# Director Code of Conduct

To effectively perform my role as Director of **<insert name of organisation>** I agree to abide by the following and understand that failure to do so may be addressed as part of managing board and individual director behaviour and performance.

*(N.B. the titles ‘director’ and ‘Board’ are used generically and can apply regardless of the titles used in your Constitution. They may be changed to titles better understood in the organisation if required)*

## Directors must understand their role and duties

* I will ensure I understand the role and purpose of the Board.
* I will ensure I understand the environment in which the Board operates.
* I will stay informed about all relevant matters affecting the Board.
* I will act in accordance with statutory and common law duties.
* I will act in the best interests of the organisation as a whole.
* I will act in good faith.
* I will act with care and diligence.
* I will be independent in judgement and action.
* I will act for a proper purpose as determined by the Objects of the Constitution.
* I will maintain confidentiality of all Board decisions, materials and discussion unless compelled by legal process to disclose such information, or as otherwise agreed by the Board.
* I will not make or appear to make statements, public comments or engage with media on behalf of **<insert name of organisation>**, without consultation with the Chief Executive Officer and/or President and unless authorised to do so.
* I will publicly act in solidarity with decisions made by the Board and not undermine decisions or policy.
* I will disclose and appropriately manage conflicts of interest as set out in the Conflicts of Interest Policy.
* I will be accountable and commit to delivering results and meeting deadlines.
* I will undertake training relevant to my role as a director.
* I will provide support to staff in areas of expertise if requested and where available.
* I will not interfere with the management of staff or operations by the CEO or their equivalent.
* I will act as an ambassador for the organisation.
* I will disclose any matters that may impact on insurance policies, rights to hold directorships or other undertakings of the organisation in relation to Directors, including change of personal details.

## Directors must uphold fiduciary duties

* I will not make improper use of information acquired as a Director.
* I will not engage in conduct likely to bring discredit upon the Organisation.
* I will not personally benefit at the expense of the Organisation or give the appearance of same.
* I will not take inappropriate advantage of my role as a director.
* I will not attempt to exercise powers of the Board individually without delegation by the Board.

## Directors need to be active in undertaking responsibilities

* I will attend all Board meetings unless I have a compelling reason for absence.
* I will formally seek leave of absence if unable to attend a meeting.
* I will make available adequate time to fulfil my duties.
* I will thoroughly prepare for Board meetings by reading all materials and seeking clarity where necessary whether I attend or not.
* I will respond promptly to requests for out of session (circular resolution) Board decisions and reviews of meeting minutes .
* I will give my complete attention to the proceedings of the Board meeting, participating fully in the discussions and the deliberations.
* I will ask questions and make informed decisions.
* I will maintain focus and not engage in tangential discussions.
* I will not show favouritism to any group or faction of the membership.
* I will bring to the Board table my individual skills, experience, competencies and knowledge relevant to the matters at hand.
* I will participate fully in any Board and Director evaluation processes.
* I will attend all General Meetings of the organisation.

## Directors must show respect

* I will treat other directors with respect, courtesy and professionalism.
* I will listen to and give due consideration to the opinions of other directors.
* I will foster a positive working relationship with other Board members and staff.
* I will not improperly influence other Directors.
* I will respect the authority of the Chair to manage the conduct of meetings and the behaviour of Directors.

## Directors should consult with others

* I will consult with stakeholders and associated parties with issues under consideration as permitted by the Board and confidentiality requirements.

## Directors should raise concerns

* I will express concerns before or during meetings about agenda items, discussions or decisions that run contrary to the Board’s or the Directors’ duties.
* I understand I can demand to have my concerns expressly recorded in the minutes.
* I acknowledge my right to resign if I feel the Board is refusing to deal with an important matter in an appropriate way or I cannot, in good conscience, support a decision of the Board.

Full Name *(Please print)*

Signature: Date:

***(NB: Please sign both copies and return one to <insert appropriate name> and retain the other for your reference)***