

BOARD: DIRECTOR CODE OF CONDUCT

Members of the ASCTA Board are expected to fulfil the following requirements:

1. You are individually responsible to:
 - 1.1. actively contribute to all aspects of the Board's role and functions as outlined in this document;
 - 1.2. act consistently with the organisation's values; and
 - 1.3. not cause any harm or detriment to the public image of the organisation.
2. As a minimum, you are to become familiar with and strive to fulfil the following legal and fiduciary duties of directors including:
 - 2.1. the duty of care and diligence;
 - 2.2. the duty to exercise powers in good faith in the interest of the company as a whole and for a proper purpose; and
 - 2.3. the duty not to misuse information or position.
3. You must avoid all conflicts of interest (including Conflicts of Interest and Duty and Conflicts of Duty and Duty) according to the Board's Conflict of Interest Management Policy.
4. You are to be mindful of protecting the interests of the organisation as a whole through respecting the confidentiality of all board discussions, except only if expressly permitted or requested by the Board to discuss the matter externally and then only strictly in accordance with the Board's directions.
5. Directors strive to ensure that Board meeting time is spent only on matters which are either clearly within the scope of matters which are reserved for the Board or are material within the organisation's context.
6. Each Director is expected to comply with the Board's minimum director contribution expectations, namely:
 - 6.1. attendance at a minimum of 75% of Board meetings (including specially scheduled meetings for strategy and business planning);
 - 6.2. active involvement in at least 1 committee of the Board or project of the association (except in extenuating circumstances only);
 - 6.3. completion of all scheduled Board skills training or professional development (except in extenuating circumstances only); and
 - 6.4. active and ethical participation in and contribution to discussions at Board meetings.
7. Directors strive to help build a strong culture within the Board and between Board and Management based on the importance of openness, honesty, fostering trust and mutual respect and taking individual responsibility for the role and functions of Directors.
8. Directors will relate to and communicate with the administration through the Chief Executive Officer, who may however, as a matter of mutual convenience, delegate another staff member to deal with or assist the Board, its Committees or individual Directors, either generally or on particular matters.
9. The Board acts as a corporate body only. No Committee of the Board or Director may give directions to the Chief Executive Officer or any staff member, except to the extent that the Board has expressly delegated its power in a specified area to that Committee or Director.
10. Any Board or Director complaint regarding any staff member must be directed via the Chair to the Chief Executive Officer for appropriate action to be determined by mutual consensus.