



BOARD CODE OF CONDUCT

Policy	Board Code of Conduct
Responsible	Board and CEO
Date Created	February 2015
Last Review	October 2025
Next Review	October 2026
Drafted By	Former AA CEO
Approval	Australian Athletics (AA) Board - 24 October 2025

Objective

The objective of this Code of Conduct is to articulate, in practical terms, the way in which each board member agrees to behave in their role as a member of the Board of the AA.

Alignment with Organisation Values

This Code of Conduct directly aligns with AA's Organisation Values to:

1. Be Bold to be Better
2. Collectively Deliver Success
3. Know and do what's right
4. Celebrate our People

Agreeing to the Code of Conduct

Each Board director agrees to behave in a way that is consistent with this Code of Conduct and promotes and aligns with AA's Organisation Values. Upon appointment and annually thereafter each AA Board director is required to formally confirm their willingness and intention to comply with this Code of Conduct.

As a director on the Board of AA I agree that I will:

1 **Act in Good Faith in the Best Interests of the Organisation**

- 1.1 Always act honestly.
- 1.2 Act in the best interests of the organisation.
- 1.3 Treat all members fairly and equitably.
- 1.4 Comply with the law in protecting other stakeholder interests.
- 1.5 Protect the financial viability of the organisation.
- 1.6 Only use the powers of the Board for the purpose they were granted.
- 1.7 Exercise my independent judgment and not vote at the direction of anyone else.
- 1.8 Bring an open mind to any discussion.
- 1.9 Be impartial in decision-making.
- 1.10 Foster the good reputation of the organisation and not do anything to discredit that reputation.
- 1.11 Seek prior approval for any significant out-of-pocket expenses for which I will claim reimbursement.
- 1.12 Not accept any personal benefits likely to place me under an obligation to other organisations or individuals.

2 **Avoid or Manage Conflicts of Interest Appropriately**

- 2.1 Not put my own interests above those of the organisation as a whole.
- 2.2 Not take improper advantage of my position as a board member to gain, directly or indirectly, a personal advantage for myself or another person or entity associated with me (such as my family; my company or business; another organisation with which I am involved).

2.3 Make full disclosure of any conflict or potential conflict to the Board.

- 2.4 Make sure the Board handles my declared conflict in the way it is required to by the law or the organisation's Constitution (Rules) that usually involves:
- A minute that I have declared a conflict;
 - A decision by the Board as to whether I can be present for any discussion on the issue;
 - A minute that I have left the board meeting;
 - The remaining board members deciding the issue in my absence; and
 - My return to the board meeting to be advised of the Board's decision on the issue.
- 2.5 If my conflict is identified in advance, decide with the President and CEO if I should not receive board papers on the issue.
- 2.6 Consider the need to resign from the Board if the conflict is significant and continuing.
- 2.7 Not seek or accept any benefit for directing a business or service provider to the organisation.
- 2.8 Seek any expert professional advice about my duties as a board member from a source independent of the organisation's professional advisors.

3 Use Information Properly

- 3.1 Not use information gained as board member improperly.
- 3.2 Not provide organisational documents to others outside the organisation.
- 3.3 Keep board meeting discussion, debate and papers confidential unless the Board has authorised disclosure or it is required by law.

4 Support Decisions Taken by the Board

- 4.1 Support consensus decision-making in the Board.
- 4.2 Only ask that my vote against a board decision be recorded in exceptional circumstances.
- 4.3 Publicly support the Board's decision, even where I disagreed.
- 4.4 Resign from the Board rather than undermine its decisions.

5 Act with Care and Diligence

- 5.1 Work to understand my duties and responsibilities as a board member.
- 5.2 Devote adequate time to my role.
- 5.3 Attend meetings regularly.
- 5.4 Read board papers and other information provided.
- 5.5 Be an active participant in meetings and ask pertinent questions.
- 5.6 Become familiar with the operations of the organisation.
- 5.7 Make sure that an appropriate CEO and senior managers are appointed.
- 5.8 Make sure that delegations and policies are in place for the organisation's operations.
- 5.9 Make sure that the Board adequately monitors the organisation's performance.
- 5.10 Question the status quo to look for ways to improve the organisation.

6 Act According to the Organisation's Values

- 6.1 Question to reach the best outcome, not to "catch out".
- 6.2 Deal respectfully with conflict.
- 6.3 Listen to, and value, the diversity of views.
- 6.4 Seek independent professional advice about duties and responsibilities with approval of the President.
- 6.5 Share that advice with all board members, where appropriate.
- 6.6 Avoid factionalising the Board.

7 Acting as spokesperson

7.1 If acting as spokesperson for the organisation, I will follow the Communications Policy with the President or CEO acting as spokesperson in the first instance.

8 Review

The Board reviews this Code of Conduct annually.