

## Board Ethics Policy and Procedures

### 1. Purpose

This policy provides a contemporary framework for ethical behaviour and decision-making for the Board of Fremantle Women's Health Centre (FWHC). It outlines obligations under the Australian Charities and Not-for-profits Commission (ACNC) Governance Standards, Deductible Gift Recipient (DGR) compliance expectations, and the broader responsibilities of ethical governance.

### 2. Policy

FWHC Board members are responsible for upholding high standards of ethical governance. This includes acting with integrity, avoiding conflicts of interest, ensuring transparency, and demonstrating accountability to stakeholders. These behaviours support the organisation's charitable purpose, compliance with ACNC Governance Standards, and DGR status under ATO guidelines.

### 3. Scope

This policy applies to all members of the Fremantle Women's Health Centre Board.

### 4. Definitions

**Board Member:** An individual elected or appointed to oversee the strategic and operational performance of FWHC.

**ACNC Governance Standards:** A set of core minimum standards that registered charities must comply with.

**DGR:** A Deductible Gift Recipient endorsed by the ATO as eligible to receive tax-deductible donations.

### 5. Professional Conduct

Board members are expected to uphold the highest standard of professional conduct at all times and will adhere to the FWHC Board Charter and Code of Conduct

In accordance with ACNC Governance Standards 1 and 5, members will:

- Engage respectfully and constructively with one another.
- Focus on issues, not personalities, in deliberations.
- Represent the organisation with integrity in all external communications.
- Act in good faith and for a proper purpose in pursuit of the organisation's mission.

Example: A member disagrees with a funding strategy but presents their case respectfully, avoiding personal critique of colleagues.

### 6. Compliance

Board members are accountable for ensuring that FWHC meets its legal, regulatory, and constitutional obligations.

This includes compliance with:

- The Australian Charities and Not-for-profits Commission Act 2012 (Cth);
- Governance Standards 1 (Purposes and not-for-profit nature), 4 (Suitability of board members), and 5 (Duties of board members);
- ATO DGR requirements include the proper use of tax-deductible gifts for FWHC's stated charitable purposes.

Board members must seek legal or financial advice where appropriate and ensure that financial systems are monitored to protect the organisation's integrity and standing.

## **7. Conflict of Interest**

A conflict of interest arises when a member's personal or professional interests may compromise their ability to act in the best interest of the organisation.

In accordance with ACNC Governance Standard 5, Board members must:

- Disclose any potential or actual conflicts at the start of each meeting.
- Refrain from participating in related discussions or decisions.
- Avoid entering into any personal financial arrangements with FWHC without Board approval.

Examples include:

- A board member recommending a family business for a service contract without full disclosure.
- Accepting a benefit that could influence impartiality in decision-making.

## **8. Confidentiality**

To maintain the integrity of governance discussions, Board members must protect confidential information obtained through their role.

This includes:

- Personal data of employees, clients, or board members.
- Commercially sensitive information.
- Legal advice or dispute resolution details.

Confidentiality is required under ACNC Governance Standard 5, and breaches may result in disciplinary action.

Example: A Board member must not share sensitive strategic discussions with external stakeholders unless authorised.

## **9. Misrepresentation**

Board members must not knowingly misrepresent facts in their communication, decisions, or reporting. All Board submissions must be accurate, evidence-based, and transparent. If errors are identified, they must be corrected promptly to uphold ACNC Governance Standard 5, which mandates honesty and integrity in governance responsibilities.

## **10. Diversity and Inclusion**

FWHC values diversity as essential to effective governance.

The Board must consider a balance of perspectives, experiences, and representation aligned to the community it serves.

Under ACNC Governance Standard 2 (Accountability to members), recruitment should aim to reflect gender, cultural and lived experience diversity.

## **11. Board Member Gift Acceptance**

All Board members must declare gifts or benefits offered to them in the course of their duties.

- Gifts of significant value must be reported to the Chair for assessment.
- Any benefit that may be perceived to influence decision-making must be declined.
- Policies must align with ATO expectations for maintaining DGR integrity.

Example: Accepting hospitality from a supplier being considered for a major contract must be reported and managed transparently.

## **12. Procedures**

Board members will:

- Prioritise FWHC's mission in all decisions (ACNC Standard 1, 4).
- Avoid and declare conflicts of interest (ACNC Standard 5).
- Maintain confidentiality of discussions and organisational records (Standard 5).
- Ensure proper use of organisational resources (Standard 4).
- Participate in ongoing governance training (Standard 5).

Upon induction, all new Members must receive the Board Ethics Policy, Board Code of Conduct, and Board Charter and return a signed copy of the Code of Conduct to the authorised representative of Fremantle Women's Health Centre.

All Board Meetings must include an agenda item requiring the disclosure of conflicts of interest and be recorded in the minutes.

Governance procedures and policies are to be regularly reviewed, and all documents are to include Version Control tables detailing a schedule of review.

Board recruitment must include consideration of potential candidates showing appropriate alignment with the organisational values and mission.

Members have a responsibility to identify and report unethical activity.

To determine whether an unethical situation has occurred:

- The matter should be raised to the appropriate Subcommittee; or
- Where one is not active at the time, during a Board meeting.

- After the facts have been disclosed and any relevant party has been provided the opportunity to respond, the Board shall:
  - Vote upon the issue; and
  - The Minutes of the meeting should document the names of the people present for the discussion, their votes, and the result of the vote.
- If the Board determines that a Member has behaved unethically, it shall take appropriate disciplinary and corrective action.

**Related Documents**

FWHC Constitution  
 FWHC Code of Conduct  
 ACNC Governance Standards  
 ATO DGR Guidelines  
 FWHC Risk and Compliance Policy

<b>Version</b>	<b>Author/Reviewing Author</b>	<b>Date</b>	<b>Version Note</b>
V1.1 Recruiting Board Members	FWHC Board		Amended
V1.2	CEO, Amy House	July 2025	Reviewed
<b>Revision Period</b>	3 years	<b>Next revision due</b>	July 2025