



CODE OF CONDUCT FOR BOARD MEMBERS

PURPOSE

To provide a template for a Board Code of Conduct which can be adapted for individual organisations.

ORGANISATION'S VALUES

In all our operations and relationships, we value:

- > Set out here your values or principles

CONDUCT

Personal behaviour – it is expected that board members will:

- > Act ethically, with honesty and integrity, in the best interests of [the organisation] at all times
- > Not make improper use of their position as board members to gain advantage for themselves or for any other person
- > Exercise due care, diligence and skill
- > Take individual responsibility to contribute actively to all aspects of the board's role according to the board member duty statement
- > Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures
- > Make reasonable enquiries to remain properly informed
- > Understand the financial, strategic and other implications of decisions
- > Act in a financially responsible manner
- > Understand financial reports, audit reports and other financial material that comes before the board
- > Attend a minimum of 75% of board meetings
- > Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare
- > Not harass, bully or discriminate against colleagues, members of the public and/or employees
- > Contribute to a harmonious, safe and productive board environment/culture through professional workplace relationships

Communication and official information – it is expected that board members will:

- > Channel all communication between board and staff on business matters through the Chairperson and the CEO/ Manager
- > Not disclose official information or documents acquired through membership of the board, other than as required by law or where agreed by decision of the board
- > Not make any unauthorised public statements regarding the business of [the organisation]
- > Support, adhere to and not contradict the formal decisions of the board made in its meetings
- > Respect the confidentiality and privacy of all information as it pertains to individuals
- > Ensure information gained as a Director is only applied to proper purposes

Conflicts of interest – it is expected that board members will:

- > Disclose any personal or business interests which may give rise to actual or perceived conflicts of interest
- > Not allow personal or financial interests, or the interests of any associated person, to conflict with the interests of [the organisation]
- > Where conflicts of interest do arise, ensure they are managed in the public interest
- > Ensure that they decline gifts or favours that may cast doubt on their ability to apply independent judgment as a board member

In addition, board members commit to:

- > Taking responsibility for reporting improper conduct or misconduct which has been, or may be occurring in the workplace, reporting the details to the relevant people or agency
- > Taking responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the board of [the organisation]

REFERENCES

- > Fishel, D, The Book of the Board, Federation Press, Sydney, NSW (2003; 3rd edn. 2014)

ABOUT POSITIVE SOLUTIONS

[Positive Solutions](#) offers a range of services to non-profit boards throughout Australia. [Board development workshops](#) and detailed board reviews can be tailored to the needs of each organisation. To find out more about how Positive Solutions can help you, contact: info@positive-solutions.com.au or call 07 3891 3872.

THE BOOK OF THE BOARD

[The Book of the Board](#) is Australia's standard reference book for board and committee members of non-profit organisations. Authored by Positive Solutions Director, David Fishel, and currently in its third edition, The Book of the Board provides clear guidance on the role of the non-profit board, formal and legal responsibilities, and the ways in which the board can maximise its effectiveness for the organisation.

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