



Aboriginal Housing Victoria (AHV) Board Code of Conduct

DOCUMENT CONTROL	
Document	Board Code of Conduct
Document Number	M008
Date of Issue	March 2015
Last Reviewed	March 2015
Version	1.0
Responsible Department	Executive Coordination

Code of Conduct

This Code of Conduct (Code) applies to Company Directors of Aboriginal Housing Victoria (AHV). This code sets out the expectations of conduct and behaviour of Company Directors, in general and specifically in relation to legal duties associated with performing their role. As well the Code outlines expected standards of behaviour outside their role as an AHV Company Director where they may impact on AHV's reputation.

This Code should be considered and applied in accordance with the detailed legal, financial and cultural obligations outlined in AHV's Constitution, Governance Policy and other governance instruments as relevant.

General duties of Company Directors.

All Company Directors are expected to comply with the following general standards of conduct and behaviour as articulated within this section of the Code.

1. Company Directors must act in accordance with AHV's values and recognised Aboriginal cultural values in furtherance of AHV's objects, and to enhance and not diminish AHV's reputation (refer Addendum).
2. AHV's reputation is our most valuable asset and Company Directors must act to enhance, protect and maintain our reputation. Company Directors must:
 - a. not engage in any activity which might directly or, indirectly by association, bring AHV into disrepute including:
 - i. any illegal behaviour or unacceptable behaviour or conduct,
 - ii. discrimination and harassment which is unacceptable and unlawful pursuant to state legislation (*Equal Opportunity Act 2010, Racial and Religious Tolerance Act 2001*) and federal legislation (*Sex Discrimination Act 1984; Racial Discrimination Act 1975; Disability Discrimination Act 1992; Human Rights and Equal Opportunity Commission Act 1986*) and relevant Occupational Health and Safety legislation.
 - b. be aware of the various laws and policies that promote tolerance and diversity and act in a manner that does not contravene them.
 - c. take care to avoid misrepresenting Company Directors personal views as official comment from AHV.
 - d. not engage in overt public criticism of AHV, its Board of Directors, Company Directors, Executive Directors or employees.
3. Company Directors must not disclose any confidential business information or information of a personal nature gained during the course of their duties at AHV.
 - a. Member, tenant, client and employee personal information must be respected and treated in accordance with due privacy laws and cultural sensitivities.

Legal duties and responsibilities of Company Directors.

AHV's Board of Directors provides leadership, guidance and authority for a broad range of AHV's business activities. The Board comprises Company Directors with extensive and proven skills and expertise in the areas of strategic planning, business and change management, governance, finance and law. The Board also comprises a majority of Aboriginal Company Directors who impart

significant skills and expertise relative to the broad housing and socio-economic issues affecting the Victorian Aboriginal Community.

In addition to the above, AHV's Company Directors have duties and responsibilities under the *Corporations Act 2001* (Cth) and common law duties that derive from their directorship. These duties include,

4. Company Directors must exercise due care, diligence and skill.
 - a. Company Directors are required to act with the degree of care a reasonable person in the role. This means ascertaining all relevant information; making reasonable enquiries; understanding the financial, strategic and other implications of decisions.
5. Company Directors must act in good faith in the best interests of AHV and for a proper purpose.
6. Company Directors must not improperly use their position to gain an advantage for themselves or someone else or to the detriment of the company.
 - a. Company Directors must decline gifts or favours that may cast doubt on their ability to apply independent judgement.
7. Company Directors must not improperly use the information they gain in the course of their director duties to gain an advantage for themselves or someone else to the detriment of AHV.
 - a. This includes maintaining confidentiality of information gained as a Company Director.
8. Company Directors have other obligations under the *Corporations Act 2001* (Cth) including that they must:
 - a. Ensure that AHV does not trade while insolvent or where Directors suspect it might be insolvent;
 - b. Take reasonable steps to ensure that AHV complies with obligations related to the keeping of financial records and financial reporting;
 - c. Notify other Company Directors of material personal interest when conflict arises;
 - i. Company Directors are expected to reveal and manage actual and perceived conflicts of interest if they arise, and to avoid conflicts of interest.

Board role and Company Director conduct.

AHV's Board generally makes decisions on consensus, where all views are respected and considered within the spirit of AHV's values and principles. All Company Directors are expected to contribute to the effective and timely deliberation of issues and decision making.

9. Company Directors must apply a duty of care and diligence in all decision making including in making business judgments and must:
 - a. Make the judgment in good faith for a proper purpose;
 - b. Not have a material personal interest in the subject matter of the judgment;
 - c. Inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and,
 - d. Make judgments they rationally believe are in the best interests of AHV.

Avoid Media and representing AHV

10. Company Directors must be properly authorised by the Chairperson to speak or write to the media about a particular AHV Board or related matter. Company Directors can only disclose public information that is normally available to members of the public and should only disclose other official information or documents:
 - a. When proper authority has been given;

- b. When required or authorised to do so by law; or
- c. When called to give evidence in court.

11. Requests for comment from the media are to be referred to the Chairperson or Chief Executive Officer of AHV.

Unacceptable behaviour or conduct.

12. Company Directors:

- a. have a duty to disclose if any of their behaviour may harm or diminish AHV's reputation;
- b. must not be declared bankrupt;
- c. must not be disqualified from acting as a Board Member or Director or engage in activity that may cast doubt on their ability to perform their duties.

13. Company Directors are also required to be aware of and implement AHV's Conflict of Interest and Whistle-blower policies.

Breaches of the Code

14. Company Directors must report suspected illegal activity, breaches or acts of misconduct by other Company Directors to the Chairperson, Chief Executive Officer or Company Secretary.

15. Any allegations of illegal behaviour, breaches of duty, acts of misconduct, or activity which compromises AHV's reputation will be investigated and resolved in accordance with AHV's Constitution and policy instruments. It is the role of the AHV Governance Committee to consider such matters and provide advice to the Board as may be appropriate.

Addendum.

Aboriginal Housing Victoria's values:

- Respect and support for Aboriginal identity and culture and for our tenants and stakeholders.
- Striving for excellence through leadership in Aboriginal housing and best practice service delivery.
- Integrity, trust and honesty in all our business activities.
- Collaborative relationships with our community, tenants, government and stakeholders.
- Kindness, compassion, courtesy and dignity in our relationships with our clients, our stakeholders and with each other.

Recognised Aboriginal cultural values are:

- Recognition and respect for country and for traditional owners and their role and position,
- Recognition of traditional law and custom and the importance of caring for country,
- Recognition of, and support for, the transmission of Aboriginal language, culture and beliefs and practices,
- Reciprocity and the obligation to share with and care for each other, and to be cared for on and off country
- Respect for Aboriginal Elders and their role in communities,
- Recognition and respect for the importance of families and extended family networks in the raising of children and in maintaining strong communities,
- Recognition of the right of, and importance to, Aboriginal people to practice their traditional culture,
- Respect for and support of Aboriginal people's right to maintain their connection to country, spirituality, culture and identity and to always maintain their dignity.

Aboriginal Housing Victoria's objects are:

- to develop, manage, maintain, hold, re-furbish, upgrade, acquire, sell, dispose, lease, hold bonds and collect rent in relation to affordable, secure housing and residential accommodation opportunities for Aboriginal people in Victoria that are adequate to meet their social, cultural and economic needs.
-