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Board Code of Conduct Policy

SILVER LINING FOUNDATION AUSTRALIA LTD ('SLFA') –
VERSION 3 JUNE 2023

Board Code of Conduct Policy

Purpose:	The purpose of this policy is to outline the code of conduct expected of Board Members (Directors) of the Silver Lining Foundation Australia Ltd ('SLFA') Governing Body in relation to their roles as SLFA Directors.	
Scope:	The policy covers the SLFA Directors conduct in relation to their governance of SLFA Schools and their relationship with the School Principals and School staff.	
References:	<ul style="list-style-type: none"> • <i>Education (Accreditation of Non-State Schools) Act 2017</i> (Qld) • SLFA Board Conflict of Interest Policy 	
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Policy Review Records

Version Number	Date of Authorisation	Review Due Date	Date Reviewed	Review Outcome
1	July 2018	July 2019	September 2020	Policy modified.
2	September 2020	September 2021	June 2023	
3	June 2023			

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Definitions / Legislation

The Directors of the SLFA Governing Body of the SFLA Schools have ultimate responsibility for the overall successful operations of SLFA and its Schools.

As a Director, your duties relate to:

1. the strategic direction of SLFA's Schools;
2. financial operations and solvency of the SLFA and its Schools;
3. all matters prescribed by law including, but not limited to, safety and the environment; and
4. all major policy issues.

The *Education (Accreditation of Non-State Schools) Act 2017* (Qld) s 26 – *Suitability of Governing Body* allows that, in deciding whether the governing body of an accredited school is suitable to continue to be the school's governing body, the Non-State School's Accreditation Board ('NSSAB') may have regard to "the conduct of the governing body, or its directors, in relation to the operation of the school."

The SLFA Governing Body must ensure that its governing duties and conduct reflect its Constitution and the requirements of other legislative instruments such as the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth), the *Corporations Act 2001* (Cth) and the *Charities Act 2013* (Cth).

Policy

The over-riding responsibility of a Director is to act in the best interests of each SLFA School as a whole, and for all members (e.g. staff, students, parents, etc) of all SLFA Schools. This *SLFA Board Code of Conduct* policy (the 'Code') requires all SLFA Directors to:

1. Act honestly, in good faith and in the best interests of each SLFA School as a whole.

This legal obligation requires SLFA Directors to:

- a) bring an open and independent mind to SLFA Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that the Director believes, in good faith and on reasonable grounds, to be in the best interests each SFLA School as a whole. While Directors must treat each other with courtesy and observe the other rules in this Code, Directors should be able to engage in vigorous debate on matters of principle;
- b) ensure that any possible conflict of interest is disclosed or avoided (best practice is to make a disclosure where there is uncertainty on whether a conflict exists or not);
- c) delegate authority for the administration and management of SLFA Schools to each of the School Principals and establish a process for accountability of the School Principal, and act accordingly.

2. Have a duty to use due care and diligence in fulfilling the functions of the position of Director and in exercising the powers of a Director.

This legal duty requires SLFA Directors to:

- a) prepare for all board meetings by reading and understanding the board papers in advance of board meetings and come to board meetings informed concerning the issues under consideration;

- b) understand the financial, strategic and other implications of decisions;
- c) ascertain all relevant information and make all reasonable enquiries to ensure that informed decisions can be made.

3. Use the powers of a director for a proper purpose, in the best interests of the school governing body as a whole.

This legal duty requires SLFA Directors to:

- a) demonstrate accountability for your actions;
- b) accept responsibility for your decisions;
- c) make reasonable enquiries to ensure that SLFA and SLFA's Schools are operating efficiently, effectively and legally towards achieving its/their goals;
- d) act with the level of skill, care and diligence expected of a Director.

4. Recognise that the primary responsibility is to the members of the governing body as a whole, but should, where possible, have regard to the interests of all stakeholders of each SLFA School.

This duty requires SLFA Directors to:

- a) act fairly and impartially;
- b) avoid bias, discrimination, or self-interest;
- c) demonstrate respect for others by acting in a professional and courteous manner;
- d) prioritise the SLFA Board's work to clarify the strategic direction of SLFA Schools and to develop policies which will move SLFA and its Schools towards their strategic vision, mission and goals.

5. Not make improper use of information acquired as a Director.

This legal duty requires SLFA Directors to:

- a) ensure information gained as a Director is only applied to proper purposes and is kept confidential;
- b) ensure that any personal information coming to your attention as a Director is handled in compliance with the SLFA governing body's privacy obligations.

6. Not take improper advantage of the position of Director.

This legal duty requires SLFA Directors to:

- a) avoid the use of your position as a Director to cause detriment to SLFA and SLFA Schools;

- b) ensure that you decline gifts, donations, favours, services, etc. that may cast doubt on your ability to apply independent judgement as a Director of the governing body;
- c) avoid activities that may bring you or SLFA Board Directors into disrepute.

7. Not allow personal interests, or the interests of any associated person, to conflict with the interests of SLFA Schools' governing body.

This legal duty requires SLFA Directors to:

- a) avoid the use of your position as a Director to seek an undue advantage for yourself, family members or associates;
- b) avoid any conflicts of interest or the appearance of impropriety, which could result from your position, and not use board membership/directorship for personal gain or publicity.

8. Have an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the SLFA Board.

This legal duty requires SLFA Directors to:

- a) demonstrate commercial (viable) reasonableness in decisions made;
- b) understand financial reports, audit reports and other financial material that comes before the SLFA Board and actively inquire into this material;
- c) be involved and knowledgeable about not only local educational concerns, but also about state and national issues.

9. Not disclose confidential information, the content of discussions and any decisions, resolutions, recommendations or directives made or given at Board (or committee) meetings or any confidential communications between SLFA Schools and SLFA Directors or between some or all of the SLFA Directors in relation to the affairs of each SLFA School, or allow any of the aforesaid to be disclosed, unless disclosure has first been duly authorised by the Board or is required to be disclosed by law.

This legal duty requires SLFA Directors to:

- a) recognise that a Director has no legal authority as an individual to make a Board decision, and that decisions can be made only by a majority vote at a Board meeting;
- b) respect the confidentiality of privileged information and make no individual decisions, guarantees or commitments that might compromise the Board or administration of SLFA;
- c) abide by majority decisions of the SLFA Board, while retaining the right to seek changes in such decisions through ethical and constructive channels.

10. Should not engage in conduct likely to bring discredit upon the school or its governing body.

This duty requires SLFA Directors to:

- a) have a good working knowledge of the SLFA Board's governing documents pertaining to your role as a Director;

- b) act within the powers and for the functions set out in the SLFA Board's governing documents (e.g. SLFA Constitution);
- c) Represent SFLA Board decisions to the community without bias or prejudice.

11. Have 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.

This obligation and legal duty requires SLFA Directors to:

- a) promote and support the application of the SLFA Board's values;
- b) acknowledge and act in accordance with the responsibility you, as a Director, have in regard to the rights of members of SLFA's Schools and to other stakeholders;
- c) commit to stand by this Code of Conduct; to speak with one voice in concert with fellow Directors; to maintain a positive culture and orderly decision-making processes; and to do SLFA Board work with transparency and accountability.

Expectations of Directors/Board Members in Board Process

A Director must, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings, at all meetings of the SLFA Board of Directors.

This includes but is not limited to:

- a) acting in a business-like manner;
- b) acting in accordance with the SLFA Constitution;
- c) addressing issues in a confident and firm, yet friendly manner;
- d) using judgement, common-sense and tact when discussing issues;
- e) avoiding side conversations which not all SFLA Directors are privy to and ensuring that all comments are addressed to the full SFLA Board through the SLFA Chairperson;
- f) ensuring that others are given a reasonable opportunity to put forward their views;
- g) being particularly sensitive in interpreting any request or indication from the SLFA Chairperson that aims to ensure the orderly and good-spirited conduct of a SLFA Board meeting.

SLFA Directors are expected to be forthright in SLFA Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting the Board, and cast their vote on any resolution according to their own decision.

Outside the board room, however, SLFA Directors must support the letter and spirit of the SLFA's Board decisions in discussion with any external parties, including parents, staff, students, suppliers or other parties.