



## BOARD CODE OF CONDUCT POLICY

Policy number	007	Version	2
Drafted by	CEO	Approved by Board on	11.02.2020
Responsible person	Board	Scheduled review date	February 2021

### INTRODUCTION

The ethical climate of an organisation is an essential element in establishing its credibility and furthering its mission. NoosaCare is committed to the highest standards of ethical, non-discriminatory and professional behavior and expects all Directors to contribute to our culture of care and excellence, including through adherence to this code of conduct.

### PURPOSE

To provide all Directors with clear guidance on the expected behavioural, ethical and professional standards that should be applied in the performance of their duties on the Board and in their decision making.

### CODE

Members of the Board are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities. Board members shall:

### GOOD GOVERNANCE

- Strive to ensure that the Board as a whole fulfils its role and functions according to the Constitution, Board Charter and other policies.
- Help build a culture of good governance, rigour, accountability and integrity within the Board and between Board and management, including by adhering to principles of openness, honesty, trust and mutual respect

### ACCOUNTABILITY AND TRANSPARENCY

- Ensure strict personal and collective compliance with legislative requirements and oversee legal and regulatory compliance by the NoosaCare organisation through periodic reports and assurances
- Act consistently with NoosaCare's values and strategic design; and faithfully abide by the organisation's Constitution and policies
- Exercise reasonable care, good faith and due diligence in decision making
- Fully disclose, at the earliest opportunity, information that may result in a perceived, potential or actual conflict of interest, consistent with the Board Conflict of Interest Policy
- Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
- Remain accountable for prudent fiscal management to association members, the board, and nonprofit sector, and where applicable, to government and funding bodies.

## **PROFESSIONAL EXCELLENCE**

- Maintain a professional level of courtesy, respect and objectivity
- Prepare for, and actively participate in, meetings and decisions of the Board and committees as appropriate
- Exercise informed and independent judgement in relation to Board decisions
- Attend and participate in any relevant training and education sessions

## **PERSONAL CONDUCT**

- Embrace the values of NoosaCare as a not for profit organisation and act for the good of all members of the organisation rather than for personal benefit
- Not use any information obtained as a Director to advance personal interests.

## **ACCESS AND EQUITY**

- Respect and foster a culture of equal access and opportunity. Consistent with the Constitution, oversee the provision of appropriate and effective aged care and dementia services without discrimination.
- Treat all people equitably and consistently, and demonstrate the principles of procedural fairness and natural justice when making decisions.

## **CONFIDENTIAL INFORMATION**

- Adhere to the Board confidentiality policy and keep confidential all Board papers, discussions and other information relating to matters dealt with by the Board unless expressly permitted or requested by the Board.

## **BULLYING AND SEXUAL HARASSMENT**

- Avoid intimidation, bullying or other inappropriate behavior towards other Board members, management, staff, residents or other NoosaCare stakeholders.
- Call-out inappropriate behavior by other Board members
- Treat Board members, staff, volunteers, residents and their families with respect, kindness and decency.

## **COLLABORATION AND CO-OPERATION**

- Respect diversity of opinion, using established avenues to register dissent as appropriate
- Commit to decisions taken by the Board, irrespective of personal beliefs or views.

## **AUTHORISATION**

Ann Harrap  
President

Date: 11.02.2020



## BOARD CODE OF CONDUCT PROCEDURE

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### PROCEDURES

Before a Board member begins service with NoosaCare, they must be provided with a copy of this policy.

Promptly after being appointed and at least annually thereafter, each Director must sign a confirmation of their commitment to adhere to the spirit as well as the letter of this Policy.

### BREACH

Any serious breach of this policy may result in termination of Board membership. Termination will occur in accordance with the terms expressed in the constitution.

### RELATED DOCUMENTS

- Constitution
- Board Charter
- Confidentiality Policy
- Conflict of Interest Policy
- Dispute Resolution Policy
- Interest Disclosure, Code of Conduct and Confidentiality Statement

### AUTHORISATION

Megan D'Elton  
Chief Executive Officer

Date: 11.02.2020