



## **Board Member Conduct**

**Mar 31, 2018**

Board (or Committee) Members should lead by example in their conduct on behalf of their organisations, demonstrating behaviour that reflects the organisation's values at all times. But unfortunately, this is not always the case. Sometimes when people's behaviour lapses, they just need a quiet reminder to get them back on track, but at other times, more formal correction may be required.

The prospect of having to formally deal with inappropriate behaviour by the supposed leaders of your organisation may seem daunting, but there are certain documents you can utilise to support you in doing this.

1.If your organisation is incorporated under the Victorian Associations Incorporation Reform Act 2012, you can refer to this legislation to address matters such as conflict of interest, good faith, acting with due diligence, fiduciary duty, insolvent trading. Whilst the content of the Act is quite general, it is still a good starting point.

2.Your organisation's 'Rules' is another key document to look to for guidance. The Act requires these Rules to address disciplinary action as well as grievances and disputes.

3.The Code of Conduct for members is based on the organisation's values and is usually more specific than the Rules. Members (Board included) need to comply with it. So if you don't have one, put one in place!

4.You may also have a specific Board Code of Conduct or Board Charter. These documents will be even more relevant to dealing with Board Member conduct.

And, if you establish an organisational culture where misconduct will be dealt with from the outset, you are less likely to have to deal with inappropriate behaviour in the first place.