

## 1. POLICY

This policy aims to define the ethical and appropriate practice and standards expected of Gippsland Women's Health (GWH) Board Directors in governing the organisation.

## 2. SCOPE

As an Incorporated Association under the Associations Incorporation Reform Act 2012, this policy applies to all Gippsland Women's Health Board Directors, Board sub-committee members, co-opted members and observers in any capacity.

## 3. CONTEXT

This policy should be considered in the context of other GWH Governance policies, including the GWH Board Roles and Responsibilities Policy, to ensure the organisation is governed efficiently and effectively and in an ethical manner.

In the context of this Policy and the outlined standards below, the GWH Board of Directors shall:

- Ensure there is appropriate separation of duties and responsibilities between Board governance matters and CEO operational matters
- Regularly participate in a review of their own performance to ensure an appropriate and ongoing contribution to the Board's work, deliberations and decision making

The principles outlined in Section 4 and the associated conduct are expected of all GWH Board Directors and have been sourced from the Institute of Community Directors Australia, Code of Ethics for governance of not-for-profit organisations.

## 4. PRINCIPLES AND CONDUCT

### 4.1 Commitment

When acting in their capacity as a GWH Board Director, all members will at all times:

- Commit to the fulfilment of the organisations values, objectives and purpose
- Promote the interests of the organisation

### 4.2 Compliance

All GWH Board Directors are expected to govern within the rules of the GWH Constitution and organisational policies and procedures to ensure the organisation is:

- Managing risks and potential risks effectively
- Observing sound financial practices and meeting its financial obligations
- Meeting legal and regulatory compliance to the best of their ability

### 4.3 Conflicts

All members of the GWH Board shall act appropriately in their capacity as Board Director to manage any real, perceived or potential conflict of interest by:

- Not placing their own interests or those of any other person or body, before the interests of the organisation
- Not entering into any financial relationship that may present a conflict of interest without GWH Board approval that is subsequently represented in Board minutes
- Not behaving in a way that could bring the organisation into disrepute
- Abiding Board decisions once they have been confirmed and endorsed

### 4.4 Confidentiality

All members of the GWH Board shall behave in a way as to ensure the privacy and confidentiality of the organisation by:

- Preserving the confidentiality of GWH business
- Protecting the privacy of GWH employees, consumers and stakeholders
- Abiding by the organisations Privacy and Confidentiality policies and procedures

#### 4.5 Conscientiousness

All members of the GWH Board are expected to undertake their Board Director role fully and without reservation including:

- Exercising their independent judgement on the issues before them
- Providing themselves with information from within and without the organisation that is necessary to support the exercise of their judgement
- Investing the time and effort required to fulfil the requirements of a Board Director role by reading information and materials provided, participating fully in meetings and carrying out duties assigned by the organisation

#### 4.6 Communication

All members of the GWH Board shall ensure effective communication by:

- Engaging in professional education and development opportunities so as to maintain a sound level of knowledge of the organisation and the skill base regard to oversee the affairs of the organisation effectively
- Positively communicate the organisations values, objectives and purpose
- Ensure that individual Board Directors views are given due consideration
- Ensure Board meetings are conducted in a way that ensures full and fair participation of all Board Directors
- Interacting with other Board Directors, the CEO and employees in a positive, respectful and constructive manner

#### 4.7 Community

All members of the GWH Board shall ensure they represent the organisation respectfully, fairly and without prejudice by:

- Observing and promoting the human rights of any person associated by the work of the organisation
- Opposing prejudice, addressing disadvantage and promoting diversity in all aspects of the governance and management of the organisation
- Treating all Board colleagues, employees, consumers and stakeholders with courtesy and respect

## 5. RELATED GWH POLICIES

- Gov-01 Privacy and Confidentiality
- Gov-04 Board Orientation Policy
- Gov-05 Board Role and Responsibility
- Gov-07 Risk Management Policy
- Gov-13 Board Recruitment and Nomination
- Gov-17 Conflict of Interest and Related Parties Policy
- Gov-18 Whistleblower Policy
- Gov-19 Fraud Policy
- Gov-20 Financial Management Policy
- Gov-21 Delegation of Authority
- Gov-22 Donations Policy
- Gov-23 Child Safety Standards
- Gov-24 Disclosure of Harm to child or children Policy
- Gov-25 Vaccination Policy
- Gov-26 Modern Slavery Statement

## 6. REFERENCES

- Institute of Community Directors Code of Ethics [Institute of Community Directors Australia \(ICDA\)](#)
- Association Incorporation Reform Act 2012 Associations Incorporation Reform Act 2012 (legislation.vic.gov.au)
- Gippsland Women's Health Constitution <https://22168956.fs1.hubspotusercontent-na1.net/hubfs/22168956/Board%20of%20Management/GWH%20Constitution%206%20October%202016.pdf>