

# GOV-Gov-1.4 Board Code of Ethics and Proper Practice Policy



## Policy

The Eastern Victoria GP Training (EV) Board is committed to the adoption of ethical conduct and responsible decision making across the scope of its responsibilities and authority.

1. The Directors, in their capacity as board members, act in a fiduciary capacity for the member organisations of the company known as Eastern Victoria GP Training Ltd.
2. The Directors will at all times recognise the trust placed in the Board by the members to address their requirements and expectations through:
  - a. their attitudes expressed as appropriate behaviours towards funding bodies, stakeholders and the community at large,
  - b. their loyalty to the membership,
  - c. gathering information from the members about their concerns, needs, demands and fears,
  - d. remaining up-to-date in matters concerning the interests of the stakeholder organisations.

### Individually and collectively the Directors will:

1. Act honestly and in good faith at all times in the interests of EV ensuring that all stakeholders, particularly those who are recipients of services, are treated fairly, equitably and according to their rights.
2. Carry out their duties in a lawful manner and use best endeavours to ensure that EV carries out its business in accordance with the law and the Constitution.
3. Declare relevant interests and avoid conflicts of interests as far as this is possible and practicable. Where such conflicts arise, the Director/s concerned must act within the terms of the Board's *Disclosure of Interests and Conflict of Interest Policy*.
4. Give full and proper disclosure with regards to Related Party Transactions.
5. Be diligent, attend Board and Committee meetings and devote sufficient time to prepare for meetings to allow full and appropriate participation in the Board's decision making.
6. Observe the confidentiality of non-public information acquired by them in their role as Directors.
7. Act in accordance with the responsibilities entrusted with the position, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
8. Interact with other Directors and EV in a positive and constructive manner.
9. Meet regularly to monitor the performance of management and EV as a whole.
10. Use reasonable endeavours to ensure appropriate monitoring and reporting systems are in place, maintained and utilised to provide accurate and timely information to the Board.
11. Ensure there is an appropriate separation of duties and responsibilities between the Board and CEO.
12. Ensure individual views of Board Directors are given due consideration and weight.
13. Carry out meetings in such a manner as to ensure fair and full participation by all Directors.
14. Ensure members and the public are provided with accurate and balanced information on which they may form an informed view of EV's performance including both financial and service provision.
15. Regularly review the Board's performance and effectiveness as the basis for its development and quality assurance.
16. Ensure EV's assets are protected in accordance with the *Risk Management* and *Legal Compliance* policies.
17. Be loyal to the Board and abide by Board decisions once reached.
18. Not do anything that in any way denigrates the organisation or harms its public image or reputation.

## Procedure

### Register of members

1. A register of members is kept in the registered office and includes:
  - a. the name of each member organisation
  - b. the name of the nominated representative of the member organisation
  - c. the address for notices given by the member
  - d. the date of becoming a member
  - e. in the case of former members, the date of ceasing to be a member
  - f. the names of any previous nominated representatives and the date they commenced and ceased

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2. Individuals who wish to inspect the register will make a request in writing to the Company Secretary who will reply in writing with a time and date for inspection.
3. The Company Secretary will notify the Chair of the request.

## Common seal

1. The common seal is located in a locked filing cabinet in the registered office.
2. A document may only be sealed with the common seal if authorised by resolution of the Board. The resolution will be recorded in the minutes of the meeting.
3. The sealing must be witnessed by the signatures of at least two Directors or one Director and the Company Secretary or as nominated by the Board by regulation or resolution.
4. The Board may nominate a list of individuals or positions to be signatories for the purpose of sealing a document. This too will be recorded in the minutes on a case by case basis.

## Public statements

1. The Board may by policy/regulation or resolution authorise a Director, the CEO or other person to make public statements on behalf of EV.
2. No person may make any public statement on behalf of EV unless authorised in accordance with the preceding paragraph.
3. A Position Statement regarding operational matters does not require Board approval.

## Gifts and benefits

1. Board Directors must not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or individuals.

## **Definitions**

*Members* - The “members” of EV are the Stakeholder Organisations who nominate Directors to the Board.

*Related party transactions* - is any transaction through which a public company provides a financial benefit to a related party (such as a director, their spouse and certain other relatives). Almost by definition, related party transactions involve conflicts of interest because related parties are often in a position to influence the decision of whether the benefit is provided to them, and the terms of its provision.

*Financial benefit to a related party* – includes, though not limited to:

- a. Giving an asset from or selling an asset to the related party
- b. Buying an asset from or selling an asset to the related party
- c. Leasing an asset from or to the related party
- d. Supplying services to or receiving services from the related party.

## **Additional Information**

- ASIC Regulatory Guide 76: Related Party Transactions (March 2011)
- Instrument of Delegation

## **Relevant Legislation**

- The Corporations Act 2001 (Cth)

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<b>Title (including ID Number)</b>		GOV-Gov-1.4 Board Code of Ethics and Proper Practice Policy			
<b>Policy owner (position title)</b>		CEO			
<b>Date created</b>		September 2015		<b>Date first approved</b>	
				December 2015	
<b>Review history</b>	<b>Date</b>	Oct 2016	August 2018	July 2021	
	<b>Version no.</b>	02	03	04	
	<b>Date</b>				
	<b>Version no.</b>				
<b>Date this version approved</b>		July 20218		<b>Version no.</b>	
				03	
<b>Approved by</b>		Board			
<b>Next review</b>		July 2024			