

# Code of Conduct Policy



<b>Category:</b>	Governance
<b>Approved by:</b>	Board of Trustees
<b>Policy Effective Date:</b>	25 November 2019
<b>Responsible Officer:</b>	Chief Executive Officer
<b>Last Review Date</b>	June 2022
<b>Review Date:</b>	June 2025 (three yearly)

## 1.0 Purpose

Trustees shall act at all times with integrity in accordance with CLT's values.

To assist the board to make decisions that will provide the greatest benefit to the Central Lakes Trust community, there must be a rigorous process for exploring and reconciling trustees' diverse individual interests and attributes. Consistent with this is the adoption of standards of behaviour that are essential to the effective functioning of the board.

## 2.0 Organisational Scope

This policy applies to all trustees.

## 3.0 Principles

The code is based on the following principles of good governance:

- **Public interest.** Trustees should serve the overall interests of the community and should not improperly confer an advantage or disadvantage on any one person, group or locality.
- **Honesty and integrity.** Trustees should not place themselves in situations where their personal honesty, integrity and good faith may be questioned, or behave improperly and should, on all occasions, avoid the appearance of such behaviour.
- **Diligence and objectivity.** Trustees should make decisions on a properly informed basis, with fairness and without bias after a thorough consideration of the pros and cons of each proposal.
- **Accountability.** Trustees should view themselves as collectively accountable to, and responsible to, the Central Lakes Trust community for their decisions and the manner in which they carry out their role. Decisions of the Trust are not made in public, but the Trust's decision-making processes should be capable of withstanding scrutiny and reinforce public confidence should the decisions be subject to public review.
- **Personal judgement.** Trustees should take account of the views of others, but should reach their own, independent conclusions on the matters before them.
- **Respect for others.** Trustees should promote equitable outcomes by not discriminating against any person and by treating people with respect. They should respect the impartiality and integrity of Central Lakes Trust staff.
- **Commitment.** Trustees are expected to be diligent, attend board meetings and devote sufficient time to preparation to enable full and appropriate participation in, and contribution to, the board's decision making.

- **Governance/management distinctions.** Trustees should respect and value the distinct and complementary nature of the relationship between governance and management roles and responsibilities.
- **Compliance.** Trustees should ensure that the Trust always acts lawfully and in accordance with its Trust Deed and behaves in a manner consistent with the spirit as well as the letter of the law.

#### 4.0 Policy

In providing assurance of effective governance of the Trust, including its accountability to the Central Lakes Trust community, the following code of conduct is consistent with:

- Defining the behaviours trustees consider most conducive to effective governance of the Trust.
- Assisting in communication of the board's expectations (including ethical expectations) to all trustees.
- Promoting high standards of board conduct and practice.
- Providing a standard against which to evaluate board and trustee behaviours.

The Code of Conduct is documented as:

##### a. Relationships with other Trustees

Recognising that board effectiveness requires mutual respect and trust between members, trustees shall conduct their dealings with each other in such a manner that will:

- Demonstrate a positive, constructive and professional attitude and a respectful manner.
- Be open and honest.
- Focus on issues and objectives rather than people and personalities.
- Encourage trustees to participate actively and share their knowledge and point of view.
- Seek an understanding of, and demonstrate regard for, the views and opinions of others.
- Maintain public confidence.
- Maintain confidentiality of Trust discussions and decisions.

##### b. Relationships with Employees

Trustees are expected to:

- Act in accordance with the Trust's obligations to be a good employer.
- Respect and support the authority of the chief executive over other employees, avoiding attempts to instruct or influence their advice or actions.
- Recognise that the chief executive has delegated responsibility to employ all employees (on behalf of the Trust) under an approved staffing structure. Only the chief executive may hire, dismiss, instruct, or censure an employee.
- Treat all employees with courtesy and respect.
- Not do anything that compromises, or could be seen as compromising, the impartiality of an employee.
- Never publicly criticise any employee in any way.

**c. Relationships with the Community**

Trustees will:

- Be available to the community as appropriate, including representing the Trust at community events / functions etc, to which a Trust representative/s has been invited.
- Assist potential applicants to contact the Trust and assist in a manner that complements but does not conflict with staff responsibilities to engage with those groups.
- Engage with and be receptive to learning about the community.
- Act with impartiality.

**d. Conduct in respect of Board Meetings**

Trustees are expected to come to meetings on time, prepared and ready to work on the agenda.

Trustees will, wherever possible, give prior notice of any absence from any part of board meetings as soon as the likelihood of absence is known.

Unless prior approval is obtained from the chair, trustees will only use electronic devices for the conduct of the business of the meeting. Trustees are expected to confine taking telephone calls, receiving text messages, interrogation of social media, etc., to designated breaks in the meeting.

Trustees will not attempt to re-litigate previous decisions at subsequent meetings of the Trust, unless the chair agrees to place it on the agenda and that decision is supported by a majority of trustees or a majority of trustees agree to re-open the debate.

Trustees will show respect for staff and fellow trustees at all times.

Audio and/or video recording of any Trust meeting (other than for the purpose of the official minutes) shall only occur if the approval of the meeting is obtained.

**e. Confidential Information**

Trustees must not use or disclose confidential information for any purpose other than the purpose for which the information was provided to the trustee. Things that should be regarded as confidential include (but are not limited to):

- All information, except any information specifically approved for wider circulation.
- Any emails between trustees and/or staff, unless clearly signalled as available for wider circulation.
- Any personal views of trustees as expressed around the board table.

**f. Collective Responsibility**

Once the board has reached a decision, trustees will abide by the principle of board collective responsibility and accountability. When speaking externally, trustees will reflect and support the implementation of the agreed position of the board even though their personal views may differ. This includes matters pertaining to investment performance and grant decisions.

**g. Process for Dealing with Breaches of this Code of Conduct**

If any trustee becomes concerned about the conduct of a fellow trustee they should refer to the Censure/Removal of Chair, Deputy Chair and Committee Members Procedure.

## 5.0 Relevant Related Legislation & CLT Policies

- Trust Deed
- Governance Charter
- Conflict of Interest Policy
- Censure/Removal of Chair, Deputy Chair and Committee Members Procedure
- Health, Safety and Wellbeing Policy
- Bullying, Harassment and Discrimination Policy
- Protected Disclosures (Whistleblowing) Policy

## 6.0 Approved



Signature: \_\_\_\_\_  
(Chair, Linda Robertson)

12 Jul 2022 5:25:17 PM GMT+12

Date: 27 June 2022