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# Code of Conduct (Board of Directors)

# TEMPLATE

## Purpose

The purpose of this policy is ensure that Board Directors are aware of behaviour that could amount to misconduct and that all relevant parties are aware of [ORGANISATION]'s policy for dealing with misconduct.

## Application

This policy applies to all current Directors of the Board of [ORGANISATION] unless otherwise specified. This includes where Directors are representing [ORGANISATION] as a Board member, attending a Board meeting, attending a [ORGANISATION] conference or function, including retreats and social events.

## [Organisation]’s values

* Culture and language
* Innovation
* Opportunity building
* Diversity
* Commitment
* Achievement
* Partnership
* Accountability
* Transparency
* Ethical conduct

## Policy

[Organisation] expects Directors to observe acceptable standards of behaviour. The Code of Conduct (Board) requires that a Director must in the exercise of their role as a Director:-

* Make a high priority of attending all meetings of the Board and any Committees.
* Be prepared to discuss the issues and business of scheduled Board Meetings, having read the Agenda and any background material relevant to the topics.
* Maintain the confidentiality of what is said or seen at Board or Board Committee Meetings.
* Work with and respect the opinions of other Directors.
* Always act for the good of [ORGANISATION] and its members.
* Represent [ORGANISATION] in a positive and supportive manner at all times and in all places.
* Observe meeting procedures and be courteous in all Board and Committee Meetings;
* Not intrude on operational matters that are the responsibility of management, except to monitor the results and prohibit methods that may conflict with Board Policy.
* Avoid conflicts of interest but where a conflict exists, declare that conflict before the Board Meeting and refrain from voting on matters for which the conflict exists.
* Support in a positive manner all actions taken by the Board.
* Participate in Strategic Planning, Board development workshops and governance training.

Examples of behaviour that do not meet these standards includes, but is not limited to, the following:

* Failing to follow Board policies.
* Unacceptable disruptive behaviour.
* Regular absence from Board of Director meetings.
* Speaking publicly against a Board decision.
* Speaking publicly in a derogatory manner about an [[ORGANISATION] member, or community member].

**Serious misconduct**

Whether misconduct amounts to serious misconduct depends on the particular circumstances of a given case. Behaviour amounting to serious misconduct includes, but is not limited to:

* Concealment of a material fact in decision-making
* Theft or fraud
* Assault
* intoxication at an event or meeting of ORGANISATION]
* Use of derogatory, violent or abusive language
* Obscenity
* Criminal conduct including conduct that, if proven, renders the Director unfit for a Directorship.

## Relevant legislation

* Age Discrimination Act 2004
* Crimes Acts of States and Territories
* Disability Discrimination Act 1992
* Fair Work Act 2009
* Racial Discrimination Act 1975
* [S](https://www.legislation.gov.au/Details/C2011A00040)ex Discrimination Act 1984

## Associated policies

* Communications Policy
* Confidentiality (Board) Policy
* Conflict of Interest (Board) Policy

## Authorisation

<Signature of Board Chair>  
<Signature of Manager>  
<Date of approval by the Board>  
<Name of Organisation>