



# Masters Swimming Australia

## NBM Director Code of Conduct

March 2024

# NBM Director Code of Conduct

## 1. Purpose of Code of Conduct

The purpose of this Code of Conduct is to outline the type of behaviour that Masters Swimming Australia (MSA) requires from its Directors and set out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

This Code of Conduct applies to MSA Directors whenever they are acting in their capacity as an MSA Director.

## 2. General Principles

Directors of MSA must:

1. acknowledge that the MSA Board Charter outlines conflicts of interest and in partnership with this document and Section B6 of the MSA Member Protection Policy, sets out the expectations of Directors.
2. act honestly and in good faith in the interests of MSA as a whole.
3. exercise the degree of care, skill, and diligence that a reasonable person in a like position would exercise in MSA's circumstances.
4. exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes.
5. avoid and declare any actual or potential conflict between the obligations owed to MSA and a Director's personal interest or other duties.
6. not disclose any information that is obtained through their position that is confidential
7. disclose advantages or business opportunities acquired in the course of their office
8. prevent insolvent trading by MSA and declare any personal insolvency.
9. be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Directors.
10. be well prepared for Board meetings.
11. make reasonable enquiries at Board meetings to ensure that MSA is operating efficiently, effectively, and legally towards achieving MSA goals.
12. undertake diligent analysis of all proposals and matters placed before the Directors.
13. acknowledge and embrace decisions of the Directors when communicating with third parties, irrespective of their own personal views.
14. treat colleagues, members, and employees of MSA with respect, courtesy, honesty, and fairness, having proper regard to their interests, opinions, rights, safety, and welfare.

15. show respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making.
16. not engage in conduct that would likely bring discredit upon MSA or bring the Director or MSA into disrepute, or would constitute conduct unbecoming of a Director of MSA
17. not abuse, harass, bully, intimidate, discriminate, threaten, or victimise other Directors, colleagues, members and/or employees of MSA.
18. promote and encourage diversity, equality and inclusiveness in decision making and throughout MSA.
19. at all times exemplify the MSA values and actively conduct themselves in a manner consistent with the critical statutory, cultural and leadership role of a director of MSA.
20. comply with the spirit as well as the letter of the law and the principles in this Code of Conduct

### 3 Breach of the Code of Conduct

A breach of this Code may be considered serious misconduct and require formal investigation and further action being taken.

In some situations, a breach of this code may result in detriment to MSA, and the Director may be liable for their actions under civil and criminal laws.

If a Director suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the President/Chair of the Board. All reports will be acted upon and kept confidential.

### 4 Review

This Code will be reviewed by the Board every two years, or earlier as required.

### 5 Director Declaration

- I have read and understand the MSA Directors Code of Conduct
- I acknowledge that I must ensure that any personal interests or roles do not influence or interfere with the proper performance of my duties in the best interests of MSA.
- I agree that I have an ongoing obligation to comply with the MSA Directors Code of Conduct

<b>Signature</b>		<b>Date</b>