

Director code of conduct

Purpose

The purpose of the Code of Conduct is to provide clear guidance on the requirements and expectations of the corporation.

Background

The IGPTN has adopted the following Director code of conduct, which all directors must abide by. The Director code of conduct establishes an agreed reference point for those in leadership positions within the corporation.

Scope

While primarily focusing on directors, this code of conduct is also applicable to any board committee members and board or committee observers. Directors, committee members and observers have an obligation, at all times, to comply with the intent as well as the specific principles of this code.

Policy

Directors are required to :

- act honestly, in good faith, in a manner which will not bring discredit to the IGPTN and in the best interests of the corporation as a whole
- represent the IGPTN in a positive and supportive manner at all times and in all places
- exercise their duty of care and diligence in fulfilling the functions and powers attached to the office. This includes meeting fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law
- use the powers of office for proper purpose, in the best interests of the corporation as a whole
- recognise that their primary responsibility is to the IGPTN's membership as a whole but, where appropriate, have regard for the interest of all stakeholders of the corporation
- not improperly use information acquired in their role as a director
- not take improper advantage of their position with the IGPTN
- properly manage any conflict with the interests of the IGPTN
- be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board or committee.

Confidentiality

Confidential information received by a director in the course of the exercise of their directorial duties remains the property of the IGPTN. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the IGPTN or is required by law.

Active participation

Directors are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- making attendance at all meetings of the board a high priority. Expectations are that directors will attend at least 50% of meetings in a 12 month period. Approval of the chair is required to miss more than two meetings in a calendar year. Approval should be sought at the earliest opportunity once non-attendance is identified by the director. Notification is to the chair via email.
- and ideally no later than two weeks before scheduled board or committee meetings
- being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand
- behaving in a professional manner, showing respect, courteous conduct and communication and doing their utmost to refrain from using profanities in all board and committee meetings. Cooperating with and respecting the opinions of fellow directors, and leaving personal prejudices out of all board discussions, as well as supporting actions of the board even when the director personally did not support the action taken
- refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy

Discrimination, sexual harassment and psychological safety

The IGPTN strives to maintain a workplace that is free from discrimination, harassment and provides an environment where everyone feels safe to speak up, to disagree openly, to raise concerns without fear of negative repercussions.

Any director who engages in discriminatory or harassing conduct towards others will be subject to disciplinary action up to and including removal from the board.

Failure to comply

In the first instance, failure to attend board or committee meetings without prior notification via a formal apology or without chair's prior approval will be managed by the chair.

In accordance with the Rule book, directors may remove a director if they fail, without reasonable cause, to attend three or more consecutive meetings. Additionally, the chair, or other director, may bring the issue of repeated absences to the board for consideration.

Complaints alleging misconduct on the part of directors will be investigated promptly and as confidentially as possible by a task force of the board appointed by the chair. If allegations are related to the chair, another appropriate director will appoint the task force.

Failure to comply with this code of conduct can result in a range of actions as described in the IGPTN's Rule book.

