



## **Code of Conduct Australian Sailing Board**

### **Objective**

Australian Sailing is a Company limited by Guarantee, subject to the provisions of the Corporations Act (Cth) 2001 and regulated by the Australian Securities Investment Commission (ASIC).

The objective of this Code of Conduct is to articulate, in practical terms, the way in which each board member agrees to behave in their role as a member of the Board of the organisation and meet the obligations of Directors and company office holders required under the Corporations Act (Cth) 2001.

---

As a Director of Australian Sailing I agree that I will:

### **Act in Good Faith in the Best Interests of the Organisation**

1. Always act honestly.
2. Act in the best interests of the organisation, which means its members and purpose.
3. Treat all members fairly and equitably.
4. Comply with the law in protecting other stakeholder interests (e.g. employees; creditors).
5. Protect the financial viability of the organisation.
6. Only use the powers of the Board for the purpose they were granted.
7. Exercise my independent judgment and not vote at the direction of anyone else.
8. Bring an open mind to any discussion.
9. Be impartial in decision-making.
10. Foster the good reputation of the organisation and not do anything to discredit that reputation.
11. Seek prior approval for any significant out-of-pocket expenses for which I will claim reimbursement.
12. Not accept any personal benefits likely to place me under an obligation to other organisations or individuals.

### **Avoid or Manage Conflicts of Interest Appropriately**

1. Not put my own interests above those of the organisation as a whole.
2. Not take improper advantage of my position as a board member to gain, directly or indirectly, a personal advantage for myself or another associated with me (e.g. my family; my company or business; another organisation with which I am involved).
3. Make full disclosure of any conflict or potential conflict to the Board.
4. Make sure the Board handles my declared conflict in the way it is required to by the law or the organisation's Constitution which usually involves:
  - A minute that I have declared a conflict;
  - A decision by the Board as to whether I can be present for any discussion on the issue;



- A minute that I have left the boardroom;
  - The remaining board members deciding the issue in my absence; and
  - My return to the boardroom to be advised of the Board's decision on the issue.
5. If my conflict is identified in advance, decide with the Chair and CEO, if I should not receive board papers on the issue.
  6. Consider the need to resign from the Board if the conflict is significant and continuing.
  7. Not seek or accept any benefit for directing a business or service provider to the organisation.
  8. Seek any expert professional advice about my duties as a board member from a source independent of the organisation's professional advisors.

### **Use Information Properly**

1. Not use information gained as a Board member improperly.
2. Not provide organisational documents to others outside the organisation.
3. Keep board meeting discussion, debate and papers confidential unless the Board has authorised disclosure or it is required by law.

### **Support Decisions Taken By the Board**

1. Support consensus decision-making in the Board.
2. Only ask that my vote against a board decision be recorded in exceptional circumstances.
3. Publicly support the Board's decision, even where I disagreed.
4. Resign from the Board rather than undermine its decisions

### **Act with Care and Diligence**

1. Work to understand my duties and responsibilities as a board member.
2. Devote adequate time to my role.
3. Attend meetings regularly.
4. Read board papers and other information provided.
5. Be an active participant in meetings and ask pertinent questions.
6. Become familiar with the operations of the organisation.
7. Make sure that appropriate senior managers are appointed.
8. Make sure that delegations and policies are in place for the organisation's operations.
9. Make sure that the Board adequately monitors the organisation's performance.
10. Question the status quo to look for ways to improve the organisation.

### **Act According to the Organisation's Values**

1. Uphold Australian Sailings values which define our character and guide how we behave as we collectively do what is right for Sailing
  - a. Respect - We value each other's experience and knowledge



- b. Integrity - We act honestly and take responsibility
  - c. Teamwork - We work as one crew to help each other perform
  - d. Excellence We exceed expectations and strive for the best
3. Seek independent professional advice about duties and responsibilities with approval of the Chair.
  4. Share that advice with all board members, where appropriate.
  5. Avoid factionalising the Board.