



Policy Area: Corporate Services
Document No: Board POL000
Version No: 0.1 DRAFT
Next Revision Date: November 2021

CODE OF CONDUCT – BOARD MEMBERS

Effective Date

November 2018

This policy or procedure applies to:

All members of the Board of Guide Dogs Victoria

1. General

Guide Dogs Victoria is committed to high standards of professional and ethical workplace behaviour in line with our values and behaviours

2. Purpose

The purpose of this Code is to provide guidelines for board members on the ethical standards of behaviour required at Guide Dogs Victoria. These ethical standards are in line with the general values and behaviours of the organisation and aim to maintain the reputation of Guide Dogs Victoria as a trusted and professional organisation.

3. Definitions

Conflict of interest occurs when a person's personal interests conflict, or appear to conflict, with their responsibility to act in the best interests of Guide Dogs Victoria. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a person's duty to Guide Dogs Victoria and another duty that the person has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of Guide Dogs Victoria.

Guide Dogs Victoria's Values are:

- Client Service;
- Professional Excellence;
- Honesty and Integrity;

- Mutual Respect and Trust;
- Success through People; and
- Accountability and Transparency

Volunteers includes all Directors of the Board and members of the Consumer Experience Council.

4. Code of Conduct

The Code of Conduct encompasses the following obligations. A member of the Board:

- Must act honestly, in good faith and in the interests of Guide Dogs Victoria as a whole;
- Has a duty to use due care and diligence in fulfilling the functions of the office and exercising the powers attached to that office;
- Has an obligation to be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- Must use the powers of office for a proper purpose, in the best interests of Guide Dogs Victoria as a whole;
- Must recognise the primary responsibility is to the members of the Guide Dogs Victoria, but where appropriate should have regard for the interests of all stakeholders of Guide Dogs Victoria;
- Must not take improper advantage of the position of that office;
- Must not allow personal interests, or the interests of any associated person, to conflict with the interests of Guide Dogs Victoria;
- Must declare any actual or perceived conflicts of interest and should a vote be required on a matter where a conflict exists, the Board member concerned must abstain from voting;
- Must not make improper use of information acquired from the position of that office;
- Should not engage in conduct likely to bring discredit upon Guide Dogs Victoria;
- Has a duty to conduct themselves in accordance with Guide Dogs Victoria's Code of Conduct, Values and Behaviours;



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- Has an obligation, at all times, to comply with the spirit as well as the letter of the law, the Guide Dogs Victoria Constitution and the principles of the Board Charter and this Code of Conduct.

Confidential information received by a member of the board in the course of the exercise of their duties remain the property of Guide Dogs Victoria from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the board of Guide Dogs Victoria, or is required by law.

The above obligations relate to current Board members and persons who cease to be members of the Guide Dogs Victoria Board.

All Board members must have a current police and working with children's check.

5. Conflict of Interest

At the start of each Board and subcommittee meeting, an agenda item for Conflict of Interest Declaration exists. Any conflict of interest in relation to the agenda must be disclosed at the start of the meeting. The chair of the meeting must ensure that the relevant director leaves the meeting if appropriate. This action must be minuted.

Each year the Company Secretary will ask for relevant conflict of interests from each Director. The conflict of interest register, held with the company secretary, will then be updated.

Section 13.5 of the Constitution governs Directors Conflict of Interest.

6. Receipt of Gifts and Hospitality

The giving and receiving of gifts and the provision and acceptance of hospitality are part of normal business practice of Guide Dogs Victoria. All gifts and hospitality over \$50 cumulative over a financial year should be disclosed to the Company Secretary who will then record this in the gifts and hospitality register.

However, there are times when gifts and hospitality are not acceptable and could compromise the reputation of Guide Dogs Victoria. Gifts and hospitality should not be received that could:

- Compromise a person's judgement;
- Be or appear to be a conflict of interest;
- Damage the relationship with others; or
- Indicate any favouritism or prejudice.

The value of the gift or hospitality will inform if acceptance is acceptable or not.

7. Breach of Code of Conduct

If a breach of this code of conduct is suspected it can be reported to the Chairperson of the Board. Where this is not appropriate, a breach or suspected breach can be report to:

Lander & Rogers Lawyers

Level 12, 600 Bourke St

Melbourne, Victoria 3000

(03) 9269 9802

www.landerson.com.au

8. Responsibilities

The **Chair of the Board** is responsible for:

- Ensuring that the Code of Conduct is followed by all members of the Guide Dogs Victoria Board.
- Investigating potential breaches of the Code of Conduct.

The **Board members** are responsible for:

- Following the Code of Conduct

The **Company Secretary** is responsible for:

- Maintaining the conflict of interest register
- Maintaining the gifts and hospitality register



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9. Related Documents

Guide Dogs Victoria Constitution

Board Charter

Values and Behaviours

Conflict of Interest Register

Gifts and Hospitality Register