4. Definitions:

<b>St Michael's CEO</b>	St Michael's Association Inc. Chief Executive Officer
<b>Equitable</b>	Fair and Impartial in a way that gives equal treatment to everyone
<b>Derogatory</b>	Words or actions that are disrespectful, critical, or insulting
<b>Risk</b>	The probability that exposure to a hazard will lead to a negative consequence
<b>Harassment</b>	Harassment is a form of discriminatory behavior that is unwanted, offensive, and creates a hostile or intimidating environment for the person who is experiencing it. It can take many forms, including physical, verbal, and psychological abuse.

## 5. Policy

All Directors must act at all times consistently with St Michaels' values, behaving honestly and in the best interests of St Michael's.

Directors are required to conduct themselves in such a way that the objectives of St Michael's are progressed and in no way obstructed.

Directors are required to:

- conduct themselves at all times in a manner that is respectful of fellow Directors, management, other staff and participants;
- implement the fiduciary duties of Directors, acting in the best interests of St Michael's at all times;
- take individual responsibility to contribute actively to all aspects of the Board's role;
- make reasonable enquiries to remain properly informed and make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
- understand financial reports, audit reports and other financial material that comes before the Board;
- attend regular Board meetings, and provide apologies for any expected absence;
- create an environment for colleagues that is just, reasonable and fair;
- only use resources, information and their authority in a manner that is proper and appropriate;
- ensure that personal interests do not adversely influence the business of the St Michael's; and
- comply with all legislation, regulations, guidelines and policies relevant to St Michael's and the community in which we work.

There are three broad elements that underpin ethics and standards of conduct. These are:

- Integrity
- Respect
- Accountability

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## Other Relevant Documents

- Association Incorporation Act 1964 (TAS) [‘the Act’]
- Australian Standard AS 8000-2003 Good Governance Principles
- Australian and New Zealand Standards AS/NZ 4360 Risk Management
- The Constitution of St Michael’s Association

## 6. Procedure

### 6.1. Integrity

Integrity is about acting in a way which is honest, sincere and in the best interests of the organisation and the people it serves.

Directors of the Board of St Michael’s have a responsibility to conduct themselves with integrity by:

- always performing to the highest standard;
- always endeavouring to meet performance standards and other organisational requirements;
- when in public, always demonstrating conduct that will not reflect adversely on the community, St Michael’s or other Directors; and
- ensuring that conduct reflects community expectations and the expectations of St Michael’s.

### 6.2. Creating a fair, equitable and impartial environment

Decisions as a Director of St Michael’s affect other Directors, staff, participants and the community, so must be fair, consistent and equitable. Fairness requires that decisions are based on all the relevant information that is available. It also requires that at all times directors are honest, open and impartial. Equity is about being fair and just towards all people.

### 6.3. Conflict of Interest

All Directors must declare any personal, financial or other interests that may be in conflict with their duties, or the interests of St Michael’s.

A conflict of interest exists where personal interests are in conflict with the interests of St Michael’s and the community at large. If a Director has a personal, financial or other interest that may affect, or may in any way be seen to affect the performance of their duties, the interest must be raised with the whole Board. The Board will discuss the situation and agree an approach.

A conflict of interest comes in many forms and may arise in a variety of circumstances. It is important to remember that there is nothing wrong per se with having a conflict of interest. However, failure to declare a conflict of interest is a serious matter and has the potential to damage the reputation of individuals and the organisation.

Some examples of how a conflict may arise are:

- accepting gifts, benefits or favours where these may be seen to influence your decision making as a Director;
- participating in decision making where you, a family member or a friend has a personal interest in the outcome;
- seeking any personal advantage from information gained during the course of your directorship or providing confidential information to another person outside St Michael’s; or
- seeking an advantage for a third party from information gained during the course of your directorship or providing confidential information to a third party.

Also be aware that when a Director leaves St Michael’s, the Director must continue to respect the confidentiality of information gained during their time on the Board of St Michael’s.

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## 6.4. Respect

All Directors shall treat each other, staff and stakeholders with respect at all times. Verbal or physical abuse is not acceptable under any circumstances.

Respect is about how other people are treated. Respect and consideration for others includes:

- treating the community and other Directors with respect and courtesy and having regard for their dignity;
- treating all other Directors fairly;
- preventing favouritism, bias or partiality; and
- providing safe working conditions for yourself and others.

Directors will be respectful of all others including fellow Directors, staff, participants, visitors, agents of other organisations, students, contractors and trainees.

It is the responsibility of the organisation to ensure a safe working environment for directors, visitors and clients. In order to achieve this goal, no Director is permitted to work under the influence of illicit drugs or alcohol.

Directors should at all times avoid the use of offensive language. This includes swearing and using terms that may be construed as derogatory.

Directors should remain alert for Workplace, Health and Safety risks and hazards, and take appropriate actions when a risk or hazard is identified (minimising or removing the risk or hazard).

The Board shall take all reasonable steps to ensure that directors are not exposed to conduct which is inappropriate or disrespectful.

## 6.5. Equipment and Resources

All resources of St Michael's are for the sole benefit and use of St Michael's and not be for any personal use.

Respect includes respecting any and all equipment and resources of the organisation including all computer equipment, vehicles, telephones, fixtures and office equipment. To this end:

- no St Michael's vehicle is to be driven by a person other than an authorised driver;
- no St Michael's vehicle is to be driven by a person under the influence of alcohol or illicit drugs;
- equipment and resources should not be used for personal use unless prior approval from the President of the Board has been obtained; and
- no equipment is to be substantially altered in such a way that any warranty is void.

## 6.6. Accountability

Accountability is about directors being accountable to themselves, to the Board and wider organisation, to clients, to stakeholders and to the community at large. It involves aspects of integrity, respect and responsibility.

Directors are personally accountable for their actions.

Accountability relates to:

- use of equipment;
- use of the internet and email system;
- accountability to clients;
- accountability to fellow Directors; and
- accountability to funding bodies.

Accountability includes responsibilities to work colleagues.

All Directors are to be positive in all aspects of their work and dealings with people. Negativity in the work place can be very contagious, however, being positive can be equally contagious.

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It is the responsibility of all Directors to not deliberately or recklessly disrupt other Directors or prevent other Directors from carrying out the performance of their duties.

### 6.7. Public statements and the interests of St Michael's

The Chairperson shall, subject to the resolutions of the Directors from time to time, have authority to make public statements on behalf of St Michael's which accord with the Association's resolutions.

No Director or other person may make any public statement on behalf of St Michael's unless authorised to do so by a resolution of the Board.

Directors must never make defamatory or damaging statements about individuals including other Directors, officers, staff, participants or community members. This includes on social networking sites or the internet. Negative statements about an individual may amount to harassment, bullying or defamation.

All Directors should be aware that even outside of work hours, actions and words have an indirect impact on St Michael's.

## 7. Additional Information

*Policy:*

- [PGOV07 Board Directors Confidentiality Policy](#)
- [PGOV08 Board Grievance and Dispute Management Policy](#)
- [PGOV09 Board Induction Policy](#)
- [PGOV10 Board Conflict of Interest & Related Party Transaction](#)

*Forms:*

- [Board Governance Charter](#)
- [FGEN15 Nomination for Office Bearer or Ordinary Committee Persons](#)
- [FGEN17 Board Member Confidentiality and Consent](#)
- [FGEN18 Board Member Information Kit](#)
- [FGEN19 Board Member New Member Letter](#)
- [FGEN20 Board Member Orientation Program](#)

### Review

Board will review the policy when required.

### Policy Update

Version	Details
1.0	New Policy

Uncontrolled when Printed

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