

# YWCA Australia

## B013 Director Code of Conduct

### 1. Purpose

YWCA Australia expects that its Board, individual directors and external members of board established committees will conduct themselves in compliance with this Code of Conduct, the *Corporations Act 2001*, the *Australian Not-for-profits Commission Act 2012*, and the ACNC Governance Standards. The purpose of this Code is to provide a clear understanding of the standard of conduct expected by YWCA Australia. The Employee Code of Conduct is a separate document.

### 2. Scope

This Code of Conduct applies to all directors and appointed members of board and constitutionally established committees or councils (Directors) within the YWCA Australia Group (YWCA or the Group).

### 3. Policy Statement

YWCA Australia expects those to whom this Code applies will conduct themselves:

- respectfully
- lawfully and with the proper use of authority
- ethically, honestly, and confidentially
- effectively, efficiently and diligently, and
- in good faith and in the interest of YWCA Australia as a whole.

### 4. Responsibilities

The Board is the Responsible Body for this Policy.

The Company Secretary is the Accountable Officer for this Policy. The Company Secretary is responsible for implementing and monitoring compliance with this Code of Conduct. The Company Secretary is responsible for reviewing the Code to ensure its ongoing effectiveness.

### 5. Conduct

YWCA is an evolving intersectional feminist organisation with a commitment to gender equality and it is expected that Directors will conduct themselves in a manner reflective of these principles, as well as acting lawfully and in the Group's best interests. The following guidelines are intended to assist Directors in complying with the principles of the Code. They are not exhaustive and may be added to over time.

#### 5.1 Feminist Conduct

Directors will:

- use their power, resources and skills to promote and demonstrate inclusive decision-making structures and feminist leadership principles;
- recognise and acknowledge implicit and explicit power differences and seek to redress this;

- understand and value diversity, working respectfully with people of different cultures, ages, ethnicities, religions, abilities, and sexual orientations and identities;
- treat colleagues, clients and the community with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare;
- take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the YWCA Australia Group;
- demonstrate consistent support for enabling and empowering young and emerging leaders;
- contribute to maintaining a safe, harmonious and productive board culture respectful of diverse and challenging opinions;
- make decisions ethically, transparently and honestly, in the best interests of the entity to which they are appointed and its charitable purpose at all times.

## 5.2 Lawful and Diligent Conduct

Directors will:

- to the best of their ability ensure that the entity is complying with applicable Commonwealth, State, Territory or local legislation and regulations;
- to the best of their ability ensure that the entity is observing sound financial practices and managing potential risks, and is at all times capable of meeting its legal and financial obligations;
- respect the confidentiality of information acquired by them in their roles as a director, and not disclose to any other person such information unless explicitly permitted by authority of the board or the law;
- demonstrate commitment to the shared sense of purpose and the vision of the YWCA Australia Group with integrity and not attempt to exercise individual authority over the Group except as explicitly set forth in board policies;
- educate themselves continuously to maintain the information base, skills base, and qualifications needed to effectively oversee the affairs of the entity;
- invest the time and effort required to fulfil the requirements of the position by reading the materials, attending and participating fully in meetings, and carrying out any duties assigned by the entity;
- not bring the entity into disrepute through their own conduct.

## 5.3 Good Faith Conduct in the Best Interests of the Entity

Directors will:

- when acting as a director of YWCA Australia or its subsidiaries, pursue and promote the interests of the entity above all other interests held by the director;
- make decisions fairly, impartially and promptly, considering all available information;
- exercise independent judgement on the issues before them;
- not make improper use of their position or information to which they have access to gain advantage or benefit for themselves or for any other person;
- at all times comply with the YWCA Australia Conflict of Interests policy.

<b>Document Control Data</b>	
Policy Framework	
<b>Responsible Body</b>	Board of Directors
<b>Accountable Officer</b>	Company Secretary
<b>Application</b>	Directors of YWCA Australia and its subsidiaries
<b>Supersedes</b>	Not applicable
<b>Associated documents</b>	Board and Committee Charters, as relevant
<b>Legislation</b>	Corporations Act 2001 (Cth) Australian Not-for-profits Commission Act 2012

<b>Approval and Amendment history</b>				
<b>Review period – 2 years</b>				
<b>Approval date</b>	<b>Effective date</b>	<b>Version</b>	<b>Amendments</b>	<b>Next review</b>
21/01/2019	21/01/2019	1.0	Initial Policy approval	2 years
07/12/2021	07/12/2021	2.0	Simplification and consolidation	2 years