

## A.2. Code of Conduct – Board of Directors

### 1.0 INTRODUCTION/BACKGROUND

This Code of Conduct reflects the Mercy Values of: Respect, Justice, Care, Unity and Service. Some of the requirements covered by this Code of Conduct are the subject of specific provisions of our Policy and Procedures Manual. Others are generally acknowledged conventions that reflect legal requirements of Company Directors.

The Code of Conduct is not a replacement for any law. Relevant legal codes and legislation still apply. If any conflict arises between this Code of Conduct and the provisions of any law, the latter provisions prevail.

### 2.0 PURPOSE

The purpose of this policy is to outline the conduct and behaviour expected at Mercy Services sites and activities and which is consistent with the organisation's mission and philosophy. It applies to all members of the Board of Directors of Mercy Services.

### 3.0 POLICY STATEMENT

This Code of Conduct has been prepared by the Trustees of the Sisters of Mercy for Board members of the two companies, Mercy Services and Mercy Aged Care Services (Singleton) to provide guidance on matters of professional and personal behaviour and applies to Board Members and any other person participating in Board meetings.

1. The basic responsibility of a Board member is to exercise his/her *commitment to the continuation of the healing ministry of Jesus* and his/her *business judgement*, acting in what he/she reasonably believes to be in the *best interests* of the two companies, Mercy Services and Mercy Aged Care Services (Singleton). They shall ensure that the following duties are carried out faithfully:
  - Integration of the articulated five core values throughout all structures, policies and procedures of both companies
  - Fiduciary duties
  - Duty of care and diligence
  - Collective and individual responsibilities for contributing to the sustainability of services that reflect the philosophy of the Sisters of Mercy and the articulated mission and values for the two companies.
2. In performing his/her duties, the articulated values of *service, respect, justice, care* and *unity* shall guide the decisions and actions of each Board member.
3. Board members shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of Mercy Services and Mercy Aged

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Care Services (Singleton) and to participate in an informed manner in the Board's activities.

4. Board members shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees, acting prudently in exercising management oversight of Mercy Services and Mercy Aged Care Services (Singleton), and shall observe the highest standards of ethical conduct, complying with all statutory requirements.
5. When exercising the powers and carrying out the tasks and duties conferred upon them, Board members shall act in the interests of Mercy Services and Mercy Aged Care Services (Singleton) to the best of their ability and judgement.
6. Board members shall promote the accurate and reliable preparation and maintenance of financial and other records. Diligence in accurately preparing and maintaining Mercy Services and Mercy Aged Care Services (Singleton) records allow both companies to fulfil their reporting obligations and to provide Trustees, Government authorities and the general public with full, fair, accurate, timely, understandable, open and transparent disclosure.
7. If comments from the Board to the media on behalf of Mercy Services or Mercy Aged Care Services (Singleton) are appropriate, they shall be reviewed and discussed by the Board in advance, and, in most circumstances, come from the Chair of the Board. Comments to media about services may be delegated by the Board to the General Manager of Mercy Services or the Director of Care Services of Mercy Aged Care Services (Singleton), when it is deemed they are the better spokesperson in particular circumstances.
8. In performing their duties, Board members shall carry out their responsibilities to the exclusion of any personal advantage.
9. Board members shall strive to avoid actions (including actions regarding their personal interests) which would have a negative impact on either their duties as Board members or the interests of Mercy Services or Mercy Aged Care Services (Singleton).
10. If a conflict of interest, or the appearance of a conflict of interest, with Mercy Services or Mercy Aged Care Services (Singleton) arises, the Board member shall take action, as appropriate, to address the conflict. The Board member shall inform the Chairperson, who may, if appropriate, raise the matter with the Board and, if necessary, the Trustees.
11. Board members shall maintain the confidentiality of non-public information about Mercy Services and Mercy Aged Care Services (Singleton) or their activities or operations to which they have access by virtue of their functions as Board members, although they may disclose this information to certain employees of the two companies on a need-to-know basis, provided such employees are under a similar obligation of confidentiality to the two companies.

12. The obligations set out in this Code of Conduct shall continue after the Board member steps down.

**All Board members shall read this Code of Conduct at least annually, and, at a mutually agreed scheduled Board meeting, shall certify that they have done so and that they understand this Code.**

#### 4.0 PROCEDURES

##### 4.1 Preventing high risk people representing Mercy Services

All records relating to criminal checks, charges and allegations are to be maintained with strictest confidentiality and respect for the privacy of individuals concerned.

##### 4.2 Awareness of this Code of Conduct

All Board members shall read this Code of Conduct at least annually, and, at a mutually agreed scheduled Board meeting, shall certify that they have done so and that they understand this Code.

A copy of this Code of Conduct will be given to all Board members upon recruitment.

The orientation program for new Board members will provide an overview of this Code of Conduct.

##### 4.3 Breaches in the Code of Conduct

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#### 5.0 REFERENCES

<b>1. Australian Standards</b>	a) nil
<b>2. Legislation</b>	a) Anti-Discrimination Act, 1977 (NSW). b) Occupational Health & Safety Act, 2000 (NSW) c) Children and Young Persons (Care and Protection) Act 1998 (NSW)
<b>3. Professional guidelines</b>	a) nil
<b>4. Codes of Practice</b>	a) nil
<b>5. Codes of Ethics</b>	a) nil
<b>6. Evidence</b>	a) nil
<b>7. Mercy Services Values</b>	a) Justice, Respect, Care, Unity, Service

#### 6.0 OTHER RELATED POLICIES AND PROCEDURES

- A.01 Mission and Philosophy
- A.03 Code of Conduct – Staff/Volunteers
- A.04 Environmental Responsibility
- A.05 Reconciliation
- A.06 Pastoral Care
- B.01 Board Policy and Procedures
- B.02 Delegations

- C.01 Management Roles and Responsibilities
- C.02 Strategic Planning
- C.03 Operational Planning
- C.04 Program performance and monitoring
- C.05 Quality Improvement
- C.06 Risk Management
- D.01 Budget Planning
- D.09 Use of Facilities & Equipment Policy
- D.15 Policy Development, Review and Implementation
- E.01 Principles of Service Delivery
- E.02 Service Access and Equity
- E.03 Meeting Individual Needs
- E.04 Client fees
- E.05 Client Participation, Decision Making & Advocacy
- E.06 Involvement of Families and Friends
- E.07 Client Rights and Responsibilities
- E.08 Complaints
- E.09 Client Records
- E.10 Community nursing
- E.11 Coordination with other services
- E.12 Client Exit from Programs
- E.13 Cultural Awareness
- E.14 Duty of Care
- E.15 Privacy Policy
- E.16 Protection of Vulnerable adults from Abuse and Neglect
- E.17 Protection of Children from Abuse and Neglect
- E.18 Falls Prevention
- E.19 No Response From Client
- E.20 Deteriorating Client Health
- F.01 Employment conditions
- F.02 Diversity Policies
- F.03 Recruitment Policies
- F.04 Learning and development
- F.05 Performance Review and Development
- F.06 Management of Poor Conduct or Performance
- F.07 Employee records
- F.08 Staff Grievances
- F.09 Compelled assistants
- F.10 Volunteers
- F.11 Credentialing
- F.12 Succession Planning
- G.01 OHS Policy

**7.0 RELATIONSHIP WITH STANDARDS**

<b>Community Care Common Standards</b>	<b>Disability Standards</b>	<b>EQiP Standards</b>
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1.1, 1.2, 1.3, 1.5, 1.6, 1.7, 1.8	8.5	2.2.3, 2.2.4, 3.1.1
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**8.0 DOCUMENT CHANGES RECORD**

<b><i>Dates of change</i></b>	<b><i>Section altered</i></b>	<b><i>Natures of changes made</i></b>
01/07/2001	Document created as Section 02 Governance of Policy Manual	Policy created
11/05/2009	All sections	Policy rewritten
23/03/2011	7.0 Relationship to Standards	Replace HACC Standards and CACP Standards with Community Care Common Standards and update to EQUIP 5 Standards
09/10/2012	All sections	Organisation name updated.
Review due 09/10/2015		

<b>Mercy Services and Mercy Aged Care Services (Singleton) Board Member Self Assessment</b>		
<b>Standard of behaviour</b>	<b>Compliant yes/no</b>	<b>Comments or follow-up action required</b>
I am cognisant of the philosophy of the Sisters of Mercy, and the Mission, Values and Vision Statements of the two Services when making my contributions to Board discussion and decisions.		
I have acted in the best interests of the two Services and have contributed to the Board's carrying out of its responsibilities.		
I act honestly, with integrity, care and diligence in the course of my office.		
I pre-read any material circulated before Board meetings are convened and contribute by means other than just attendance at Board meetings.		
I actively seek adequate and comprehensive knowledge about the business of the Board.		
I am sufficiently prepared for Board meetings and request, as appropriate, sufficient information to enable informed debate and decision-making.		
I perform all assignments and responsibilities delegated to me by the Board, whether as an individual or as a member of a Board committee.		
I conduct myself in a courteous manner at meetings with a level of respect towards other attendees.		
I support the spirit of Board decisions and, regardless of my individual viewpoint, do not undermine the decision of the Board once a decision has been made.		
I do not exercise undue influence over the Board, General Manager or Director of Care Services, yet provide my skills and expertise to assist the Board in making informed decisions.		
I ensure that my actions do not bring my self or the Board into disrepute or damage the reputation of the two Services, nor do I disclose confidential information.		
I consciously avoid conflicts of interest, have disclosed any conflicts of interest that have arisen, and where unsure, have consulted with the Chairperson. This includes alerting the Chair to perceived as well as actual conflicts of interest.		
I understand how to read and interpret our financial reports.		
I am fully cognisant of the statutory requirements associated with the two Services.		
I attend most events that are arranged by the Board or the General Manager or Director of Care Services.		
I am fully cognisant of the Code of Conduct for Board Members, read it at least annually, and have reported this to the Board for the current year.		
<b>Signed:</b>		<b>Date:</b>