

POLICY: DIRECTORS' CODE OF CONDUCT

Policy No	19	Issue		7	
Board Approval	Oct 2022	Review cycle	2-Yearly	Next review	May 2024

Purpose

1. This Code of Conduct provides ethical guidelines to which members of the Board (Directors) shall adhere to in the performance of their duties. It may be amended from time to time and must be endorsed at the first Board meeting following each Annual General Meeting.

Policy

1. A Director must act honestly, in good faith and in best interests of the Association as a whole.
2. Decision making and attitudes of the Directors should be guided by equal opportunity principles.
3. The Board is to fulfil their responsibilities with integrity within the Dragonboat SA (DBSA) Constitution and to operate in a manner which promotes confidence from the general public and membership in its deliberations. Adherence to the following principles will allow Directors to pursue their governance mandate, foster harmonious relations between directors, members, Government and all stakeholders.
4. Directors shall attend and actively participate in Board meetings, including voting on motions and recommend policy and other duties as prescribed in the best interests of the Federation.
5. Directors have a responsibility to become conversant with the DBSA Constitution.
6. Directors shall always conduct DBSA business in a manner that does not conflict with the public interest and treat individuals with dignity and respect.
7. Directors shall not purport to speak on behalf of the Board, unless they have the authority to do so.
8. Directors are expected to fully support in public:
 - Board and member decisions.
 - Individual Directors, staff and members

This in no way inhibits a Director's right to debate policy or differing views of individual Directors at Board meetings. Any grievance should be addressed to the President, Executive Officer or the Board.

9. Directors shall treat in-camera information as confidential.
10. Directors shall recognise the principle of Boardroom confidentiality.
11. Directors shall not abuse their position to obtain advantage for themselves, member club, family members or close associates, and/or demonstrate abuses of authority.
12. Directors shall exercise reasonable care in all matters under consideration.
13. Directors shall refrain from engaging in conduct that would discredit and/or compromise the integrity of DBSA including:
 - Neglect of duty
 - Deceit
 - Breach of confidence
 - Corrupt practices
 - Unlawful or unnecessary breaches of authority
14. Directors must serve loyally, without self-interest and free from conflicts of interest.
15. Directors must declare any conflict of interest with respect to their fiduciary responsibilities.



16. Any breach of the Code or Constitution shall be recorded by the Board and, one or more of the following methods shall be invoked:
- (a) A Board motion requesting an investigation by an independent third party.
 - (b) A Board motion calling for the subject member of the Board to appear before the Board or make a written submission and be subject to censure by way of admonishment, caution and/or reprimand.
 - (c) Expulsion of a Board member from the Board subject to Clause 10.