

Code of Conduct

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Introduction

The Board of ASID Ltd is bound by this Code of Conduct. The code sets out key principles that govern the conduct of Board members, both individually and collectively. The objective of this is to ensure that high standards of company and individual behaviour are observed by the Directors and Board Members in the context of their roles to the Company.

All Board Members will be provided with the Code of Conduct at the start of their term. It is then expected that they will review the document and sign the agreement; this will be kept on file by the ASID Secretariat. Board Members should take reasonable action to clarify any concerns or queries regarding the document. ASID Ltd will, within reason provide support the Board to implement the Code.

In the case of a Board Member being negligent in carrying out Board duties or acting in a way that does not adhere with the Code of Conduct, action will be determined by the Chair and any notification to the person(s) involved will be in writing.

As a Board Member, it is expected that you will demonstrate adherence to the nine (9) principles below

Key Principles

1. **Commitment:**

In accepting the position as Board Director or Board Member of ASID Ltd, a commitment is made to undertake the work of the board and to commit the time required to carry out these responsibilities. This includes:

- Making every effort to attend scheduled meetings (either in person or available technology),
- Send a timely apology to the Secretary, if unable to attend a scheduled meeting
- Arrive on time for meetings and stay until the end (unless you advise the Secretary otherwise before the meeting starts)
- Prepare for the meeting by reading meeting materials in advance of the meeting. Clarifying anything you don't understand
- Take responsibility for active contribution to all aspects of your role as a Board Members

2. **Financial Accountability**

All Board Members have the responsibility to act in a financially responsible manner.

This includes:

- Effective and efficient use of all resources and only as approved
- Apply due diligence to understanding the financial reports, audit reports and other financial material that comes before the Board.
- Be accountable for the approval of expenditure
- Be accountable for the management of funds including investments and assets.

- Adhere to the policies and procedures that govern ASID's finances
- Clarify and inquire as required
- Respond to and manage financial risks with due diligence

3. Communication & Professional Conduct

The ASID Ltd Board is large in size and Board Members are in many instances geographically remote from each other. In order to make meetings and other forms of communication productive and efficient the following protocols apply:

- Behave in a polite and respectful manner
- Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare
- Contribute to a harmonious, safe and productive board environment/culture
- Not harass, bully or discriminate against colleagues, members of ASID or participants in ASID related business.
- Issues will be raised in an objective manner
- Not interrupt each other, or talk while another Director is speaking
- Only make a point if it has not already been raised and is relevant to the topic
- Try to achieve closure on one topic before another topic is raised
- During teleconferences, commence speaking by clearly your name so other can follow the conversation and know who is speaking
- Support the Chair to fulfil his/her functions
- The Chair will terminate or postpone a discussion if the required information is not available to reach an outcome
- The Chair may move a conversation along if the time allowed for the agenda item has passed or the discussion becomes repetitive.

4. Collective Responsibility

All Board Members have a collective responsibility to act in the best interests of ASID Ltd.

This includes:

- Ensuring to the best of their ability that the organisation is complying with all applicable legislation and policy
- Ensuring that the Board remains independent
- Ensuring that all Board Members have the opportunity to express their opinions and vote (Director only) on matters as their conscience dictates.
- Develop and maintaining a culture of collective decision making
- Accepting that once the Board has formally reached a decision, this decision becomes the policy or practice of the Board and debate can only be reopened with majority support.
- Ensure that members and others (as appropriate) are provided with relevant and timely information regarding the business of the organisation.
- Ensure, within reason that all Board Members understand the implications of a decision before a motion is put forward

5. **Confidentiality**

All Board Members must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement with ASID Ltd, as required

This includes:

- Ensure that confidentiality is maintained for board materials and information, as relevant
- Protect the privacy of board members and others associated with ASID Ltd.
- Not make unauthorised public statements regarding the business or opinion(s) of ASID Ltd.
- Avoid inadvertent disclosure of confidential information through casual or public discussions that may be overheard or misinterpreted.

6. **Conflict of Interest**

All Board Members must take reasonable steps to avoid any conflict of interest either real or potential in connection with their role as a Board Member of ASID Ltd.

This includes:

- Being open and transparent with your dealings
- Ensuring that an individual's interests, or the interest of any other person or body are not put before the interests of ASID Ltd
- Disclosing (as soon as is practicable) any personal or business interests that may be an actual or perceived conflict of interest
- Ensure that any disclosed conflicts of interest are recorded and any required actions taken to uphold the best interests of ASID Ltd
- Update or supplement existing disclosed conflicts of interest with further information as it becomes available or if the situation changes
- Ensure that the Board Member with the disclosed conflict of interest, does not participate in any discussion or decision related to the matter
- Ensure that personal or financial interest do not conflict with the ability to perform official duties in an impartial manner
- Acknowledge that conflicts of interest do occur and ensure they are managed in an appropriate and timely manner in the interest of ASID Ltd.
- Open, but respectful questioning of other Board Members about a perceived or real conflict of interest if known or suspected

6. Leadership & Stewardship:

All Board Members must demonstrate leadership and stewardship of ASID Ltd through implementing, supporting and promoting the business of ASID This includes:

- a. Promoting and supporting the aims, mission and goals of ASID Ltd
- b. Ensuring that all ASID Board Members act with honesty, integrity and in the best interest of the organisation including making informed decisions
- c. Acknowledge and act in accordance with the responsibility you have as a Board Member in regards to the rights of members and other

stakeholders of ASID Ltd. - Act in accordance and hold others to account of this Code of Conduct

7. Use of Authority

All Board Members must use their positions

appropriately This includes:

- a. Understanding the different roles and responsibilities within the Board including Office Bearer positions and other non-Director board member positions - Understand the relationship and responsibility between and within voluntary Board Director Positions, Board Member positions and paid roles within ASID Ltd.
- b. Avoid using your position as a member of the Board to seek undue advantage for yourself or others
- c. Avoid the use of your position to cause detriment to ASID Ltd
- d. Ensure that you decline gifts, favours or personal rewards that may or are intended to influence your independent judgement as a Board Member of ASID Ltd.

8. Compliance:

All Board Members should have a good working knowledge of the policies, procedures and legislation that governs ASID Ltd and their role.

This includes:

- a. Act within the powers and for the functions set out in the ASID Constitution and Policies and procedure documents
- b. Ensure that Divisions of ASID also comply with the relevant policies, procedures and legislation
- c. That decision are independent and free from the judgement of others
- d. Only make a decision or vote on something that you understand and feel comfortable about
- e. Seek external expert advice as required or identified to ensure ASID Ltd complies with Australian and New Zealand company requirements

Attachment 1:



Board Member Agreement

BOARD MEMBER AGREEMENT

I _____, as a Director of the ASID Board, agree to abide by the Code of Conduct as outlined.

Signature

____/____/_____
Date

Witness Signature

Witness Name

____/____/_____
Date

To be kept on file by the Secretariat for the duration of the Board Directors term