

Board Member Code of Conduct

Effective Date: September 2025

The code of conduct is to be reviewed at least every three years

This code of conduct applies to:

All members of the Board of Guide Dogs Victoria (GDV), and any Independent Committee Members.

1. General

Guide Dogs Victoria (GDV) is committed to high standards of professional and ethical workplace behaviour in line with our values and behaviours and in line with the legislative frameworks which regulate our work, including but not limited to the Australian Not for Profit Commissions Act 2012 (Cth), Corporations Act 2001, ACNC Governance Standards, NDIS Act 2013, Aged Care Act 2024, and Child Safe Standards. This code of conduct complements the Employee and Volunteer Code of Conduct (GDV Code of Conduct).

2. Purpose

This code of conduct sets the standards of behaviour expected of the GDV Board of Directors (Board Member). As key personnel under the NDIS Act 2013 and the Aged Care Act 2024, and as leaders of a Child Safe Organisation, Directors must act with integrity, transparency, and accountability to protect the rights, safety, and wellbeing of all clients, including children, people with disability, and older Australians.

The code of conduct also sets the standards of behaviour expected of Independent Committee Members.

3. Definitions

- **Board Member** is a non-executive director of GDV.
- **Conflict of Interest** occurs when a person's personal interests conflict, or appear to conflict, with their responsibility to act in the best interests of GDV. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a person's duty to GDV and another duty that the person has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of GDV.
- **Independent Committee Member** is an independent member of any GDV Board Committee.
- **Volunteers** includes all registered volunteers.

4. GDV Values

GDV's values are:

- Lead with head and heart;
- Never stop exploring;
- Walk the talk; and
- Lift each other.

These values are underpinned by our clients being first in everything we do. The code of conduct embodies these values. These principles underpin the professional relationships that our employees and volunteers have with each other, our clients and the broader community in the conduct of their work.

5. Code of conduct

The code of conduct encompasses the following obligations. A member of the Board or Independent Committee Member:

- must act honestly, in good faith and in the best interests of GDV and its beneficiaries, with due care and diligence;
- has a duty to use due care and diligence in fulfilling the functions of the office and exercising the powers attached to that office;
- has an obligation to be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken;
- must use the powers of office for a proper purpose, in the best interests of GDV as a whole;
- must recognise the primary responsibility is to the members of GDV, but where appropriate should have regard for the interests of all stakeholders;
- must not take improper advantage of the position of that office;
- must not allow personal interests, or the interests of any associated person, to conflict with the interests of GDV;
- must declare any actual or perceived conflicts of interest and should a vote be required on a matter where a conflict exists, the Board Member or Independent Committee Member concerned must abstain from voting;
- must not make improper use of information acquired from the position of that office;
- should not engage in conduct likely to bring discredit upon GDV;
- has a duty to conduct themselves in accordance with GDV Code of Conduct, Values and Behaviours;
- has an obligation, at all times, to comply with the spirit as well as the letter of the law, the GDV Constitution and the principles of the Board Charter and this Code of Conduct.
- must place the safety, dignity, rights, and wellbeing of clients at the centre of all decisions;
- must uphold the NDIS Code of Conduct, the Aged Care Quality Standards, and Child Safe Standards;
- must promote a culture of safeguarding, inclusion, and respect;

- must ensure GDV complies with all legal, regulatory, and ethical obligations;
- must ensure GDV's financial and non-financial resources are used responsibly and sustainably;
- must provide strong oversight of fundraising, donations, and partnerships;
- must safeguard GDV's reputation and assets, including intellectual property and technology;
- must ensure robust governance frameworks are in place for risk management, safeguarding, and compliance;
- must ensure systems are in place to prevent, identify, and respond to abuse, neglect, and exploitation.

Confidential information received by a Board Member or an Independent Committee Member in the course of the exercise of their duties remain the property of GDV from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the GDV Board, or is required by law.

The above obligations relate to current Board Members or Independent Committee Members and those persons who cease to be members.

All Board Members and Independent Committee Members must

- provide a current Working with Children Check;
- provide a National Disability Insurance Scheme (NDIS) Worker Screening Check;
- undertake an International Police check if lived overseas for 12 months or longer in a single country within the last 10 years;
- complete the NDIS Worker Orientation Module;
- complete an annual Register of Interest Disclosure Form.

In addition, all Board members must

- provide a director number;
- undergo an ASIC Disqualified Persons Check;
- provide evidence of professional qualifications, certifications, licenses, memberships and experience;

- complete an annual Directors declaration;
- complete an annual Statutory Declaration confirming no disqualification from managing corporations or providing care, for the purposes of meeting suitability requirements under the Aged Care Act 2024 / NDIS Practice Standards / other relevant legislation.

6. Conflict of interest

At the start of each Board and Committee meeting an agenda item for Conflict of Interest Declaration exists. Any conflict of interest in relation to the agenda must be disclosed at the start of the meeting. The Chair of the meeting must ensure that the relevant Board Member or Independent Committee Member leaves the meeting if appropriate. This action must be minuted.

Each year the Company Secretary will ask for relevant conflict of interests. The conflict of interest register, held with the Company Secretary, will then be updated.

Section 13.5 of the Constitution governs Directors Conflict of Interest. There is an ongoing obligation to promptly advise the Company Secretary of any actual, potential, or perceived conflicts of interest as they arise.

7. Receipt of gifts and hospitality

The giving and receiving of gifts and the provision and acceptance of hospitality are part of normal business practice of GDV. All gifts and hospitality over \$50 cumulative over a financial year should be disclosed to the Company Secretary who will then record this in the gifts and hospitality register.

However, there are times when gifts and hospitality are not acceptable and could compromise the reputation of GDV. Gifts and hospitality should not be received that could:

- Compromise a person's judgement;
- Be or appear to be a conflict of interest;
- Damage the relationship with others;
- Come from an inappropriate organisation, as deemed by the GDV Board;

- Come from a political party; or
- Indicate any favouritism or prejudice.

The value of the gift or hospitality will inform if acceptance is acceptable or not.

8. Professional relationship with clients

GDV respects the rights of our clients (including culturally and linguistically diverse and Aboriginal and Torres Strait Islander clients), and the delivery of service that is culturally sensitive to the client's needs.

Board Members and Independent Committee Members are expected to maintain proper boundaries with the clients that we work with and trust is inherent in our client relationships. Rights of clients to respect, dignity and privacy must be respected.

GDV is committed to the delivery of services that are free from neglect and abuse, and Board Members and Independent Committee Members are required to work within the limits of professional employee and client relations. Reasonable care must be taken with our clients to prevent harm and injury in the delivery of our services. This includes freedom from physical, emotional and sexual abuse. Board Members and Independent Committee Members must act in accordance with our Child Safeguarding Policy for all interactions with children accessing our services.

Economic or sexual relationships between an employee or volunteer and a client or a member of the client's family are unacceptable. This applies to both current and former clients. This in no way precludes a spouse or family member of a client from being employed or volunteering with GDV.

9. Breach of the code of conduct

If a breach of this code of conduct is suspected it can be reported to the Chair of the Board. Where this is not appropriate, a breach or suspected breach can be reported to the ACNC, NDIS Commission, or Aged Care Quality and Safety Commission as required.

10. Responsibilities

The **Chair of the Board** is responsible for:

- ensuring that the code of conduct is followed by all members of the GDV Board.
- investigating potential breaches of the code of conduct.

The **Board Members and Independent Committee Members** are responsible for:

- adhering to the code of conduct.

The **Company Secretary** is responsible for:

- maintaining the conflict of interest register.
- maintaining the gifts and hospitality register

11. Change History

<u>Version number</u>	<u>Date</u>	<u>Author</u>	<u>Summary of change</u>
5.0	September 2025	Quality Manager	Updates to reflect various obligations from legislation and standards, and application to Independent Committee Members
4.0	September 2022	Unknown	Updated code of conduct
The code of conduct is due for review by September 2028.			

12.Related Documents

Australian Not for Profit Commissions Act 2012 (Cth)

Corporations Act 2001

ACNC Governance Standards

NDIS Act 2013

Aged Care Act 2024

Child Safe Standards 2022 (Vic)

Board Charter

Employee and volunteer code of conduct

Whistleblower Policy

Conflict of Interest Register

Gifts and Hospitality Register

Child Safeguarding Policy

Guide Dogs Victoria Constitution

Guide Dogs Victoria's Values and Behaviours

Political Affiliation Policy

Privacy Act 1988

Fit and proper person Statutory Declaration