

Application	Board only
Purpose	Describes the responsibilities of Board members and the organisation's expectations in respect of their conduct in carrying out their position as a Board member.
References	N/A
Associated policies/procedures	BPM-002 Board Work plan/meetings, Committees and Office Bearers' Policy BPM-007 Managing Conflict of Interest Policy BPM-003 Board/CEO Relationship Policy
Associated forms	BPM-F002 Code of Conduct Declaration Form
Thorne Harbour Health	The Victorian AIDS Council Inc (VAC) and the Gay Men's Health Centre Inc (GMHC) are separate legal entities and 'incorporated associations' for the purposes of the <i>Associations Incorporation Reform Act 2012</i> (Vic). Each of VAC and GMHC is overseen by independent volunteer Directors, elected or appointed under the Constitutions for each entity. The entities operate under the trading name of Thorne Harbour Health. Each of VAC and GMHC is registered with the Australian Charities and Not-for-profits Commission. A reference to 'the Board' refers to the collective or committee of Directors of both VAC/GMHC.

1. Code of Conduct

A Director must:

Act with honesty and integrity. Be open and transparent in your dealings; use power responsibly; do not place yourself in a position of conflict of interest; strive to earn and sustain public trust of a high level.

Act in good faith in the best interests of VAC/GMHC. Demonstrate accountability for your actions; accept responsibility for your decisions; do not engage in activities that may bring you or VAC/GMHC into disrepute. Demonstrate good faith through supporting an agreed position from the united voice of the Board outside meetings.

Have respect for due debate. Be open to debate within the Board and demonstrate respect for other opinions.

Act fairly and impartially. Avoid bias, discrimination, caprice or self-interest; demonstrate respect for others by acting in a professional and courteous manner.

Use information appropriately. Ensure information gained as a Director is only applied to proper purposes and is kept confidential.

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Use your position appropriately. Do not use your position as a Director to seek an undue advantage for yourself, family members or associates, or to cause detriment to the public entity; ensure that you decline gifts or favours that may cast doubt on your ability to apply independent judgement as a Board member of VAC/GMHC.

Honesty is concerned with being open and transparent

- Express genuine views clearly and without ambiguity
- Respect laws, policies and generally accepted standards of behaviour
- Explain reasons for views, including disclosing what information or considerations were relied on
- Be truthful
- Speak up when a decision or advice is being considered that may be detrimental to the interests of VAC/GMHC
- Identify and declare any conflicts of interest (see BPM-007 Managing Conflicts of Interest policy)
- Acknowledge gaps in knowledge and expertise impacting on contributions to decision making
- Consent to, and provide, all necessary documents required to enable VAC/GMHC to determine eligibility to be, and remain, a Director (see By-Law 01/2017).

Integrity is concerned with motive, and being consistent with espoused values

- Avoid actual and perceived conflicts of interest
- Declare any outside interests annually (Declaration of Private Interests) when they arise (e.g., new appointments; new commercial interests) prior to consideration of particular matters
- Withdraw from Board deliberations where an actual or perceived conflict of interest arises
- Withdraw, or record a minority view, where a matter of conscience arises
- Do not be rushed into making decisions without time for proper consideration and with all necessary information to make a decision
- Ensure that the minutes of the meeting record actions to declare conflicts.

Good faith is concerned with being cooperative and reasonable. In the **best interests** of VAC/GMHC is about proper purpose and reputation

- Commit to be an active member of the Board before accepting a role on that Board
- Be professional and positive in all dealings with fellow Board members
- Exercise powers responsibly and in the best interests of the organisation
- Be aware that gifts and favours of any kind, whether for Board members or for members of their families, may influence – or be perceived to influence – decision making
- Be mindful that your conduct in all aspects of your life can reflect on your standing as a Board member and the reputation of the organisation
- Be cautious of comments made on social media and how these may be perceived by members of the wider community in relation to your role on the Board.

Fairness and impartiality is concerned with being objective and acting with balance and justice

- Advise and behave in a manner that is free of favouritism, self-interest and preference
- Consider all relevant facts objectively when implementing government policy and programs to ensure equitable outcomes
- Act in accordance with anti-discrimination and equal opportunity legislation
- Respect human dignity and foster a culture that is free of intimidation and bullying.

Using information appropriately is concerned with respecting confidentiality and using discretion, prudence and good judgement

- Only use information gained as a Director for purposes intended by the Board and for purposes that are in the interests of the organisation as judged by the Board
- Be conscious that Directors hold privileged/confidential information and that strict rules of confidentiality apply to that information
- Be well informed about State and Federal privacy and protected disclosure laws
- Never communicate official information for other than official purposes without the Board's permission. This includes leaking information to the media, clients of the organisation or to stakeholders.
- Confidentiality in the context of VAC/GMHC also recognises the importance of the rights to privacy and confidentiality for all people in relation to HIV status and/or sexual orientation.

Using your position appropriately is concerned with not abusing/misusing the influence or access to information that your role provides

- Do not misuse or abuse those powers for personal gain or some other motive
- Do not take decisions with any intention of malice
- Do not join the Board as a favour to a friend or colleague, or where you consider that the impartiality of your decisions may be compromised or would reasonably be perceived to be compromised
- Never seek to gain undue benefit for any party from information gained as a Director.

2. Responsibilities of the Board and Directors

2.1. The Board has a responsibility to ensure the organisation is positioned to achieve its purpose (mission) into the future, regardless of the elected term of office of Directors. In this sense the Board as a whole and each Director assumes a stewardship role and this role is best achieved by each member of the Board working constructively as part of a 'team' in partnership with the organisation's executive leadership, the CEO.

2.2. As a Director of the VAC/GMHC Board you have a duty to:

- Act in a **financially responsible** manner
- Exercise **due care, diligence and skill**
- **Comply with the Constitution and in particular the objectives of VAC/GMHC**
- Demonstrate **leadership and stewardship.**

Financial responsibility is concerned with being accountable, vigilant, prudent and acting legally

- Understand VAC/GMHC's financial accounts and financial position
- Ensure that the VAC/GMHC financial management, and all integrated systems are fit for purpose. Ensure business processes are reviewed and adjusted to take best advantage of the systems available.
- Ensure that there are clear, consistent financial reports from the Treasurer and take an active interest in the work of the Finance Risk and Audit Committee
- Ensure financial reports to the Board that are clear and concise, using graphs and techniques to assist members to understand reports where appropriate

- Ensure there is clear trend analysis and benchmarking data to assist the Board to constantly reassess the financial health of VAC/GMHC
- Do not support a Board resolution that has financial implications that you consider imprudent
- Record your disagreement, or abstain from voting, if you do not believe financial implications are sufficiently clear
- Raise questions if uncertain about any aspects of financial reports.

Due care, diligence and skill is concerned with being prudent, having commitment, and acting responsibly and professionally

- Get to know the business of VAC/GMHC and the way the Board operates
- Read Board papers and be prepared to ask questions about matters before the Board
- Attend Board meetings and be focused on the work under consideration
- Consider issues completely, taking account of all relevant evidence
- Understand the strengths, weaknesses, opportunities and threats facing VAC/GMHC
- Do not simply rubber stamp recommendations put by a committee or individual
- As part of professional orientation for Directors, participate in management familiarisation briefings and tours
- Ensure full compliance with the legal, ethical and policy obligations of VAC/GMHC
- Ensure you can guide and monitor management of VAC/GMHC. To do this:
 - monitor the affairs and practices of VAC/GMHC
 - review the VAC/GMHC's financial statements and reports regularly
 - demand that Board papers are prepared thoroughly and sent well in advance of Board meetings
 - where appropriate, demand evidence-based documentation and seek further information if necessary to ensure that the Board's decisions are based on the best available information
- Take an interest in the qualifications and experience of candidates for senior executive jobs in the organisation such as the Chief Executive Officer and the Senior Management Team

Complying with the Constitution is concerned with having the power and authority to act and with having respect for boundaries

- Carry out duties in good faith and for a proper purpose as described in VAC/GMHC's Constitutions
- Ensure you have ready access to up-to-date copies of the Constitutions
- Ensure Board papers refer to relevant sections in the Constitution, and any relevant government policies and inform Directors of the powers under which they are acting
- Understand whether a decision is within the VAC/GMHC's power and ask questions if you do not understand
- Be conscious that necessary delegations are in place, and that matters reserved for the Board are clearly identified
- Be aware of the Government's policies and priorities and of any directions from a Minister that affect VAC/GMHC's interests'

Leadership and stewardship are concerned with having foresight, providing an example and achieving sustainability

- Understand the importance that strategic direction plays in ensuring that VAC/GMHC fulfils its purpose for members, government, clients and other stakeholders

- Be conscious of, value, develop and protect the assets that belong to the VAC/GMHC
- Assist in developing and promulgating the organisational culture the Board wishes for VAC/GMHC
- Behave in a way that exemplifies the community sector values
- Ensure the Board schedules time to focus on strategic matters and reflection and for proper consideration of programmable work
- Watch for signs that the Board or VAC/GMHC is not performing well. These might include
 - getting bad news late
 - a poor accountability culture
 - Board decisions not implemented quickly
 - decisions made without Board approval
 - officers lacking delegated powers
 - an uncooperative, evasive or aggressive CEO or Senior Management Team
 - inadequate auditing of past mistakes
 - inadequate or ineffective control systems.

2.3. Specific responsibilities of the Board and consequently of each Director in governing the organisation are to:

- support mission achievement by:
 - participating in developing appropriate and effective strategic plans to guide the mission of the organisation
 - ensuring the financial and other resources necessary for achievement of those plans are available to the organisation
 - determining and publicly expressing views on matters effecting the organisation, its mission and its constituents
 - engaging with constituents to ensure relevance and a strong supporter base
 - ensuring an organisation culture that is aligned with the organisation's mission and values
- monitor and ensure effective risk, quality and compliance management including:
 - compliance with all legal and contractual requirements
 - identification and mitigation of strategic and operational risk
 - continued quality assurance for programs and services directed to best client and community outcomes
- promote accountability and enhance performance by:
 - managing the Board's own performance and business processes including delegations to committees, and developing and reviewing governance policy
 - selecting, supporting, delegating and holding the CEO to account
 - engaging in transparent succession planning activities and ensuring effective orientation of new members of the Board
 - participating in performance development activities relevant to the governance role.

2.4. Responsibilities of the staff member of the Board are described in [Attachment 1A](#) of this policy.

2.5. Responsibilities of the CEO in respect to the Board are articulated in the BPM-003 Board and CEO relationship policy.

3. Responsibilities of the organisation

3.1. VAC/GMHC will determine, as part of its budgeting process, an annual allocation for governance/Board performance improvement. Based on Board performance review and planning

activities, the Board will agree an appropriate governance development program. It is expected that all Directors will be supported and encouraged to participate in relevant development initiatives including training.

- 3.2. The organisation will ensure it has an appropriate level of insurance for Directors and officers and make available a copy of the insurance policy to candidates for election to the Board prior to the election.

4. Statement of limitations

- 4.1. Directors other than the President may not represent the organisation without a specific delegation from the Board either directly or through the President in accordance with relevant governance policy. This includes all statements to the press and to staff members.
- 4.2. In the interests of probity and to ensure no implicit or explicit conflicts of interest are created, gifts of either goods or services of substance should be neither accepted nor offered by any Director. However, it is recognised that tokens of appreciation may be offered to Directors performing public roles which, if refused, could cause embarrassment. In this circumstance, the token of appreciation may be accepted but it must be declared through the Finance, Risk and Audit Committee within one month of receipt of the gift.
- 4.3. All Directors are expected to use the organisation's assets, such as equipment, furniture, buildings, materials and supplies, money, services and intellectual property only insofar as is related to implementation of Board member role-related responsibilities. The misuse of the VAC/GMHC's assets by the taking, using for personal benefit, giving to others (or assisting others in such activity) of the organisation's property is prohibited.
- 4.4. Directors are not remunerated. However, upon receipts, Directors may be reimbursed for reasonable travel and other out of pocket expenses incurred when undertaking Board duties as requested and approved by the Board.

The role of non-voting staff member of the Board is provided for and required by the Constitutions and shares the same overarching purpose as all other members of the Board and the CEO – to act in the best interests of the organisation as a whole. The non-voting staff member of the Board is expected to commit to the Code of Conduct Directors’ Responsibilities Policy.

The non-voting staff member of the Board, while being elected by staff for appointment to the Board, does not act in a sectional representational role and the role is clearly distinguished from any role related to union or industrial representation of staff.

The non-voting staff member contributes to the effective governance of VAC/GMHC by contribution of specific knowledge derived from in-depth operational understanding of the business, of the issues and experiences of clients of agency programs and services, and of the staff (including volunteers). Both staff and clients are important stakeholders and, at times, members of the organisation. Like any other member of the Board, they contribute to effective governance through their own skills and capacities and by acting with diligence and care in respect to the role.

In their capacity, the non-voting staff member of the Board:

- fully participates in discussion and debate leading up to and resulting on decisions of the Board at Board meetings
- actively engages in strategic and other governance-related events held by the Board
- may participate in task groups of the Board as a task group member approved by the Board
- may, at meetings of the Board or other Board events, present and explain views on issues gathered from staff (including volunteers)
- may, if asked by the Board for the staff view, request time to determine the view
- will actively support and engage in staff consultation processes initiated by the Board
- may, at meetings of the Board or other Board events, advocate on matters likely to impact on staff (including volunteers) providing they are doing so in the best interests of the organisation as a whole
- may seek to include governance-related matters derived from engagement with staff, volunteers or clients on the strategic or business agenda of the Board using agreed Board procedures
- may provide early comment and opinions on issues which have been identified for in-camera discussion by voting members of the Board
- will contribute to Board performance review
- will participate in relevant Board development activities
- in consultation with staff – and, as appropriate, the CEO – will establish mechanisms to actively and meaningfully engage with staff on the issues under consideration by the Board
- support staff to better understand the role of the non-voting staff member of the Board, as well as to access Board policy – this may be done by working at an organisation systems level including through staff induction or in response to queries from individual staff members
- will identify to the Board any personal or role-related conflicts of interest in a timely and transparent matter; conflicts of interest related to the role of the non-voting staff member of the Board are deemed to include CEO performance and remuneration review, specific enterprise agreement content

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matters (although process matters may not fall into the area of conflict of interest) and grievances pertaining to individual staff members

- will raise any governance related concerns in accordance with Board policy.

All time reasonably spent by the non-voting staff member of the Board on governance matters and the business of the Board will be considered to be part of their employment role and workload.

There are five very clear limitations to the role of the non-voting staff member of the Board; of these limitations the first four are shared with the voting members of the Board. They may:

1. Not act outside of the Code of Conduct and Directors' Responsibilities Policy.
2. Not act in ways that contravene Board policy.
3. Not act on behalf of an individual staff member or group of staff in respect to a grievance or conflict; in a circumstance where a staff member makes this request, the non-voting staff member of the Board should refer the staff member to the relevant operational or Board policy and/or to the industrial representative.
4. Not share information or documents that have been identified as confidential to the Board outside of the Board; note, however, that Board documents will most often be available publicly or through Freedom of Information laws.
5. Not intervene in any way in operational matters using their role on the Board; they will adhere to operational line management accountabilities and to operational policy in the same manner expected of any other staff member.