



GOV-F006

Code of Conduct – Board members

1. Introduction

- 1.1 The Australasian Corrosion Association (“**the Association**”) supports and promotes a safe, supportive and professional working/team environment for all Board Members.
- 1.2 This Code of Conduct outlines the standards of behaviour expected by the Association, and it is the Association’s expectation that the principles in this Code of Conduct will be followed and respected by each Board Member at all times.
- 1.3 Board Members must at all times act in accordance with legal and statutory requirements and discharge all their duties as Board Members.
- 1.4 Board Members includes Directors (both member-elected and independent), ACA Executive Officer and the Association Secretary.

2. Scope

- 2.1 This Code of Conduct applies to all Board Members that represent the Association within their State or Jurisdiction. This is inclusive if working remotely.

3. General Standards of Behaviour

- 3.1 Board Members must, at all times:
 - 3.1.1 Behave honestly and with integrity and act with care and diligence in the performance of their work;
 - 3.1.2 Treat everyone, including but not limited to, fellow Board Members, Members, contractors, visitors, clients and customers, with respect, courtesy and honesty;
 - 3.1.3 Foster an environment that encourages equal opportunity, embraces diversity, and does not tolerate discrimination or harassment of any kind;
 - 3.1.4 Behave in a way that upholds the integrity and good reputation of the Association whilst acting in good faith in the best interests of ACA and its values;
 - 3.1.5 Comply with any lawful and reasonable directions of the Association;
 - 3.1.6 Use the Association resources and assets in a proper manner and for a proper purpose;
 - 3.1.7 Behave in a manner that ensures a safe and healthy workplace for all;
 - 3.1.8 Not provide false or misleading information to the Association;
 - 3.1.9 Not improperly use their duties, status, power or authority with the Association to gain, or seek to gain, a benefit or an advantage for the Board Members or any other person or entity;
 - 3.1.10 Contribute to a positive board behaviour and culture by showing respect for other Board Members’ opinions, allowing each Board Member a fair and equal opportunity to contribute to discussion/decision making, and refrain from personal attacks or derogatory comments;



- 3.1.11 Review board papers and prepare before board meetings as well as acquaint themselves with issues confronting the board;
- 3.1.12 Undertake appropriate training where appropriate, including the board induction program;
- 3.1.13 Commit the time necessary to discharge effectively the role as a Board Member and as a member of any board committee; and
- 3.1.14 Comply with all policies and procedures of the Association and sign into their adherence as is appropriate in carrying out their role as a Board Member.

4. Ethics and Business Conduct

- 4.1 All Board Members must act with honesty, diligence, loyalty and good faith.
- 4.2 Board Members must not engage in conduct which may cause offence, embarrassment or legal liability to the Association, its members, clients or suppliers, another staff member or a member of the public.
 - 4.2.1 Board Members must not engage in any conduct that is counterintuitive to the commercial interests of the Association, the Board or its Members.
- 4.3 Board Members must immediately disclose to the Association any unethical, dishonest, fraudulent or illegal behaviour. Board Members must also report any behaviour which violates the Association's policies.
- 4.4 Board Members must make reasonable enquiries if relying on information or advice provided by others.
- 4.5 Board Members must not permit or advise the Association to engage in insolvent trading.
- 4.6 Board Members must demonstrate consensus with decisions made by the Board, whether Board Members agree with the decision or not, and once decided Board Members will 'speak with one voice' on the matter. This is to provide professional unity and consistency across strategic decision-making and good corporate governance.
- 4.7 Board Members must keep all proceedings of the Board (including subcommittees of the Board), such as board discussions, papers, minutes, presentations and other material provided to the Board strictly confidential (except as agreed by the Board) and shall not:
 - 4.7.1 Disclose any confidential information acquired by virtue of their position and standing as a Board Member;
 - 4.7.2 Use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person;
 - 4.7.3 Permit any unauthorised person to inspect or have access to any confidential documents or other information;
 - 4.7.4 Act in any manner through which they can exploit from or gain leverage due to their standing as a Board Member.

5. Confidentiality

- 5.1 The unauthorised use or disclosure of confidential information is strictly prohibited. Any breach of confidentiality is viewed as serious misconduct.
- 5.2 Confidential information includes membership contacts and their private contact information. This



information is governed by the Federal Privacy Act, and requires that Membership data is protected, and only to be used only for contacting individuals or companies to undertake the interests of the Association.

- 5.3 Colleagues, contractors, visitors, members, clients and customers must give explicit consent prior to any identifiable data or information being released. This includes the unauthorised usage of identifiable data or information for non-Association related-business purposes.
- 5.4 All confidential information remains the property of the Association. Any Confidential information in the possession or control of any Board Members must be returned upon the termination of your term volunteering with the Association, or earlier upon request by the Association.
- 5.5 If a Board Member is exposed to the confidential or business-sensitive information of a client, the Board Members must take appropriate steps to ensure such information is treated with sensitivity and discretion. Unless the information has been publicly released by the client, Board Members must not disclose it to anyone except those within the Association whose positions require knowledge of the information.

6. Conflict of Interest

- 6.1 Board Members must disclose conflicts of interest via a register of interests as outlined in GOV-001 – *Conflicts of Interest Policy*.

7. Gifts and Gratuities

- 7.1 Board Members are not to directly or indirectly demand or receive any gift or benefit in respect of work performed or services delivered by them in connection with their appointment at the Association, or from anyone with, or seeking, a business relationship with the Association.
- 7.2 If a Board Member is the recipient of a gift or benefit that is otherwise unavoidable, the Board Members must report the gift or benefit to the Head Office register to avoid any conflict of interest.

8. Privacy

- 8.1 The Association abides by the Australian Privacy Principles, and all Board Members with access to personal and business information are responsible for ensuring that such information is appropriately handled and stored, is used only for legitimate business purposes, and is not used or disclosed in a manner that is contrary to the Australian Privacy Principles.

9. Breach of the Board's Code of Conduct

- 9.1 Any Board Members who become aware of any actual or potential breaches of this Code of Conduct must report the issue to the Executive Officer or the Association's Board Chair as soon as possible.
- 9.2 Any Board Members who are found to have breached this policy will be subject to disciplinary action, up to, and including termination of the voluntary term.



10. Signature

I agree to abide by this Code of Conduct for Board Members

SIGNED:

) _____
) Signature
) _____
) Signator print full name
) _____
) Date