

Directors

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3.1 Duties of the Chairperson

The Chairperson¹ presides at meetings of the public entity Board. The Chairperson gives Directors ready access to up-to-date copies of relevant legislation, policies and procedures. The policies and procedures are tailored to the public entity's operating environment and support application of the Code.

3.2 Leadership and Stewardship

Directors promote the public sector values to employees through their exemplary behaviour. They encourage a strong culture of accountability where issues are raised early, Board decisions are implemented quickly and people operate within their delegated authority and cooperate with one another.

1 Except for a Commissioner entity, which consists of one person

3.3 Complying with Establishing Legislation and Board Policies

Directors comply with the legislation, ministerial charter, constitution, terms of reference or other document under which the public entity was established. They also comply with any government policies and priorities or any ministerial directions that affect the public entity.

Directors are required to comply with the policies and procedures of their public entity including those relating to:

- > assessing the Board's performance;
- > assessing the performance of individual Directors;
- > dealing with poor performance by Directors;
- > resolving disputes between Directors;
- > dealing with conflicts of interest including the offer of gifts; and
- > conducting meetings, making decisions and keeping appropriate records.

3.4 Care, Diligence and Skill

Directors exercise their powers with a reasonable degree of care, diligence and skill. They understand the business of the public entity and the role of the Board. They act responsibly, drawing on any knowledge they possess when considering matters before the Board.

Directors regularly attend Board meetings, are actively involved in matters before the Board and consider the financial, strategic and other implications of Board decisions.

Directors seek and consider all relevant information and ignore irrelevant information. They base their decisions on the best information available at the time, seek further information if necessary, and accept responsibility for their actions.

Directors ask questions about matters before the Board. They may ask management for detailed briefings on the public entity's business to inform strategic planning and risk minimisation.

3.5 Best Interests of the Public Entity

Directors act in good faith in the best interests of the public entity. They are active members of the Board and professional in all dealings with fellow Directors.

Directors do not allow their personal or professional interests or relationships to influence their judgement. This impartiality means they are objective when participating in Board discussions and decisions.

They behave in a way that reflects well on their standing as a Director and on the reputation of the public entity.

3.6 Proper Use of Position

Directors use their position to promote the best interests of the public entity. They do not use their position to seek an advantage for themselves or another person or to cause detriment to the public entity.

Directors do not seek gifts or favours for themselves, members of their family or other close personal or business associates. In addition, they decline gifts or favours that may cast doubt on their ability to apply independent judgement.

Directors do not join a Board where they consider that the impartiality of their decisions may be compromised or would reasonably be perceived to be compromised.

3.7 Proper Use of Information

Directors use the information they gain in the course of their Board duties only for its intended purpose. They do not use the information, including privileged information or commercially sensitive information, to obtain an advantage for themselves or another person or to cause detriment to the public entity.

Directors are well informed about freedom of information, privacy and protected disclosure legislation. They respect confidentiality and use their discretion, prudence and good judgement when deciding how to treat information.

Directors only disclose official information or documents when required to do so by law, in the legitimate course of duty, when called to give evidence in court or when proper authority has been given. They confine their comments to facts and do not express personal opinion on official policy or practice.

Directors make a protected disclosure to the Independent Broad-based Anti-corruption Commission if they believe improper conduct is occurring within the public entity. They do not leak information internally or externally.

3.8 Standing for Election

Directors notify the Board if they become a candidate for an election in any state, local or federal election. They do not use the public entity's resources in connection with their candidature.

3.9 Fairness and Impartiality

Directors act fairly and impartially. When participating in Board deliberations and decisions or when resolving disputes between Directors, they behave in a manner that is free of favouritism and self-interest.

Directors consider all relevant facts objectively when implementing government policy and programs to ensure equitable outcomes. They act in accordance with equal opportunity legislation which protects people from discrimination.

Directors are courteous to others. They respect human rights and foster a culture that is free of intimidation and bullying.

3.10 Financial Responsibility

Directors act in a financially responsible manner. They exercise care in relation to public funds and assets and, if applicable, comply with the Standing Directions of the Minister for Finance and the rules of the Financial Management Compliance Framework.

Directors demonstrate due diligence through active monitoring of the public entity's financial accounts and financial position. They regularly review financial statements and management reports.

Directors ask questions about the financial material put before the Board, if that material is unclear or raises matters that may be of concern from a financial perspective. They understand the financial justification for decisions taken by the Board. They vote to record their disagreement if they do not believe the financial implications are sufficiently clear or if a Board resolution has financial implications that they consider imprudent.

3.11 Honesty and Integrity

Directors act with honesty and integrity. They comply with laws, policies and generally accepted standards of behaviour. They are open and transparent in their dealings.

Directors give proper consideration to matters before the Board. They express their views genuinely, clearly and without ambiguity. They disclose the information or considerations they relied upon in coming to their view.

They speak up when a decision or advice is being considered that may be detrimental to the public interest and vote to record their view.

3.12 Conflicts of Interest and Duty

Directors follow Board policy on managing conflicts of interest and duty. Wherever possible, they avoid any real, potential or perceived conflicts. They declare any financial or other outside interests in an annual declaration of private interests. They update this declaration when they are appointed to a new role, their circumstances change or before they consider particular matters.

At the start of each Board meeting, Directors confirm that their entries in the register of interests are complete and correct. They also disclose any interests that relate to particular agenda items.

Directors who have a material conflict of interest or duty in a matter, as determined by the Board, leave the room while the matter is being considered. They do not discuss or take part in any decisions on the matter.

Directors who are appointed as nominees or representatives of industry groups, other government agencies or stakeholders act in the best interests of their public entity.