



# Board Code of Conduct Policy

<b>Policy Authorised by:</b>	Dr Phil Hamdorf	<b>Original Issue:</b>	4 <sup>th</sup> April 2023
<b>Revision by:</b>	Dr Phil Hamdorf	<b>Revised Date:</b>	26 <sup>th</sup> May 2026
<b>Policy Maintained by:</b>	Dr Phil Hamdorf	<b>Next Review:</b>	26 <sup>th</sup> May 2028

## **1. Purpose**

This Code of Conduct sets out the standards of behaviour expected of Directors of ASAPD and supports them in fulfilling their legal, ethical and governance responsibilities.

## **2. Scope**

This Code applies to all Directors when acting in their official capacity and in any context where they may be reasonably perceived as representing ASAPD.

## **3. Principles of Conduct**

### **3.1 Legal and Fiduciary Duties**

Directors will:

- Act honestly, in good faith, and in the best interests of ASAPD
- Exercise due care, skill and diligence
- Act for proper purposes and within their authority
- Take reasonable steps to ensure the organisation operates lawfully and does not trade while insolvent

### **3.2 Integrity and Ethical Behaviour**

Directors will:

- Act with integrity, fairness and accountability
- Avoid conduct that could damage the reputation of ASAPD
- Comply with both the letter and spirit of the law

### **3.3 Conflicts of Interest**

Directors will:

- Avoid actual, potential or perceived conflicts of interest
- Promptly disclose any conflicts in accordance with ASAPD policies
- Refrain from participating in discussions or decisions where a conflict exists

### **3.4 Confidentiality**

Directors will:

- Maintain the confidentiality of all Board information, discussions and documents
- Not use confidential information for personal or third-party benefit
- Continue to uphold confidentiality obligations after ceasing to be a Director

### **3.5 Governance and Participation**

Directors will:

- Be properly prepared for meetings and actively participate
- Apply independent judgment and undertake diligent analysis
- Ask questions and seek clarification where required
- Support collective Board decisions once made

### **3.6 Respectful Conduct**

Directors will:

- Treat fellow Directors, staff, members and stakeholders with respect, courtesy and fairness
- Encourage open, constructive and respectful debate
- Not engage in bullying, harassment, discrimination, intimidation or victimisation

### **3.7 Use of Position**

Directors will:

- Not misuse their position or information gained through their role
- Disclose any benefits or opportunities arising from their position

### **3.8 Diversity and Inclusion**

Directors will:

- Promote diversity, equity and inclusion in decision-making
- Respect differing perspectives and contributions

## **4. Child Safety**

ASAPD is a child-safe organisation with zero tolerance for child abuse.

Directors will:

- Comply with all child safety and safeguarding policies
- Promote the rights, safety and wellbeing of children
- Ensure all interactions with children are appropriate and respectful
- Report any concerns or allegations of child abuse in accordance with ASAPD procedures

## **5. Breach of the Code**

### **5.1 Reporting**

Any suspected breach of this Code must be reported to:

- The Chair of the Board; or
- The Finance, Audit and Risk Committee

Where the Chair is conflicted, reports may be made to an alternative Board officer or committee.

### **5.2 Process**

All reported breaches will be managed in accordance with principles of procedural fairness and may involve:

1. Preliminary assessment
2. Investigation (if required)
3. Opportunity for the Director to respond
4. Determination by the Board or relevant authority

### **5.3 Outcomes**

Where a breach is substantiated, actions may include:

- No further action
- Informal or formal warning
- Removal from committees
- Recommendation for removal from the Board (in accordance with the Constitution)

Serious breaches may expose the Director and/or ASAPD to legal consequences.

## **6. Review**

This Code will be reviewed at least every two (2) years or earlier if required.