

**Directors’ Code of Conduct Tool Template**

**April 2018**

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PURPOSE OF THIS TEMPLATE

This document has been prepared by the NSW Office of Sport as a guide for New South Wales State Sporting Organisations (**SSOs**) to assist with an SSO’s governance. IT IS A TEMPLATE ONLY. This document should be read in context with the NSW Office of Sport’s Sports Governance Capability Framework and in particular paragraph 3.4.

INSTRUCTIONS

The document has been designed specifically for sport and seeks to take into account the issues which an SSO might need to consider; for example, Sport must deal with the impact of drugs; Sport is affected by child protection legislation; and Sport operates under a national system where the national body can make rulings and set policy that will flow through the Sport and affect those playing at Club level.

All levels of an SSO and all persons within a Sport should work together for the advancement of the Sport and the SSO through sharing common purposes, structures, policies and procedures. This will hopefully improve the governance and delivery of a Sport and hopefully make it easier to address issues of joint concern, to share information and to maximise the sport’s marketability.

Finally, with the increasing amount of legislation affecting sport, Sports must enact consistent and complementary policies and strategies that address areas of governance and common risk that flow through the organisation.

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Directors Code of Conduct

# Directors

The Board of the Club/Association has adopted a Code of Conduct. Under the leadership of the chair and the Executive Officer, the Board is to be proactive in implementing the Club/Association’s objects having regard to the requirements outlined in the Constitution and powers vested to determine and articulate the Club/Association’s values, vision and strategic direction.

# Code of Conduct

Directors must and are expected to:

### meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law;

### act within their duty of care to make decisions in the best interests of the Club/Association;

### avoid conflict of interest;

### develop strategic planning and direction of the Club/Association including monitoring organisational performance and evaluating strategic results;

### develop, monitor and implement policies;

### interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction;

### report back to the stakeholders at relevant forums through the chair and the Executive Officer;

### act with respect, integrity and demonstrate ethical leadership;

### act with Board solidarity around Board decisions and agreed actions;

### monitor senior management (including key volunteers) and organisational compliance with relevant commonwealth and state legislation and with the Club/Association’s own policies; and

### evaluate their effectiveness as a Board including maximising strategic alignment between Club/Association and State jurisdictions.

# Directors Limitations

### The Directors report to the chair and are accountable for their own behaviour and the performance of their duties as a Director.

### The Directors must work cooperatively with senior management including key volunteers.

### No Director is authorised to incur expenses or debts on behalf of the Club/Association.

### All Directors must and are expected to abide by the Club/Association’s policies, regulations and directives.

# Vacation of Office

The reasons for the office of Director being automatically vacated are set out in the Constitution. In addition, Directors are required to sign the declaration in clause 1.5 below. Directors agree to resign from their position in the circumstances set out in the declaration.

# Deed of Indemnity and Access

The Club/Association Constitution indemnifies each Director to the fullest extent permitted by law. In addition, each Director is entitled to a deed of indemnity, which may include provisions relating to:

### access to Board papers;

### confidentiality;

### indemnity by the organisation; and

### the provision of directors’ and officers’ insurance.

# Director’s Declaration

If I am found by my fellow Directors acting reasonably and in good faith that I have:

### not upheld my duties and legal responsibilities as a Director;

### not acted in the best interests of the Club/Association;

### failed to follow this Code of Conduct and/or any Board directive;

### breached the Constitution or any other rule, regulation or policy of the Club/Association;

### at any time, committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether the Club/Association's or any other sporting body;

### at any time, committed a violation of any law, rule or policy relating to integrity including but not only match fixing or gaming;

### been charged with or convicted of a serious criminal offence;

### breached confidentiality;

### brought myself, the Board or the Club/Association into disrepute as a result of my action or omission including any statement I may make;

### made disparaging comments about any other director, the Board or the Club/Association;

### acted in a manner contrary or prejudicial to the interests of the Club/Association or unbecoming a director of the Club/Association;

I hereby acknowledge and agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

Signed:

Print Name:

Witness:

Print Name:

Date: