**Template Director Code of Conduct**

**Context**

The Sports Governance Principles specify that:

* An organisation’s culture and behaviours should be underpinned by values which are demonstrated by the board and embedded in its decisions and actions; and
* An organisation should clearly define and document its structure and the duties, responsibilities and powers of members, directors, committees and management.

**Background**

People bring the policies and structures of governance to life. While policies and structures are an important part of governance, they are only meaningful if they are implemented, enacted and enforced by people within the organisation.

As leaders of their sporting organisation, Directors can influence culture and behaviours by defining and modelling organisational values. This occurs in the way the board works with the CEO, represents the organisation and makes decisions. Additionally, clearly articulating organisational values and expected behaviours provides an objective and shared reference point for discussing, assessing and challenging culture and behaviours.

A Director’s Code of Conduct is a critical document in establishing and reinforcing the culture of an organisation. An effective Code of Conduct:

* Articulates what is important to the organisation
* Codifies the behaviour, standards and conduct expected of directors
* Provides the basis for addressing conduct which does not meet the defined standards

Although the specific circumstances and environment of each sporting organisation will differ, this template is intended to provide a framework and initial basis to enable consideration and documentation of the Code of Conduct that best suits each sporting organisation. The board should lead the process of updating and tailoring the content to ensure the final document reflects their own environment and can play an active part in strengthening the culture and governance of their specific organisation.

**How to use this document**

* This document has been designed as a template. Fields highlighted in yellow should be filled out with the information relevant to your organisation.
* Please note that this guidance and template are general in nature and must be tailored to the requirements of your sporting organisation.
* This document does not constitute legal advice and should not be relied upon as legal advice.  We recommend seeking further professional advice should you have any specific queries.



**[Insert sporting organisation]**

### **Director Code of Conduct**

1. **Purpose of Code of Conduct**

The purpose of this Code of Conduct is to outline the type of behaviour that X SO requires from its Directors and set out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

# 2. Who does this Code of Conduct apply to?

This Code of Conduct applies to X SO Directors whenever they are acting in their capacity as an X SO Director.

# 3. Our Values

Directors are critical cultural leaders of X SO and have a responsibility to role-model our values at all times. Our values are:

<insert XSO values>

# 4. General Principles

Directors of X SO must:

1. act honestly and in good faith in the interests of X SO as a whole

1. exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in X SO's circumstances
2. exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes

1. avoid any actual or potential conflict between the obligations owed to X SO and a Director’s personal interest or other duties

1. not disclose any information that is obtained through their position that is confidential
2. disclose advantages or business opportunities acquired in the course of their office
3. prevent insolvent trading by X SO
4. be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Directors
5. be well prepared for Directors meetings
6. make reasonable enquiries at Directors meetings to ensure that X SO is operating efficiently, effectively and legally towards achieving X SO's goals
7. undertake diligent analysis of all proposals and matters placed before the Directors
8. acknowledge and embrace decisions of the Directors when communicating with third parties, irrespective of their own personal views
9. treat colleagues, members and employees of X SO with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare
10. show respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making
11. not engage in conduct that would likely bring discredit upon X SO or bring the Director or X SO into disrepute, or would constitute conduct unbecoming of a Director of X SO
12. not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members and/or employees of X SO
13. comply with the content and themes of section 5 of this Code of Conduct regarding child safety
14. promote and encourage diversity, equality and inclusiveness in decision making and throughout X SO
15. at all times exemplify the X SO values and actively conduct themselves in a manner consistent with the critical statutory, cultural and leadership role of a director of X SO
16. comply with the spirit as well as the letter of the law and the principles in this Code of Conduct
17. **Child Safety**

X SO is a child safe organisation and has zero tolerance for child abuse. X SO adheres to applicable child safety standards and legislation. Directors must be aware of their responsibilities outlined in X SO's child safety and safeguarding documents and be clear about processes for reporting and acting on concerns or reports of child abuse.

Directors will respect, listen to and promote the rights of children and ensure behaviour and interactions with children are appropriate, respectful and adhere to the behavioural expectations outlined in X SO's child safety and safeguarding documents.

1. **Breach of the Code of Conduct**

A breach of this Code may be considered serious misconduct and require formal investigation and further action being taken.

In some situations, a breach of this code may result in detriment to X SO and the Director may be liable for their actions under civil and criminal laws.

If a Director suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the President/Chair of the Board, the Company Sectary or the Finance, Audit and Risk Committee. In some circumstances, such a disclosure may qualify for protection in accordance with the Whistleblower Policy. All reports will be acted upon and kept confidential.

With the exception of conduct that is prohibited under the National Integrity Framework (which shall be dealt with in accordance with the National Integrity Framework), the [X SO] Conduct and Disciplinary Policy applies to any breach under this Code of Conduct.

1. **Review**

This Code will be reviewed by the Board every two years, or earlier as required.

1. **Director** **Declaration**
* I have read and understand the X SO Directors Code of Conduct
* I acknowledge that I must ensure that any personal interests or roles do not influence or interfere with the proper performance of my duties in the best interests of X SO
* I agree that I have an ongoing obligation to comply with the X SO Directors Code of Conduct

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|  |  |  |
| *Signature* |  | *Date* |