



Title	Board Code of Conduct & Confidentiality Policy	Policy No	PN-0020
Version	1	Date of Approval	17/02/2020
Pillar area	Governance	Schedule review date	2022

Introduction

Board conduct and confidentiality are very important. Having a Code of Conduct ensures that high standards of professional and individual behaviour are observed by the Board Directors in the context of their roles as Directors of AusDBF. Maintaining confidentiality encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

Purpose

The purpose of this policy is to facilitate effective governance of the Australian Dragon Boat Federation (AusDBF) by ensuring that Board Directors are familiar with the Code of Conduct and understand and agree to be bound by its expectations, including maintaining confidentiality.

Code of Conduct

All AusDBF Board Directors are expected to:

1. Act with honesty and integrity:
 - be open and transparent in their dealings;
 - serve loyally, without self-interest;
 - use power responsibly;
 - ensure that any possible conflict of interest is disclosed or avoided;
 - strive to earn and sustain public trust and the trust of AusDBF's Members at the highest level.
2. Exercise due care, diligence and skill:
 - ascertain all relevant information;
 - make reasonable enquiries;
 - understand the financial, strategic and other implications of decisions.
3. Act in good faith in the best interests of AusDBF:
 - demonstrate accountability for their actions;
 - accept responsibility for their decisions;
 - avoid activities that may bring themselves or AusDBF into disrepute;

- fully support in public, all Board and Board Director decisions and AusDBF staff actions.

Note: This in no way inhibits a Director's right to debate policy or differing views of individual directors at Board meetings. Any grievance should be addressed to the Chair or the Board.

4. Act fairly and impartially:

- avoid bias, discrimination, caprice or self-interest;
- demonstrate respect for others by acting in a professional and courteous manner;
- decision making and attitudes should be guided by equal opportunity principles.

5. Conduct the business of AusDBF appropriately:

- become conversant with the AusDBF Constitution;
- attend and actively participate in Board meetings, including voting on motions and recommending policy and other duties as prescribed in the best interests of AusDBF;
- respond to email communication requiring input and/or approval promptly, within two (2) business days;
- refrain from speaking on behalf of the Board, unless delegated to do so.

6. Use information appropriately:

- ensure information gained as a Director is only applied to proper purposes and is kept confidential;
- ensure that any personal information coming to their attention as a Director is handled in compliance with AusDBF's Privacy Policy and obligations.

7. Use the position appropriately:

- avoid the use of the position as a Director to seek an undue advantage for self, family members or associates;
- avoid the use of the position as a Director to cause detriment to AusDBF;
- decline gifts or favours that may cast doubt on the ability to apply independent judgement as a Board Director of AusDBF.

8. Act in a financially responsible manner:

- understand financial reports, audit reports and other financial material that comes before the Board;
- actively inquire into this material.

9. Comply with AusDBF's Governance Policy and rules:

- have a good working knowledge of AusDBF's governing documents pertaining to their role as a Director;
- act within the powers and for the functions set out in AusDBF's governing documents.

10. Demonstrate leadership and stewardship:

- promote and support the application of AusDBF's values;

- acknowledge and act in accordance with the responsibility a Director, has regarding the rights of Members of AusDBF and other stakeholders of AusDBF;
- act in accordance with this Code of Conduct.

Any breach of the Code of Conduct or Constitution by any Board Director shall be recorded by the AusDBF Board and one or more of the following methods shall be invoked:

- a) A Board motion requesting an investigation by an independent third party;
- b) A Board motion calling for the subject Board Director to appear before the Board, or make a written submission;
- c) Be subject to censure by way of admonishment, caution and/or reprimand;
- d) Removal of a Board Director from the Board subject to Clause 13.13 of the AusDBF Constitution.

Confidentiality Policy

It is the policy of AusDBF that its Board Directors will not disclose confidential information belonging to, or obtained through their affiliation with, AusDBF to any person, including relatives, friends, and business and professional associates, unless AusDBF has authorised disclosure.

This policy is not intended to prevent disclosure where disclosure is required by law.

Confidentiality is the preservation of privileged information. Board Directors are cautioned to demonstrate professionalism, good judgment, and care always in handling any information related to AusDBF to avoid unauthorised or improper disclosures of confidential information.

While AusDBF Board Directors are expected and encouraged to discuss the organisation with one another and targeted others, they shall not report opinions expressed in meetings, nor shall they report independently on Board action, or engage in any communication that has not been approved by the Chair of AusDBF or that would not be supported by AusDBF Board policy, procedures, or decisions.

Board Directors must keep confidential all information pertaining to matters dealt with by the Board. This includes all AusDBF Board Papers including all written communications to Board Director/s including, without limitation: monthly/quarterly board papers; submissions; Board meeting agendas and minutes; letters; memoranda; reports to the Board and associated documents and information contained in those documents; Board committee and sub-committee papers; and copies of other documents referred to in any of the abovementioned documents made available to the Board Director during his or her time in office.

Maintaining confidentiality as a rule will also help ensure observance by AusDBF Board Directors of the following legal duty:

A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:

- a. *gain an advantage for themselves or someone else; or*
- b. *cause detriment to the organisation.*

At the end of the Board Director's term or upon his/her retirement, resignation or removal from the Board of Directors, he/she shall return, at AusDBF's request, all documents, papers, and other

materials, regardless of medium, which may contain or be derived from confidential information, in his/her possession.

It is expected that AusDBF Board Directors will not use trade secrets, client lists, or other confidential information acquired by virtue of being on the Board, even after they complete their service with AusDBF.

If a request is made for access to one or more AusDBF Board Papers, the Board may on a case by case basis resolve to provide access to the document/s. In considering this request, the Board will have regard to:

- the importance of maintaining confidentiality to facilitate effective board meetings;
- the importance of complying with the law – including privacy law - and recognizing that the law sometimes creates duties to disclose or protect information;
- whether the person requesting the document is a member, and the important role of members in holding the Board accountable;
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in this Policy is intended to prevent the AusDBF Board from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Board in carrying out its functions.

Any person including an employee who is not a member of the Board but is present at a Board meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.



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Responsibilities

The AusDBF Chair is responsible for bringing this policy to the attention of prospective and new Board members.

AusDBF Business Services will ensure that it is included in the induction kit for new Board members.

Board Directors are responsible for familiarising themselves with the requirements of the policy and must be willing to sign a Declaration confirming their agreement to abide by the requirements of the policy.

Requests for access to Board Papers should be made to Business Services, who should include consideration of the request as an item on the Board agenda.

Procedures

All Board Directors will be provided with a copy of this policy as part of their Board Induction process. Each Director will then complete and sign the declaration at the first Board meeting following their election at the Annual General Meeting. The Declaration will remain valid for their term of office, including any subsequent terms if Directors are re-elected.

Business Services will ensure that Board Papers are created, maintained and distributed in a manner which is consistent with their confidential status. They shall be kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons (including employees).

In circumstances where a request for access to Board Papers has been made, and there is reason to believe that there are laws governing the disclosure or non-disclosure of the document, the Board or Business Services (upon direction from the Board) will obtain legal advice on the matter to assist the Board in its consideration of the request.

Related Documents:

- AusDBF Board Code of Conduct and Confidentiality Policy - Director Certification