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| | Gladstone Foundation Board of Advice Code of Conduct |  gladstone foundation |
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GLADSTONE FOUNDATION

BOARD OF ADVICE POLICY | CODE OF CONDUCT

VERSION CONTROL

| Version number | Approved by and date | Review due date | Review conducted |
|----------------|--|-----------------|------------------|
| 1 | Board of Advice 17/02/2011 | February 2012 | November 2013 |
| | Trustee of the Gladstone Foundation 16/05/2011 | November 2014 | |

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1. PURPOSE

This Code of Conduct applies to all members of the Board of Advice of the Gladstone Foundation, and outlines standards of conduct and expectations of board members.

Board members will be requested to sign their agreement with the provisions of this Code of Conduct on appointment to the board.


2. POLICY (CODE OF CONDUCT)

Members of the Board of Advice have the following obligations:

- A board member must act honestly, in good faith and in the best interests of the Gladstone Foundation as a whole.
- A board member must act with an appropriate level of skill, care and diligence.
- A board member must not make improper use of information acquired as a board member.
- A board member must not take improper advantage or make personal gain from their position as a board member.
- A board member must not allow personal interests, or the interests of any associated persons, to conflict with the interests of the Gladstone Foundation.
- A board member has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board.
- A board member will maintain the confidentiality of board discussions and deliberations.
- A board member should not engage in conduct likely to bring discredit upon the Gladstone Foundation.
- A board member has an obligation at all times to comply with the spirit, as well as the letter of the law and with the principles of this Code of Conduct and the Trust Deed.
- A board member will make reasonable inquiries to ensure that the Gladstone Foundation is operating efficiently, effectively, and legally towards achieving its charitable objectives.
- A board member will undertake diligent analysis of all proposals and submissions placed before the board.

3. OTHER EXPECTATIONS OF BOARD MEMBERS

In accordance with the standards outlined in the Code of Conduct, the board has set the following expectations of board members.

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Conduct in meetings

Board members are expected to behave in a manner that is consistent with generally accepted procedures for the conduct of meetings. This includes, but is not limited to:

- acting in accordance with the Trust Deed;
- acting in a professional manner;
- addressing issues in a confident and firm, yet friendly manner;
- using judgment, common sense and tact when raising and discussing issues;
- avoiding any personal attacks on peer board members or secretariat staff;
- ensuring that all board members have an opportunity to put forward their views;
- avoiding irrelevant remarks and unnecessary interruptions to board discussions; and
- accepting the direction of the chairperson to ensure the orderly and good spirited conduct of any meeting.

Confidentiality and collegiality

Board members are expected to maintain the confidentiality of all board discussions and deliberations. They are also expected to maintain the confidentiality of any classified information received by them in the course of their duties as a board member.

No board member is to release any classified information unless that disclosure has been authorised or is required by law.

While board members are expected to exercise independence of mind in questioning issues in the meeting room, outside the meeting room board members are expected to support the letter and spirit of board decisions in discussion with all external stakeholders. They are also expected to keep confidential all board discussions, deliberations and documents.

RELATED DOCUMENTS

Trust Deed – Gladstone Foundation

Board of Advice Procedures

