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# Board Policy

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## Directors' Code of Conduct

Approved by the Board on 29 November 2024

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# Directors Code of Conduct

## 1 Authorities

### 1.1 Authority to Make Board Policies

The Board Charter requires the Board to approve Board Policies created for the good conduct and management of the Board, including a Directors' Code of Conduct.

This Board Policy applies in addition to any other Codes of Conduct applicable to the Directors in their capacity as Members of ASA.

The Board has directed that each Director should, in first appointment, agree to comply with the values and conduct set out in this Policy, as witnessed by their completing the undertaking set out at the end of this Policy.

## 2 Values

All Directors are expected to adhere to the following values:

**Responsiveness**, demonstrated by:

- frank, impartial and timely discussions of matters before the Board or a Board Committee; and
- timely attention to allocated tasks and responsibilities.

**Integrity**, demonstrated by:

- honest, open and transparent dealing with the President, the Vice-President, other Directors, the CEO and the Company Secretary;
- responsible exercise of powers for the objects of ASA;
- avoidance of conflicts of interest and disclosure of conflicts as required; and
- conduct which earns and sustains public trust in ASA.

**Impartiality**, demonstrated by:

- making decisions, and providing advice and guidance, on merit and without bias, caprice, favouritism or self-interest;
- fairly and objectively considering all relevant facts and criteria;
- not lobbying other Directors outside Board or Committee meetings to gain support for a personal view about a matter before the Board or a Board Committee; and
- avoiding any groupings which seek to exclude some Directors from discussions and decisions which are required to be made collectively by the Board or a Board Committee.

**Accountability**, demonstrated by:

- accepting personal and collective Board and Board Committee responsibility for decisions and actions;
- willingness to submit to appropriate scrutiny; and

- willingness to reflect on and improve any aspect of performance.

**Respect**, demonstrated by:

- treating the President, Vice-President, all other Directors, the CEO, the Company Secretary, other staff members at ASA, stakeholders and members of the public fairly and objectively; and
- ensuring freedom from discrimination, harassment and bullying.

**Leadership**, demonstrated by:

- supporting Board decisions;
- acting cohesively as a member of the Board;
- promoting these and other ASA values both within ASA and to stakeholders;
- promoting best governance practices; and
- reporting improper conduct to the President or the Company Secretary.

## 3 Conduct

### 3.1 Exercise of Duties

All Directors are required to comply with ACNC Governance Standard 5 by:

- exercising their powers and discharging their duties with reasonable care and diligence;
- exercising their powers and discharging their duties in good faith in the best interests of ASA, and for a proper purpose;
- not improperly using their position to gain an advantage for themselves or someone else, or cause detriment to ASA;
- not improperly using information obtained through their office as a Director to gain an advantage for themselves or someone else, or cause detriment to ASA; and
- to disclose actual, potential or perceived conflicts of interest.

### 3.2 Conduct at Board and Committee Meetings

Directors are expected:

- to have read and considered the papers circulated before a meeting;
- to bring an independent mind to meetings; and
- to contribute to Board and Committee deliberations constructively, to acknowledge contrary views respectfully and through discussion to try to arrive at a consensus.

### 3.3 Confidentiality

Directors must at all times:

- ensure the confidentiality of all information provided to them as Directors
- ensure the confidentiality of Board discussions
- comply with applicable privacy laws

### 3.4 Interactions with Staff Members

In their interactions with staff members, Directors should observe the boundaries between the Board's strategic and oversight roles, and the operational responsibilities of the Chief Executive Officer. Directors, in their capacity as Board members, should generally only contact staff members with the knowledge of the Chief Executive Officer.

### 3.5 Avoidance of Harm to ASA

Directors must not engage in activities that are likely to bring any Director, the Board or ASA into disrepute, or which may harm ASA's reputation.

## 4 Grievances

A Director who wants to raise a grievance about any matter concerned with the functioning of the Board or a Board Committee should in the first instance raise it with the President or, if the President is implicated in the grievance, with the Company Secretary.

As far as practicable, grievances will be treated in confidence.

The President or the Company Secretary will investigate and try to resolve the grievance fairly and promptly, giving all persons involved an opportunity to be heard.

## 5 Breaches of this Directors Code of Conduct

Any breaches of this Directors Code of Conduct may result in the removal of a Director in accordance with the Constitution and the Corporations Act.

I acknowledge that I have read and understood this Directors' Code of Conduct and that while I remain a Director I will use my best endeavours to comply with the values and conduct set out in the Code.

Signature

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Full Name

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Date

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