

NRWC Code of Conduct

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The NRWC Code of Conduct

As a director and member of a Board you 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 the NRWC**. Demonstrate accountability for your actions; accept responsibility for your decisions; do not engage in activities that may bring you or the NRWC into disrepute.
- 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.
- **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 NRWC; ensure that you decline gifts or favours that may cast doubt on your ability to apply independent judgment as a Board member of the NRWC
- 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.
- Exercise **due care, diligence and skill**. Ascertain all relevant information; make reasonable enquiries.
- Understand the financial, strategic and other implications of decisions.
- **Comply with the establishing legislation** for NRWC. Act within the powers and for the functions set out in the NRWC's establishing legislation.
- Demonstrate **leadership and stewardship**. Promote and support the work of the NRWC and act in accordance with the Directors' Code.

Examples of behaviors that may breach the Code can be found in the NRWC folder given to all Directors

- Failing to express a view or ask a pertinent question because of feeling unsure about expressing that view;
- Using the NRWC's assets to provide benefits for other Board members. For instance financing a social outing for members from the NRWC's resources without Board agreement or not providing crucial information to other Board members and allowing them to proceed on a course of action that will be detrimental to the NRWC.



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 apparent (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
- Ensure that the minutes of the meeting record actions to declare conflicts.

The duty to act with integrity overlaps with a member's other duties to act honestly and in good faith in the best interests of the NRWC.

A Board Member should be:

- Be professional and positive in all dealings with fellow Board members.
- Exercise powers responsibly and in the best interests of the NRWC.
- 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 NRWC.
- Board members should be sufficiently independent to provide balanced advice to the Board. They are more likely to make effective decisions if they pay close attention to making sure that each decision is made based on the best information available at the time and in the best interests of the NRWC.
- An independent Board member is not connected personally, financially, commercially or professionally with the NRWC's management or with any other business or relationship that could interfere with their independent judgment.

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

- Advise and behave in a manner that is free of favoritism, 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 legislation. Respect human dignity and foster a culture that is free of intimidation and bullying. Judgment of Board members should be formed on the basis of evidence without discrimination against any person or body. That is, members should act in accordance with anti-discrimination legislation which protects people from discrimination on the grounds of their sex; gender identity; sexual orientation; lawful sexual activity; marital, parental or carer status; pregnancy; breastfeeding; age; physical features; impairment; race; political or religious belief or activity; and industrial activity.
- The Board should ensure there is a process for resolution of grievances from Board members themselves and from persons not on the Board such as employees, clients, contractors, and community groups that ensures fairness and gives confidence to members, that, where a problem is identified, it will be dealt with in an appropriate manner.



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

- Only use information gained as a Board member for purposes intended by the Board and for purposes that are in the interests of the NRWC as judged by the Board.
- Be conscious that Board members hold privileged information and that strict rules of confidentiality apply to that information.
- Be well informed about privacy and whistleblower legislation.
- Never communicate official information for other than official purposes without the Board's permission. This includes leaking information to the media, clients of the NRWC or to stakeholders.
- Board members must use information appropriately by ensuring it is only applied to proper purposes, maintaining confidentiality and not seeking to gain undue benefit for any party.
- Boards should ensure that all members are aware of requirements of the *Information Privacy Act 2000*
- Board members must not take improper advantage of any information, including commercially sensitive information, gained in the course of their Board duties. They may disclose official information that is normally given to members of the public seeking that information or if they are called to give evidence in court, or when given proper authority. Comments should be confined to facts and members should not express personal opinion on official policy or practice.

Examples of behaviours that may breach the NRWC Code:

A Board member is on a selection panel for a new project contract. The Board member uses information gained about groups participating in this tender process to apply to his/her own business. A Board member has access to personal information provided by candidates as part of a selection process. The Board member uses contact information from that list to invite these people to join the local golf club.

Where a Board member believes that 'improper conduct' involving public officers is occurring within the NRWC, she should use the procedures and mechanisms provided for in the *Whistleblowers Protection Act 2001*.

Using your position appropriately is concerned with not abusing 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 a 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 Board member.
- A Board member who improperly uses their position to gain an advantage for themselves or someone else or to cause detriment to the entity will be liable for their actions under both civil and criminal law.

An example of this would be if the Board of a NRWC is developing a tender for a contract to develop a new website. A friend draws a Board member into a conversation about the work. Her friend lets him know that he daughter in-law will be starting a related business in two

months and tells his friend how good it would be if the tender were to be advertised after the business has started. The Board member feels sorry for the young woman who has a young family and has just been retrenched. She therefore argues strenuously against advertising the tender immediately but does not declare his conversation with his friend. The Board member knows the tender will be advertised and that the selection process will be thorough. He considers that holding off advertising to widen the field may be good for the NRWC and would only provide a minor advantage to his friend's daughter-in-law or none at all if he does not win the tender. The Board member should not have spoken with his friend about the proposed tender. Having done so, he should have declared his conversation to the Board and abstained from any discussion around or decision on the tender.

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

- Understand the NRWC's financial accounts and financial position.
- Ensure that the NRWC's financial management system is adequate and designed to minimize processes, which can lead to errors.
- Ensure that there are clear, consistent financial reports from the Treasurer and take an active interest in the work of the finance committee.
- Request financial reports to the Board that are clear and concise, using graphs and techniques to assist members to understand reports where appropriate.
- 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. Board members must become familiar with the business of the NRWC and understand its financial accountability arrangements. They must exercise care in relation to public funds and assets.
- A Board member must be able to understand financial reports and the financial justifications for decisions taken by the Board.
- A Board member who needs training should ask to attend an appropriate course or training should be offered as part of the induction process.
- Board members should actively inquire about the financial material put before the Board if that material is unclear or raises matters that may be of concern from a financial perspective.
- A Board member may ask for reports from the EO & Treasurer from time to time.
- The Board should have a protocol in place to direct such requests through the EO, as a matter of good governance. The NRWC's audit and risk management committee will also report on a regular basis.

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

- Get to know the business of the NRWC 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 the NRWC. Ask management for detailed briefings and/or familiarisation tours of the detail of the NRWC's business and operations before strategic planning takes place.



- Do not simply rubber stamp recommendations put by a committee or individual.
- Ensure full compliance with the legal, ethical and policy obligations of the NRWC.
- Ensure you can guide and monitor management of the NRWC. To do this monitor the affairs and practices of the NRWC.
- Review the NRWC'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 paid positions within the NRWC.
- Board members must exercise powers and discharge duties with the degree of care and diligence of an 'ordinary prudent' person. This duty is related to the prudential management of public funds and the prudential management of risk.
- The Board usually delegates detailed consideration of issues to officers of the NRWC, individual members of the Board or to committees. The individual or committee who is delegated to consider a matter cannot lawfully delegate that power or function to any other individual or body. The Board will be held to account for the actions of its delegates and committees.
- The NRWC, including the Board and its members, may be vulnerable to criticism or legal action if a NRWC gets into difficulties. This may happen if:
 - o There have been very few Board meetings;
 - o Members have failed to come to grips with the business of the NRWC;
 - o Members have not taken steps to ensure proper financial statements and records are kept;
 - o The Board has not ensured that there is a proper audit and control system to detect and prevent fraud by officers and employees; and
 - o The Board has exercised its powers inconsistently with Government policy.
- Board member who has any special skills, for example a legal or accounting qualification, is expected to use them in working on the Board.

Complying with establishing legislation 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 the entity's establishing Act constitution or terms of reference document.
- Ensure you have ready access to up-to-date copies of the establishing documents during Board meetings.
- Ensure Board papers refer to relevant sections in the establishing legislation, and any relevant government policies and inform members of the powers under which they are acting.
- Understand whether a decision is within the public entity'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 the NRWC while remaining apolitical in applying those policies or directions.



Board members should be clear that if the Board wishes to do something not authorised under its establishing legislation, but in the public interest or consistent with the objectives of the NRWC, it should be raised with the Office for Women or the NRWC legal advisor for consideration. The Minister may be able to issue directions to facilitate the action or a legislative change may be considered.

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

- Understand the importance that strategic direction plays in ensuring that the NRWC fulfills its purpose for Government and other stakeholders.
- Be conscious of, and value, the assets that belong to the NRWC.
- Assist in developing and promulgating the organisational culture the Board wishes for the NRWC.
- Behave in a way that exemplifies the not for profit 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 the NRWC is not performing well. These might include getting bad news late, a poor accountability culture in the NRWC, Board decisions not implemented quickly, decisions made without Board approval or by officers lacking delegated powers, an uncooperative, evasive or aggressive staff member, inadequate auditing of past mistakes, inadequate or ineffective control systems.
- Stewardship is the careful and responsible management of something entrusted to one's care. The core roles of oversight and leadership played by the Board are critical to good governance and require each member to exercise independent judgment and goodwill.

The Board of a NRWC exercises its stewardship on behalf of all women from rural, regional and remote Australia

Board members should see their stewardship duty as being responsible for the NRWC's tangible and intangible assets. Intangible assets include the NRWC's: Reputation; Intellectual capital; Integrity and commitment to values;

- Goodwill resulting from working with other stewards such as the Department, the Minister and Parliament;
- Experience and corporate memory derived from program and project delivery; and Program outcomes over time.

Authorisation

Signature of Board Secretary:

Date of approval by the Board:

National Rural Women's Coalition Ltd