

# BOARD CODE OF CONDUCT POLICY

pathways  
southwest

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## Policy Statement

Pathways SouthWest has adopted the following Code of Conduct (Code) that all Board Members are required to commit to in the discharge of their roles and responsibilities.

The Code is designed to provide the foundation of the integrity and accountability framework for all Members.

## Scope

This policy applies to Pathways SouthWest Board, it is incumbent on all staff and volunteers to be aware of this policy and procedure to ensure the board is working within the context of this document

## Definitions

- **CEO:** Chief Executive Officer
- **Employees:** For the purpose of this document employees are all staff and volunteers

## Principles

Each Member should take the opportunity to consider how the Code can guide their behaviour and assist them in engaging with fellow Members about the ways in which they manage and comply with the requirements of the Code.

High standards of corporate and personal conduct are an essential component of serving Pathways SouthWest and all of its stakeholders, whether as a Member or otherwise.

Our corporate values guide our actions and they are expressed through all of our interactions with our colleagues, Pathways SouthWest employees, consumers, family members and significant others, our suppliers and all other Pathways SouthWest stakeholders including the wider community. Our values are:

- **Hope:** Belief in the potential of individuals affected by mental illness to live life to the full
- **Courage:** Ensuring mental health be seen
- **Respect:** Acknowledging other opinions as having value
- **Humility:** Willing to appreciate others
- **Responsibility:** Everyone is responsible to commit to action towards our Purpose

The Members are responsible for upholding the integrity of Pathways SouthWest and complying with the Code.

All Members are expected to adhere to the Code in the course of their duties and allow it to guide their behaviour, decision making and development whilst a Board Member of Pathways SouthWest



Board Members have an obligation to act in good faith and in the best interests of Pathways SouthWest and must keep these responsibilities and legal duties in mind when making decisions and discharging their duties as a Board Member.

Board Members must:

- Set a good example of ethical behaviour, accountability and open honest communication. Act in accordance with, and advance, Pathways SouthWest values.
- Acknowledge and encourage ethical and professional work practices.
- Ensure systems of work and the work premises and environment are safe and free from inappropriate behaviour such as discrimination, harassment, bullying and fraud and any other unlawful conduct;
- That Pathways SouthWest deals with consumers/carers and family members fairly and justly;
- Encourage acquiescence with the Code and ensure that its principles are discussed regularly through meetings;
- Take appropriate action on breaches of the Code, reporting any breaches to the Chair and or CEO; and
- That any breach or potential breach is treated earnestly and professionally and managed promptly and confidentially.

## Board Code of Conduct

### 1. Roles & Responsibilities

- Professional Conduct - Members should conduct themselves professionally in all situations and with all stakeholders, including but not limited to; each other, managers, suppliers, contractors, participants, consumers and their family members, volunteers and Government agencies with which Pathways SouthWest engages.
- Discrimination, Bullying and Harassment - Pathways SouthWest has zero tolerance for discrimination, bullying or harassment and Pathways SouthWest will ensure that all decisions and actions are free from this type of conduct. Bullying and harassment are against the principles of Pathways SouthWest corporate values and Code, and Members must ensure their behaviour and actions do not offend, intimidate or humiliate any person they engage with in the course of discharging their role and responsibilities. Any Member who engages in discriminatory or harassing conduct will be immediately removed from the Board. Complaints alleging misconduct by a Member will be investigated promptly and as confidentially as possible by person(s) appointed by the CEO or if the complaint concerns the CEO then the Manager Business Services.
- Workplace Health and Safety - Members must adhere to the Workplace Health and Safety (WHS) policy and report any accident, near miss or injury as soon as possible. Everyone at Pathways SouthWest is responsible for health and safety of themselves and others. As a minimum, your responsibility is to:
  - a) Immediately report any hazard or potential hazard to avoid a potential injury;
  - b) Report any injury, accident or near miss as soon as possible.



- Corrupt Conduct, Gifts, Bribes and Generosity - Members must not participate in any activity that is fraudulent or corrupt or gives the perception of being fraudulent or corrupt, whether in connection with Pathways SouthWest or otherwise. You must not solicit or accept gifts, bribes, benefits, service or favours when the acceptance relates to your position as Member of the Pathways SouthWest Board. This may be considered corrupt conduct and certain types of corrupt conduct may amount to a breach of WA or Commonwealth law. In certain circumstances, declining a gift of nominal value may cause unnecessary transgression, therefore gifts of nominal value may be accepted if in compliance with the Pathways SouthWest Gift Policy.

Everyone has a responsibility to guard against and report instances or probable instances of fraud and corruption. If you are not comfortable reporting to the Chair, you may consider making a report in accordance with the Pathways SouthWest Whistle-blower Policy.

- Conflict Of Interest - All Members have a significant responsibility to divulge actual, perceived or potential conflict of interest in advance, in accordance with the Pathways SouthWest NDIS and Others Conflicts of Interest Policy. It is the responsibility of each Member to ensure that any declaration of a potential conflict of interest is made in a prudent way. All Members must deal and divulge appropriately with any conflicts between their personal interests and their duties as a Member. In this way, the Register of Conflicts of Interests (COI) can be kept up to date and any interest dealt with appropriately in accordance with the Conflicts of Interest Policy. The COI Register of Interests will be an agenda item at every Board and Committee meeting. All conflicts divulged to the Board will be recorded in the minutes of the meeting in which the disclosure was made, and the minutes will also record how the conflict was managed.
- Procuring Goods and Services - As a Member, you have an obligation to ensure Pathways SouthWest financial affairs are managed responsibly. Members must follow the Pathways SouthWest Delegation Policy
- Privacy - All Pathways SouthWest Board Members have a responsibility to:
  - a) Preserve the privacy of any individual's personal information they receive
  - b) Not to use any personal information for any purpose other than for which it was collected and/or divulge to them
  - c) Not divulge and personal information to any third party except where such disclosure is permitted
  - d) Ensure that personal information is stored securely, and to otherwise ensure no breaches of privacy obligations under the *Privacy Act 1988* (Cwth).
- Confidential Information - Information kept by Pathways SouthWest will be kept confidential and only be used as permitted. Members must not divulge company information or other information, or documents attained through their position, except as is necessary to undertake their duties as a Member. Information which Pathways SouthWest has not released to the public via its website, the annual report, media releases etc. should be considered confidential. Prior to disclosing information or documents to a third party, a Member should receive the express approval from the CEO.

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Members are reminded that financial, personnel and other matters concerning Pathways SouthWest, donors, employees may be included in board materials or discussed from time to time. Members should not divulge such confidential information to any third party.

- Effective and Constructive Participation - Making attendance at all meetings of the board a high priority. Board Members are expected to exercise their duties and responsibilities with integrity, collegiality and care. This includes:
  - a) Making attendance at all meetings of the board a high priority.
  - b) Being equipped to deliberate the issues and business on the agenda and having read all background material relevant to the topics at hand. You have a responsibility to question and raise any issues of concern at the board meeting in an open and constructive manner.
  - c) Cooperating with and respecting the opinions of other Members, and leaving personal prejudices out of all board discussions, as well as supporting resolutions of the Board even when the Member personally did not support the action taken.
  - d) Putting the interests of Pathways SouthWest before any personal interests and doing what is in the best interests of Pathways SouthWest.
  - e) Ensuring there is no advantage gained from the position of Member or opportunities arising therefrom for personal gain.
  - f) Representing Pathways SouthWest in a positive and supportive manner at all times and in all places.
  - g) Showing respect and considerate conduct in all board meetings.
  - h) Abstaining from intruding on administrative issues that are the responsibility of management, except to ensure your legal obligations as a Member are met, to monitor the results and guarantee that procedures are consistent with board policy.
  - i) Ensuring that on-going education/training is completed to ensure that your relevant industry and governance skills are kept updated.
  - j) Observing conventional lines of communication and directing requests for information or assistance to the CEO.
- Reporting - Pathways SouthWest is subject to a variety of reporting to a variety of Government agencies such as the Not for Profits Commission, Commonwealth Department of Health, the NDIA, Mental Health Commission and the Australian Tax Office. The Board has a collective responsibility to ensure that reporting to agencies are accurate and timely.
- Financial Stability- Every Member portions responsibility to make sure Pathways SouthWest finances are well managed. While the Board Finance and Risk Subcommittee has a key role in ensuring Pathways SouthWest financial viability, the board has the ultimate responsibility to ensure Pathways SouthWest finances are managed responsibly, with adequate internal controls and reporting frameworks.
- Leaving Pathways SouthWest - When you cease to be a Member, documents and other materials or work created during the course of your appointment as a Member remains the property of Pathways SouthWest unless there is an agreement in writing with Pathways SouthWest to the contrary. If you are engaged by other companies or in other activities after your term as a Member ends, you should continue to respect the confidentiality of information gained during your time at Pathways SouthWest and not

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use it for personal or financial gain, or for the advantage of any third party. In addition, you must be particularly careful to keep strictly confidential any information that relates to private and health information (e.g. that has been included in Board reports that you are required to retain as part of your duties as a Member).

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(Declaration below to be signed when a Member comes onto the Board]

I,.....agree to abide by this Pathways SouthWest Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Member.

Dated:

### **This Code must be reviewed the earlier if:**

- a significant change in relevant legislation
- in the event of a significant incident concerning the subject matter of the code
- every three years.

### **Key Contact**

Questions about how to implement this procedure should be directed to Pathways SouthWest CEO on [ceo@PathwaysSouthwest.org.au](mailto:ceo@PathwaysSouthwest.org.au) or phone 97911257

### **Relevant Legislation:**

- Disability Discrimination Act 1992
- Disability Services Act 1993 (WA)
- Equal Opportunity Act 1984 (WA)
- Occupational Health and Safety Act 1984 (WA)
- Mental Health Act (WA) 2014
- National Standards for Disability Services
- National Disability Insurance Scheme Quality and Safeguarding Framework
- NDIS Insurance Scheme (Complaints Management and Resolution) Rules 2018
- NDIS Insurance Scheme Risk Management Rules 2013
- NDIS Insurance Scheme (Quality Indicators) Guidelines 2020
- NDIS Insurance Scheme (Protection and Disclosure of Information) Rules 2018
- Freedom of Information Act 1982
- Privacy Act 1988

### **Websites**

[Australian Charities and Not for Profit Commission](#)

[Australian Securities and Investment Commission](#)



## The five Governance Standards

### Standard 1: Purposes and not-for-profit nature of a registered entity

Registered charities must be not-for-profit and work towards their charitable purpose. A charity must be able to demonstrate this to the ACNC and provide information about its purpose to the public (for example, by having a copy of its rules on the ACNC Charity Register).

### Standard 2: Accountability to members

Charities must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed. This standard only applies to charities that have members.

### Standard 3: Compliance with Australian laws

A charity must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a civil penalty of at least 60 penalty units (equivalent to 12,600 as at December 2018).

### Standard 4: Suitability of board members ('Responsible Persons')

Charities must take reasonable steps to ensure that their board members are not disqualified from managing a corporation (under the Corporations Act) or currently disqualified from being a board member for a registered charity by the ACNC Commissioner. Charities must take reasonable steps to remove board members who do not meet these requirements.

### Standard 5: Duties of board members ('Responsible Persons')

Charities must take reasonable steps to make sure that their board understands and carries out the duties set out in this standard. See below for more information.