

Board Code of Conduct

Introduction

The Board of Sydney Gay and Lesbian Mardi Gras Ltd and Mardi Gras Arts Ltd (SGLMG /MGA) recognises its overriding responsibility to act with integrity, honesty and the highest ethical standards in serving the interests of SGLMG/MGA, including its employees, clients, volunteers, other stakeholders and the community at large.

This Board Code of Conduct (Code) supports the Directors of SGLMG/MGA 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 SGLMG/MGA'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 SGLMG/MGA 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 SGLMG/MGA's other policies and guidelines. All Directors receive this Code as part of their induction.

If they need more information or are unsure of SGLMG/MGA's expectations or of their duties and responsibilities, they should contact the Company Secretary or the Chair/s.

Statement of principles to act in SGLMG/MGA'S best interests and protect 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 SGLMG/MGA as a whole
- utilise their authority responsibly for a strategic purpose, within their limits. Directors are responsible for understanding these limits and are accountable for how they use their authority
- behave in a manner conducive to SGLMG/MGA values and objectives, taking into account it's the impact on the broader community and its position as a community funded and owned organisation.
- apply professional judgement to all decisions.

Act with honesty, ethically and integrity

Directors should:

- act with integrity in all dealings related to SGLMG/MGA, in a manner that is above reproach.
- will not act in an unconscionable manner in dealings on behalf of the SGLMG/MGA
- not use SGLMG/MGA's name, brand, property or information without express permission, and specifically not to further any personal or other business transaction
- commit to only utilise goods, services, systems, equipment and facilities provided to them with express approval by SGLMG/MGA, 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 SGLMG/MGA with dignity and respect
- ensure appointment decisions are based on skill set and merit, and not on attributes that are irrelevant to the strategic performance
- never discriminate, harass or bully anyone in, or related to, engagements with SGLMG/MGA .

Respect and maintain privacy and confidentiality

Directors should:

- not improperly disclose or use any confidential information about SGLMG/MGA acquired as a Director
- will respect the rights of SGLMG/MGA intellectual property
- ensure that confidential information relating to SGLMG/MGA staff, volunteers, clients and SGLMG/MGA's operations is not given by them either inadvertently or deliberately to third parties without the consent of SGLMG/MGA, 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 SGLMG/MGA
- 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 SGLMG/MGA has a financial interaction
- holds personal beliefs or attitudes that influence their impartiality
- has personal relationships with people with whom SGLMG/MGA 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 SGLMG/MGA'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 SGLMG/MGA Director, or
- has a duty or loyalty to another organisation that may compete with their duty to act in the best interests of SGLMG/MGA.

Directors should:

- fully and promptly 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
- fully disclose all related party transactions and comply with the Related Party Transaction policy
- in addition to providing full disclosure, refrain from and avoid being engaged in any decision making capacity with respect to SGLMG/MGA 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 SGLMG/MGA'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 SGLMG/MGA. Directors' dealings with SGLMG/MGA should always be at arm's length to avoid the possibility of actual or perceived conflicts of interest, and
- comply with the SGLMG and MGA Constitutions, the Board Charter and any other SGLMG/MGA 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 SGLMG/MGA 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 SGLMG/MGA Director. If in any doubt, Directors should discuss the matter with the Chair/s, or the Company Secretary

- will actively be mindful of resources which are in their trust on behalf of the SGLMG/MGA, and will support Policies which ensure the stewardship of resources
- 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 SGLMG/MGA.

Abide by and comply with this code, the law and SGLMG/MGA policies and procedures

Directors should:

- be familiar and comply with all relevant laws, regulations, policies and procedures applicable to them. Directors must not take any action, or fail to take any action, that may breach the law or applicable SGLMG/MGA 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
- have full knowledge of all requirements and responsibilities of a Responsible Person in their role as a director, 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 SGLMG/MGA, 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 SGLMG/MGA events. Directors should refer requests for media statements to the CEO who will discuss with the board chair/s where appropriate. If a Director is required to engage with the media, they should first contact the CEO who will organise appropriate SGLMG/MGA media training. Unless Directors have received such training, they should not speak to media about SGLMG/MGA's business. Unauthorised comments will be retracted.

Where directors make public statements and acknowledge their position on the Board, directors must use reasonable efforts to clarify that they are not speaking on behalf of Mardi Gras and that their views are not necessarily those of SGLMG, unless they have prior authorisation from the Board.

If the director becomes or is made aware that they have been included in a public comment that links them with SGLMG/MGA and they have not sought prior authorisation from the board, they are to advise the co-chairs as soon as possible

To manage these situations, the director in company with a co-chair will contact the media source and include the following statement or similar:

The views I have expressed are my own, and do not necessarily express the views of SGLMG.

If the director does not take steps to include this statement or have unauthorised comments removed, the media outlet will be contacted by the co-chairs to include the statement or have the article removed.

Directors may make an official comment when giving evidence in court. Directors must not access, use, disclose or release any internal SGLMG/MGA 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 member information and other personal information maintained by SGLMG/MGA as required by SGLMG/MGA's Privacy Policy.

During or after a director's term on the board, directors must not disparage SGLMG, employees, officers or directors, nor transmit disparaging communications on the internet or social media.

Breaches of this board code of conduct

The Board Chair/s shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

Any breaches of this Board Code of Conduct should be reported to the Chair/s or Company Secretary or the Chair of the Audit and Risk Committee.

Breaches will be assessed according to the Corporations Act 2001, ACNC Governance Standards and the Constitution.

Definitions

Material personal interest'- 'material' implies that the interest needs to be of some substance or value. An interest that has the capacity to influence the vote of a director would be considered material. Where this is the case, the nature of the interest could be direct, indirect, contingent or contractual.

To be personal, an interest need not be pecuniary.

Related documents

Related Party Transaction Policy
Code of Conduct Policy
Fraud Policy and Investigation Procedure
Board and Committee Charters
SGLMG and MGA Constitutions
SGLMG Policy Framework
Complaint Management Policy
Ethical Charter

Review Process

This is a 'live' document and is to be reviewed by the Board annually. Reviews will comply with the SGLMG Policy Framework.

This Charter will be amended by re-issue only. Copy numbers are not used.

Approved versions of this Charter will be designated and identified with a numerical designator commencing at '1' (e.g. v1.0).

Draft versions will be denoted by a change to the number following the decimal point (e.g. 1.1, 1.2).

Revision History			
Version	Date	Comments	Approved by
1.0	31 March 2020	Initial document creation	Board 28 April 2020
2.0	19 October 2020	Amendments to Public Comment	Board
2.1	7 July 2021	Review by PAN. No material changes. Language amendments.	Board.