

# Board Code of Conduct

research



prevention

support



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## **INTRODUCTION**

The Board of Cancer Council NSW (Cancer Council) recognises its overriding responsibility to act with integrity, honesty and the highest ethical standards in serving the interests of Cancer Council, including its employees, clients, volunteers, other stakeholders and the community at large.

This Board Code of Conduct (Code) supports the Directors of Cancer Council in meeting this overriding responsibility. It provides a statement of principles and expected behaviours to assist Directors in the performance of their duties and the exercise of their powers.

The Code applies in addition to any relevant provisions of Cancer Council's Code of Conduct Policy and takes precedence to the extent of any inconsistencies. Directors should have regard to that Policy and are expected to demonstrate the Cancer Council Values set out in that Policy. However, the Code cannot address all ethical questions or behaviour that Directors may encounter. Directors therefore need to be aware of, and comply with, relevant legislation and Cancer Council's other policies and guidelines.

All Directors receive this Code as part of their induction. If they need more information or are unsure of Cancer Council's expectations or of their duties and responsibilities, they should contact the Company Secretary or the General Counsel.

## **STATEMENT OF PRINCIPLES**

### **ACT IN CANCER COUNCIL'S BEST INTERESTS AND VALUE ITS REPUTATION**

Directors should:

- undertake their duties with care and diligence in accordance with their legal obligations
- always act in good faith and in the best interests of Cancer Council as a whole
- use their powers for a proper purpose and exercise their authority responsibly and within their limits. Directors are responsible for understanding these limits and are accountable for how they use their authority
- behave in a way that brings credit to Cancer Council and takes into account its impact on the broader community and its position as a community funded and owned organisation, and apply independent judgement to all matters before them and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

### **ACT WITH HONESTY AND INTEGRITY**

Directors should:

- act honestly and with integrity in all of their dealings for Cancer Council in a way that ensures their honesty is beyond question
- not make promises or commitments they know Cancer Council does not intend, or would be unable, to honour
- not knowingly participate in any illegal or unethical activity
- always speak the truth, and not knowingly mislead directly or indirectly or make false statements, or mislead by omission
- not use Cancer Council's name, property or information to further any personal or other business transaction, and
- use goods, services, systems, equipment and facilities provided to them by Cancer Council for proper purposes and strictly in accordance with the terms on which they are provided.

### **TREAT OTHERS WITH RESPECT AND VALUE DIFFERENCES**

Directors should:

- treat all people they encounter through their work with Cancer Council with dignity and respect

- make any appointment decisions based on merit, and not on attributes that are irrelevant to appointment or performance, and
- never unlawfully discriminate, harass or bully anyone in their Cancer Council dealings. This includes being sensitive to behaviour that may be acceptable to them but not to others.

## **RESPECT AND MAINTAIN PRIVACY AND CONFIDENTIALITY**

Directors should:

- not improperly disclose or use any confidential information about Cancer Council acquired as a Director
- ensure that confidential information relating to Cancer Council staff, volunteers, clients and Cancer Council's operations is not given by them either inadvertently or deliberately to third parties without the consent of Cancer Council, and
- respect the privacy of others.

## **IDENTIFY CONFLICTS OF INTEREST AND MANAGE THEM RESPONSIBLY**

Conflicts of interest may occur where a Director (and at times their family):

- has a financial interest in a matter involving Cancer Council
- is a shareholder, Board member, director or employee of other organisations (or has some other contractual arrangement with such an organisation from which they may financially benefit) with which Cancer Council has a financial interaction
- holds personal beliefs or attitudes that influence their impartiality
- has personal relationships with people with whom Cancer Council is dealing that go beyond the level of a professional working relationship
- without restricting individual democratic rights, is involved in party political activities which could affect the ability to represent Cancer Council's interests in a non-partisan way to the community and their elected representatives
- has access to information that could be used for personal gain,
- participates in outside activities, including volunteer work, that could adversely affect their ability to act as a Cancer Council Director, or
- has a duty or loyalty to another organisation that may compete with their duty to act in the best interests of Cancer Council.

Directors should:

- fully disclose active private or other business interests promptly (including financial and other interests that could compromise or be perceived to influence the impartial performance of their duties) and any other matters that may lead to potential or actual conflicts of interest
- in addition to providing full disclosure, refrain from and avoid being engaged in any decision-making capacity with respect to Cancer Council decisions in relation to matters, persons or entities which involve an actual or perceived conflict of interest (and be prepared to change their circumstances to avoid or remove the relevant conflict)
- avoid any financial or other interest that could compromise or be perceived to influence the impartial performance of their duties
- not improperly use Cancer Council's information or property for personal financial or other gain, nor to obtain any financial or other benefit for any other person or business
- fully disclose active private or other business interests promptly and any other matters that may lead to potential or actual conflicts of interest
- fully disclose all relationships they have with Cancer Council. Directors' dealings with Cancer Council should always be at arm's length to avoid the possibility of actual or perceived conflicts of interest, and
- comply with the Cancer Council Constitution, the Board Charter and any other Cancer Council policies concerning director's disclosure of interests and the handling of conflicts of interest.

## **NOT MAKE OR RECEIVE IMPROPER PAYMENTS, BENEFITS OR GAINS**

Directors should:

- never accept or offer any improper payment or benefit in connection with their role as a Cancer Council Director
- never accept any gift, reward or entertainment, including discounted products, free travel or accommodation, if it could create any obligation or expectation that could conflict with their role as a Cancer Council Director. If in any doubt, Directors should discuss the matter with the Chair, the Company Secretary or the General Counsel
- never try to improperly influence the outcome of any decision, for example by offering a payment or benefit that is not legitimately due. Such payments or benefits are unacceptable, and
- not use their status as a Director to seek personal gain from those doing business or seeking to do business with Cancer Council.

## **ABIDE BY AND COMPLY WITH THIS CODE, THE LAW AND CANCER COUNCIL POLICIES AND PROCEDURES**

Directors should:

- be familiar and comply with all relevant laws and regulations applicable to them. Directors must not take any action, or fail to take any action, that may breach the law or applicable Cancer Council policies, procedures or practices
- complete all induction and education programs required of them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices, and
- comply with the spirit as well as the letter of the law and this Code.

## **PUBLIC COMMENT**

Directors have the right as private citizens to express their personal views through public comment on political and social issues. However, they must not make or appear to make statements on behalf of Cancer Council, without consultation with the Chief Executive Officer (CEO) and unless authorised to do so. Public comment includes public speaking engagements, comments in the media, views expressed in letters to newspapers, in online services such as social media, or in publications. Public comment would not include, for example, acknowledgement of volunteer and staff contributions at Cancer Council events.

Directors should refer requests for media statements to the CEO. If a Director is required to engage with the media, they should first contact the CEO who will organise appropriate Cancer Council media training. Unless Directors have received such training, they should not speak to media about Cancer Council's business. Directors may make an official comment when giving evidence in court.

Directors must not access, use, disclose or release any internal Cancer Council documents or confidential information or privileged information unless they need to do so in the course of their work or are authorised to do so. They must protect the privacy of client information and other personal information maintained by Cancer Council as required by Cancer Council's Privacy Policy.

## **BREACHES OF THIS BOARD CODE OF CONDUCT**

Any breaches of this Board Code of Conduct should be reported to the Chair or the Chair of the Governance Committee.

## **APPLICATION AND REVIEW DATE**

This Board Code of Conduct was last updated in December 2016 and will be reviewed on or before December 2019.

## **RELATED DOCUMENTS**

- Code of Conduct Policy
- Fraud Policy and Investigation Procedure
- Board and Committee Charters
- Cancer Council Constitution