



## Standard Operating Procedure 1:4

# Board Code of Conduct

<i>Associated Documents:</i>	<i>Assoc Doc 1: Acceptance of Election/Cooption to the Board</i>
<i>Relevant Constitution Rules:</i>	<i>n/a</i>
<i>Related Documents:</i>	<i>Consumer Affairs Victoria Association Incorporation Reform Act, 2012</i> <i>- Rules for impact for women Inc.</i> <i>Strategic Plan – a work in progress</i> <i>Standard Operating Procedures Manual - a work in progress</i> <i>SOP 1.1: Constitution</i> <i>SOP 1.2: Role of the Board</i> <i>SOP 1.3: Board Members' Roles &amp; Responsibilities</i> <i>SOP 1.7: Board Members Conflict of Interest</i> <i>SOP 4.4: Disciplinary Action involving a Member – Misconduct</i> <i>SOP 4.5: Disciplinary Action involving a Member – Serious Misconduct</i>

## PURPOSE

**impact** is committed to providing its Board Members with the information and resources they require to ensure that, collectively and individually, they always act in the best interests of **impact** in accordance with their statutory and fiduciary duties and with the requirements of this Board Code of Conduct.

A Member who fails to meet the standards set in the Code of Conduct may, subject to the provisions of the Constitution, be expelled from the Board.

## PROCEDURES

### Step 1 – Supplying Prospective Board Members with Code of Conduct

Persons expressing an interest in becoming a Board Member will be provided with a copy of the Board's Code of Conduct and be required to confirm their acceptance of requirements prior to taking up their position at the first Board Meeting.

### Step 2 – Expectations of Board Members

All Board Members shall:

- acquaint themselves with the aim, objectives, underlying principles and policies of the **impact** and behave accordingly
- understand and fulfil their responsibilities as Board Members with honesty, diligence and in good faith
- maintain confidentiality in relation to all matters [individually and collectively] fellow Board Members and the organisation with people and organisations outside of **impact**

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**Date reviewed:**

**Date of next review:** November 2020

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- exercise a duty of care towards **impact**'s beneficiaries, fellow Board Members and Volunteers
- act as an advocate and ambassador for **impact** in their dealings with other persons or organisations in their capacity as an **impact** Board Member
- attend all Board Meetings as required and, if unable to attend, send apologies in advance
- prepare themselves properly for Meetings by pre-reading the Minutes of the previous Meeting, the Agenda for the forthcoming Meeting and any supporting documentation
- disclose the nature of any actual or potential Conflicts of Interests between their role as a Board Member and any other personal, professional or community roles at the Board Meeting [see SOP 1.7 re Board Members' Conflicts of Interest]
- act to prevent **impact** from incurring a debt if there are reasonable grounds for suspecting that the organisation is, or would become, insolvent by incurring the debt(s)
- except for the President or delegated individual, refrain from making any statements to the media without the prior consent of the Board on behalf of the Association
- refrain from making improper use of their position, or information gained through their position as a Board Member to gain, directly or indirectly, an advantage for themselves or any other person, or to cause detriment to **impact** or its beneficiaries
- act in a respectful manner towards fellow Board Members, Volunteers, Guests and beneficiaries
- refrain from any activities in their personal lives which might damage the reputation of **impact** or otherwise place the organisation, the Board, Volunteers, Guest and/or beneficiaries at risk of harm
- adhere to **impact**'s core values, policies, standard operating procedures, etc
- refrain from accepting any personal gifts or remuneration in matters which relate to or impinge on their role as a Board Member
- declare any accusation of a criminal matter pending or insolvency

### Step 3 - Breaches of the Board Code of Conduct

- Where a Board Member is thought to have breached the Code of Conduct and that breach is serious – that is, it involves allegations of unlawful or otherwise dishonest behavior, or activities – the Member shall be required to stand down from the Board while the matter is investigated by the police or any other appropriate statutory authority. If the allegations are proven, the Member's Board Membership will be terminated at the next Board Meeting
- Where the Board Member's alleged breach does not involve allegations of unlawful or otherwise dishonest behaviour or activities, a Meeting will be held between the President and one other Board Member and the Member who has committed the breach to discuss the circumstances surrounding the alleged breach. Where the President is the alleged person, a Meeting will be held between the Vice President and one other Board Member
- The outcomes of the Meeting will be reported to the next Board Meeting by the President or Vice President. The Board Member who has allegedly committed the breach will be permitted to make a personal explanation at the Board Meeting should they so choose. If it is confirmed that a breach has occurred, the Board will determine what action should be taken through a majority vote in support of the proposed action
- Actions available to the Board will be, through the President or Vice President, to:

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- issue the Member with a notice reminding them of the Code of Conduct and that further breaches will result in termination of the Member's Board Membership
- suspend the Member for a period of up to and including three months
- request the Member's resignation
- terminate the Member's Board Membership