



# Board Code of Conduct

Version CCB2021-1.0

<b>Purpose:</b>	The purpose of this policy is to outline expectations of those serving as Directors of the Arcadia College Board.	
<b>Scope:</b>	<p>The policy covers:</p> <ul style="list-style-type: none"> <li>• the conduct of Directors whilst carrying out their duties on behalf of Arcadia College; and</li> <li>• Director’s relationships with the CEO, Principal and College staff.</li> </ul>	
<b>Status:</b>	APPROVED	<b>Supersedes:</b> CCB2020-1.4
<b>Authorised by:</b>	Arcadia College Board of Directors (‘the Board’)	<b>Approval Date:</b> 18 August 2021
<b>References:</b>	<p>Corporations Act 2001 (Cth)            Education (Accreditation of Non-State Colleges) Act 2017            Board Conflict of Interest Policy</p>	
<b>Reviewed:</b>	Annually	<b>Next Review:</b> August 2022
<b>Responsibility:</b>	Board Chair	<b>Point of Contact:</b> Board Secretary

The Directors of the Board of Arcadia College (‘the College’) have ultimate responsibility for the overall strategic direction of Arcadia College. Directors are jointly and severally responsible for all matters prescribed by law.

The *Education (Accreditation of Non-State Schools) Act 2017* prescribes that in deciding whether the governing body of an accredited school is suitable to continue to be the College's governing body, the Accreditation Board may have regard to "the conduct of the governing body, or its Directors, in relation to the operation of the School".

All Directors of the board of the College note their duties in undertaking their role as Director to:

1. Act honestly, in good faith and in the best interests of the College as a whole at all times.
2. Use due care and diligence in fulfilling the functions and exercising the powers of a Director.
3. Use the powers of a Director for a proper purpose, in the best interests of the College governing body as a whole.
4. Recognise that the primary responsibility is to the members of the governing body as a whole, but should, where possible, have regard to the interests of all stakeholders of the College.
5. Not make improper use of information acquired as a Director.
6. Not take improper advantage of the position of Director.
7. Not allow personal interests, or the interests of any associated person, to conflict with the interests of the College governing body.
8. Have an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board.
9. Not disclose such confidential information, the content of discussions and any decisions, resolutions, recommendations or directives made or given at Board or Committee meetings or any confidential communications between the College and the Directors or between some or all of the Directors in relation to the affairs of the College, or allow any of the foregoing to be disclosed, unless that disclosure has first been duly authorised by the board or is required by law.
10. Should not engage in conduct likely to bring discredit upon the College or its governing body.
11. Have an obligation, at all times, to comply with the spirit as well as the letter of the law and with the principles of this code.

## **Compliance**

Directors not fulfilling their duties as set out above will be asked to show cause why they should be able to continue in their position.