

New England Regional Art Museum Ltd Board Code of Conduct

Conduct

1. It is expected that Board members will
 - 1.1. Act ethically, with honesty and integrity, in the best interests of the New England Regional Art Museum (NERAM) at all times
 - 1.2. Take individual responsibility to contribute actively in all aspects of the board's role according to the board member duty statement
 - 1.3. Attend a minimum of 75% of board meetings
 - 1.4. Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures
 - 1.5. Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interest, rights, safety and welfare
 - 1.6. Not harass, bully or discriminate against colleagues, members of the public and/or employees
 - 1.7. Contribute to a harmonious, safe and productive board environment/culture through professional workplace relationships; and
 - 1.8. Not make improper use of their position as board members to gain advantages for themselves or for any other person

2. Communications and official information –

It is expected that board members will:-

- 2.1. Channel all communication between the board and staff on business matters through the Chairperson and the CEO/Director
- 2.2. Not disclose official information or documents acquired through membership of the board, other than as required by law or where agreed by the board
- 2.3. Not make any unauthorized public statements regarding the business of NERAM
- 2.4. Support, adhere to and not contradict the formal decisions of the Board made in its meetings
- 2.5. Respect the confidentiality and privacy of all information as it pertains to individuals

3. Conflict of interest –

It is expected that Board members will

- 3.1. Disclose any personal or business interests which may give rise to potential, actual or perceived conflicts of interests
- 3.2. Ensure personal or financial interests or the interests of any associated person to conflict with the interests of NERAM
- 3.3. Manage and declare any conflict of interest between their personal and public duty
- 3.4. Where conflicts of interest do arise, ensure they are managed in the public interest

4. Use of public resources –

it is expected that board members will:-

- 4.1. Act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that comes before the board; and
- 4.2. Ensure the efficient use of publicly funded resources, including office facilities and equipment, vehicles, cab charge vouchers, corporate credit cards.

5. In addition, board members commit to

- 5.1. Taking responsibility for reporting improper conduct or misconduct which has been or may be occurring in the workplace, reporting the details to the relevant people or agency; and
- 5.2. Taking responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the board of NERAM

I have read, and agree to abide by this Code of Conduct

Signed: _____

Date: _____

Acknowledgements

Australian Institute of Company Directors – Code of Conduct

Ethics Resources Centre: Developing a Code of Conduct for a Corporate Board of Directors: A Roadmap

Fischel, David. The Book of the Board. 2nd ed. Federation Press. 2008

Jameson, Elizabeth. Director Code of conduct (Expectations of Directors)

Office of the Public Sector Standards Commissioner, Western Australian Government, Sample Code of Conduct

State Services Authority – Victorian Government. Directors Code of Conduct and Guidance Notes

New England Regional Art Museum Ltd Board Board Member Duty Statement

Responsibilities

1. Planning

- 1.1 Approve the New England Regional Art Museum's (NERAM) mission and values
- 1.2 Review and approve NERAM's Strategic Plan
- 1.3. Annually review and approve the NERAM's marketing and fundraising plan
- 1.4 Annually review and approve the NERAM budget
- 1.5 Approve major policies

2. Organisational

- 2.1 Elect, monitor, appraise, advise, support, reward and, when necessary, change top management
- 2.2 Be assured that top management succession is being properly provided
- 2.3 Be assured that the status of the organisational strength and HR planning is equal to the requirements of the long range goals
- 2.4 Approve appropriate compensation and benefit policies and practices
- 2.5 Annually approve the performance review of the CEO and establish his/her compensation based on recommendations of a Review committee comprising the Chair and Deputy Chair of the Board
- 2.6 Contribute to effective board recruitment and succession planning
- 2.7 Contribute to an annual review of the performance of the Board and take steps to improve its performance

3. Operations

- 3.1 Review the results achieved by management as compared with the values, annual and long range goals, and the performance of similar organisations
- 3.2 Be certain that the financial structure of NERAM is adequate for its current needs and its long range strategy
- 3.3 Provide candid and constructive criticism, advice and comments
- 3.4 Approve major actions of the organisation, such as capital expenditure and major program and service changes

4. Audit

- 4.1 Be assured that the board and its committees are adequately and currently informed through reports and other methods – of the condition of the organisation and its operations
- 4.2 Be assured that published reports properly reflect the operating results and financial condition of NERAM
- 4.3 Ascertain that management has established appropriate policies to define and identify conflicts of interest through the organisation, and is diligently administering and enforcing these policies
- 4.4 Appoint independent auditors subject to approval by members
- 4.5 Review compliance with relevant material laws affecting the organisation
- 4.6 Ensure appropriate risk management procedures are in place

5 Knowledge and Skills

- 5.1 High level of commitment to the work of the organisation
- 5.2 Knowledge and skills in one or more areas of board governance: policy, finance, programs and/or personnel
- 5.3 Willingness to serve on at least one subcommittee and actively participate
- 5.4 Attendance at 75% board meetings per year
- 5.5 A time commitment of eight hours per month (includes Board preparation, meeting and committee time)
- 5.6 Prepare for and participate in the discussions and deliberations of the board
- 5.7 Be informed of the organisations services and publicly support them
- 5.8 Be aware of and abstain from any conflict of interest

6. Term

- 6.1 Three years renewable for re-election.

Source: Fischel, David. The Book of the Board. 2nd ed. Federation Press. 2008

NEW ENGLAND REGIONAL ART MUSEUM LTD BOARD Conflict of Interest Policy

Declaration

The standard of behavior at the New England Regional Art Museum (NERAM) is that all staff, volunteers and board members scrupulously avoid conflicts of interest between the interest of the NERAM on the one hand, and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of NERAM's decision-making processes and business judgments, to enable our constituencies to have confidence in our integrity, and to protect the reputations of staff, volunteers and board members. Upon or before election, hiring or appointment, I will make a full written disclosure of interests, relationships and holdings that could potentially result in conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other non profit affiliations), my family, employer or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment and I will respect its spirit as well as its wording.

Signed _____ Date _____

BOARD MEMBERS ANNUAL STATEMENT CONCERNING POSSIBLE CONFLICT OF INTEREST

The undersigned person acknowledges receipt of a copy of the Board resolution concerning Conflict of Interest dated 20 June 2012

By my signature affixed below I acknowledge my agreement with the spirit and intent of this resolution and I agree to report to the Chair of the Board any possible conflicts (other than those stated below) that may develop before the completion of the next annual statement

I am on the Boards of management/committees of the following organisations

I have a personal financial interest (comprising greater than 10% of the capital) in the following organisations

I am not aware of any actual Conflict of Interest in relation to the above board memberships and financial stakeholdings

I may have a conflict of interest or potential conflict of interest in the following area(s)

Signed _____ Date _____

Print NAME _____

Acknowledgement

Fishel, David. Book of the Board. 2nd ed. Federation Press, 2008