

## Code of Conduct

### 1. Policy Objectives

1.1 The objective of this Policy is to ensure all representatives of AgForce have a clear understanding of their duties and expectations with regard to conduct in their respective capacities with AgForce.

1.2 For the purpose of this Policy:

**“Director”** means a Director of AgForce (General President, Regional Director, Commodity President, Independent Director).

**“Councillor”** means a Regional President, Regional Councillor or Regional Commodity Councillor as set out in the Constitution.

### 2. Policy

#### Duties and responsibilities

2.1 Each Director and Councillor is bound by the Corporations Act (to the extent that it applies), the Constitution, the Governance Charter, the legal structure of AgForce, Board Committee terms of reference and Board policies.

#### Expectations of Directors

2.2 Directors are expected to comply with the principles as set out in the Governance Manual.

2.3 As part of ensuring their ability to undertake their duties with due care and diligence, Directors are expected to:

- (a) be familiar with their legal duties and responsibilities as a Director, and maintain currency of that knowledge;
- (b) be actively involved in Board committees as required;
- (c) be prepared for all Board meetings;
- (d) undertake individual reading, research and education or other activities which will enhance their contribution to the Board;
- (e) undertake individual professional development during the term of their appointment to continually enhance their skills and knowledge of corporate governance;
- (f) attain and maintain an appropriate level of financial literacy;
- (g) be familiar with the key laws and regulations that apply to AgForce and which could pose legal and financial risk to AgForce;
- (h) make reasonable inquiries to ensure that AgForce is operating efficiently, effectively, and legally towards achieving its objectives;
- (i) undertake diligent analysis of all proposals and submissions placed before the Board; and
- (j) be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

- 2.4 It is important that all Directors make their utmost effort to attend all relevant meetings and other events on the Board's calendar. This ensures that:
- (a) the workload of the Board is shared among the Directors;
  - (b) Board deliberations involve the input of all Directors especially given that the Board relies on its collective skill set; and
  - (c) the Board is able to meet the necessary quorum.

#### **Expectations of Councillors**

- 2.5 As part of ensuring their ability to contribute successfully to AgForce Region, Councillors are expected to:
- (a) be prepared for all Regional Council and Regional meetings;
  - (b) undertake individual reading, research and education or other activities which will enhance their contribution to the Regional Council and Regional meetings;
- 2.6 It is important that all Councillors make their utmost effort to attend all relevant meetings and other events on the Region's calendar. This ensures that:
- (a) the workload of the Regional Council is shared among the Councillors; and
  - (b) the Regional Council is able to meet the necessary quorum.

#### **Conduct in meetings**

- 2.7 All Directors and Councillors are expected to actively participate in, and contribute to, discussions at meetings. Directors and Councillors are expected to be forthright in board meetings, and have a duty to question, request information, and raise any issue confronting AgForce. Directors and Councillors are also expected to cast their vote on any resolution according to their own decision.
- 2.8 However, in fulfilling these responsibilities Directors and Councillors 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:
- (a) acting in accordance with the constitution;
  - (b) ensuring mobile phones are switched off or on silent and full attention is given to the matters at hand;
  - (c) acting in a professional manner;
  - (d) addressing issues in a confident and respectful manner;
  - (e) using judgment, common sense and tact when raising and discussing issues;
  - (f) avoiding any personal attacks;
  - (g) ensuring that all those at the meeting have an opportunity to put forward their views and not dominating discussion;
  - (h) avoiding irrelevant remarks and unnecessary interruptions to discussions;
- and

- (i) accepting the direction of the Chairperson to ensure the orderly and good spirited conduct of any meeting.

#### **Confidentiality - Directors**

- 2.9 Directors are expected to maintain the confidentiality of all Board discussions, deliberations and documents. They are also expected to respect the confidentiality of any such information received by them in the course of their duties as a Director.
- 2.10 No Director is to release any confidential information unless that disclosure has been authorised or is required by law, or the information is generally known by the community or is publicly accessible.
- 2.11 While Directors are expected to exercise independence of mind in questioning issues in the boardroom, outside the boardroom, Directors are expected to support the letter and spirit of Board decisions in discussion with all external stakeholders.

#### **Confidentiality - Councillors**

- 2.12 Councillors are expected to maintain the confidentiality of all Regional Council deliberations and documents. They are also expected to respect the confidentiality of any such information received by them during their duties as a Councillor.
- 2.13 No Councillor is to release any confidential information unless that disclosure has been authorised or is required by law, or the information is generally known by the community or is publicly accessible.
- 2.14 While Councillors are expected to exercise independence of mind in questioning issues in Regional Council meetings, outside the meeting room, Regional Councillors are expected to support the letter and spirit of Regional Council decisions in discussion with all external stakeholders.

#### **Other**

- 2.15 At all times Directors and Councillors must observe the Board's policy regarding **Communication Protocols**
- 2.16 Directors must not engage in conduct likely to bring discredit upon AgForce.

### **3. Policy Review**

- 3.1 This Policy will be reviewed and, if appropriate, updated by the Board two years.

#### **Revision Schedule**

<b>Version</b>	<b>Date</b>	<b>Reason</b>	<b>Author</b>	<b>Approved</b>
1.0	Nov 2016	Created	CEO/Board	
1.1	Feb 2017	Approved	CEO/Board	20/2/2017