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## **Board Code of Conduct**

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### **1. Introduction**

Along with the Constitution, the Board Charter sets out the collective responsibilities of the Board of the Federation of Victorian Traditional Owner Corporations (**FVTOC**) and the duties of individual directors. The purpose of the Board Code of Conduct is to set some guidelines for the conduct expected of individual directors when performing their role.

### **2. Conduct**

It is expected that Board members will observe the following guidelines for behaviour.

**Personal behaviour-** it is expected that Board members will:

- Act ethically, with honesty and integrity, in the best interests of FVTOC at all times;
- Not make improper use of confidential information gained through their position as director;
- Take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of FVTOC;
- Contribute actively to Board performance;
- Attend a minimum of 60% of board meetings;
- Make decisions fairly, impartiality and promptly, considering all available information;
- Treat colleagues and stakeholders with respect, honesty, courtesy and fairness;
- Not harass, bully or discriminate against colleagues or members of the public;
- Contribute to a harmonious, safe and productive organisational culture.

**Communication-** it is expected that Board members will:

- Channel communication between board and secretariat on business matters through the Board and/or relevant sub-committee Chair;
- Support, adhere to and not contradict the formal decisions of the Board made in its meetings;
- Not make any unauthorised public statements on behalf of the Board;
- Respect the confidentiality and privacy of information received while performing in the role.

**Conflicts of interest-** it is expected that Board members will:

- Disclose any personal or business interests which may give rise to actual or perceived conflict of interest;
- Where conflicts of interest do arise, ensure they are managed to the satisfaction of the Board and in the public interest.

**Use of resources-** it is expected that Board members will:

- Act in a financially responsible manner, scrutinising financial reports and audit information with due diligence;
- Ensure the efficient and proper use of organisational resources including office facilities and equipment, cab charge vouchers, petty cash.

### **3. Breaches of the Code of Conduct**

Compliance with this Code of Conduct forms part of a director's duty to FVTOC.

Breaches of the Code of Conduct will be managed by the Chair and may result in disciplinary action. This may include removal from office as a director by the members of the company under clause 28.2 of the Constitution. A person may not be appointed or re-appointed as a director of FVTOC if they have been removed from office under clause 28.2.

Breach of the Constitution and the Code of Conduct may also in some circumstances result in civil or criminal penalties under the *Corporations Act 2001* (Cth), including financial penalties and disqualification from managing or holding office in a corporation.