



Board of Directors Code of Conduct

## Index

INTRODUCTION.....	2
STATEMENT OF PRINCIPLES.....	2
ACT IN FRESH START’S BEST INTERESTS AND VALUE ITS REPUTATION.....	2
ACT WITH HONESTY AND INTEGRITY.....	2
TREAT OTHERS WITH RESPECT AND VALUE DIFFERENCES .....	3
RESPECT AND MAINTAIN PRIVACY AND CONFIDENTIALITY .....	3
IDENTIFY CONFLICTS OF INTEREST AND MANAGE THEM RESPONSIBLY.....	3
NOT MAKE OR RECEIVE IMPROPER PAYMENTS, BENEFITS OR GAINS .....	4
ABIDE BY AND COMPLY WITH THIS CODE, THE LAW AND FRESH START POLICIES AND PROCEDURES.....	4
PUBLIC COMMENT .....	5
BREACHES OF THIS BOARD CODE OF CONDUCT.....	5
APPLICATION AND REVIEW DATE.....	5
RELATED DOCUMENTS.....	5



# Australian Medical Procedures Research Foundation Ltd Board Code of Conduct

Approved Date: January 2022

## INTRODUCTION

The Board of Australian Medical Procedures Research Foundation (AMPRF), trading as Fresh Start Recovery Programme (FSRP) recognises its overriding responsibility to act with integrity, honesty and the highest ethical standards in serving the interests of FSRP, including its employees, clients, volunteers, other stakeholders and the community at large. This Board Code of Conduct (Code) supports the Directors of FSRP 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 FSRP'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 Fresh Start 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 Fresh Start's other policies and guidelines. All Directors receive this Code as part of their induction. If they need more information or are unsure of Fresh Start's expectations or of their duties and responsibilities, they should contact the CEO or Board Chair.

## STATEMENT OF PRINCIPLES

### ACT IN FRESH START'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 Fresh Start 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 Fresh Start and takes into account its impact on the broader community and its position as a community funded 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 Fresh Start in a way that ensures their honesty is beyond question
- not make promises or commitments they know Fresh Start 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 Fresh Start'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 Fresh Start 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 Fresh Start with dignity and respect the Board Code of Conduct
- 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 Fresh Start 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 Fresh Start acquired as a Director
- ensure that confidential information relating to Fresh Start staff, volunteers, clients and Fresh Start's operations is not given by them either inadvertently or deliberately to third parties without the consent of Fresh Start, 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 Fresh Start
- 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 Fresh Start has a financial interaction
- holds personal beliefs or attitudes that influence their impartiality
- has personal relationships with people with whom Fresh Start 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 Fresh Start'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 Fresh Start Director, or
- has a duty or loyalty to another organisation that may compete with their duty to act in the best

interests of Fresh Start. 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 Fresh Start 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 Fresh Start'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 Fresh Start. Directors' dealings with Fresh Start should always be at arm's length to avoid the possibility of actual or perceived conflicts of interest, and ...
- comply with the Fresh Start Constitution, the Board Charter and any other Fresh Start 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 Fresh Start 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 Fresh Start Director. If in any doubt, Directors should discuss the matter with the Chair or the CEO
- 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 Fresh Start.

### **ABIDE BY AND COMPLY WITH THIS CODE, THE LAW AND FRESH START 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 Fresh Start 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 Fresh Start, 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 Fresh Start 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 Fresh Start media training. Unless Directors have received such training, they should not speak to media about Fresh Start's business. Directors may make an official comment when giving evidence in court.

Directors must not access, use, disclose or release any internal Fresh Start 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 Fresh Start as required by Fresh Start's Privacy Policy.

## BREACHES OF THIS BOARD CODE OF CONDUCT

Any breaches of this Board Code of Conduct should be immediately reported to the Chair or the CEO.

## APPLICATION AND REVIEW DATE

This Board Code of Conduct was last updated in December 2021 and will be reviewed on or before December 2025.

## RELATED DOCUMENTS

- Fresh Start *Code of Conduct Policy*
- Fresh Start *Privacy Policy*