

Board Code of Conduct

<p>Policy Statement:</p>	<p>RSL LifeCare Limited (RSLLC) has adopted the following Code of Conduct (Code) that all Board Directors (Directors) are required to commit to in the discharge of their roles and responsibilities.</p> <p>The Code is designed to provide the foundation of the integrity and accountability framework for all Directors.</p> <p>Each Director should take the opportunity to consider how the Code can guide their behaviour and assist them in engaging with fellow Directors about the ways in which they manage and comply with the requirements of the Code.</p> <p>High standards of corporate and personal conduct are an essential component of serving RSLLC and all of its stakeholders, whether as a Director or otherwise.</p> <p>The Code should be read and interpreted in conjunction with:</p> <ul style="list-style-type: none"> • key Governance documents such as the Constitution, Board Charter and Committee Terms of Reference, and other policies adopted by RSLLC, and policies referred to in this document; • the minimum standards of governance set out in ACNC Governance Standard 5 (refer to Board charter clause 1.3 and Appendix 1) and the ACNC ‘Governance for Good’ guide, specifically their ‘Top 10 tips for board members’ (refer to Appendix 2 of this Code); • the RSLLC Code of Conduct for its employees (HR 06) (Appendix 3); and within the context of our corporate values and mission. <p>The Board will uphold the Code, in the event of actual or perceived breaches of the Code being escalated to the Chair and reported to any relevant regulator as required.</p>
<p>Our Values:</p>	<p>Our corporate values guide our actions and determine who and what we aspire to be. They are expressed through all of our interactions with our colleagues, applicants and residents, veterans, suppliers and all other RSLLC stakeholders including the wider community. Our values are to be:</p> <ul style="list-style-type: none"> • Passionate and imaginative • Respectful and collaborative • Courageous and responsible. <p>It is intended that these values are the backbone of RSLLC’s culture.</p>

Policy **GP05 Board Code of Conduct Policy**

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<p>Purpose and Scope:</p>	<p>The Directors are responsible for upholding the integrity of RSLLC and complying with the Code.</p> <p>All Directors are expected to adhere to the Code in the course of their duties and allow it to guide their behaviour, decision making and development whilst employed at RSLLC. Directors have a responsibility to act in good faith and in the best interests of RSLLC and must keep these responsibilities and legal duties in mind when making decisions and discharging their duties as a Director (refer to Appendix 1 and points 2, 4 and 5 of Appendix 2 of this Code).</p>
<p>Policy Principles</p>	<p>Directors have an important role in demonstrating ethical leadership, and role modelling the standards of behaviour outlined in this Code for the rest of the organisation. Culture comes from the top and the behaviour of Directors is a reflection of that culture. Directors must demonstrate accountability for their own performance and are also responsible for ensuring:</p> <ul style="list-style-type: none"> • they set a good example of ethical behaviour, accountability and open honest communication; • they act in accordance with, and advance, RSLLC's values; • they acknowledge and encourage ethical and professional work practices; • the systems of work and the work premises and environment are safe and free from inappropriate behaviour such as discrimination, harassment, bullying and fraud and any other unlawful conduct; • the organisation deals with customers and clients fairly; • they encourage compliance with the Code and ensure that its principles are discussed regularly through meetings; • they take appropriate action on breaches of the Code, reporting any breaches to the Chair; and • that any breach or potential breach is treated seriously and professionally and managed promptly and confidentially.

Board Code of Conduct

1. Roles & Responsibilities

2. Professional Conduct

Directors should behave professionally in all situations and with all stakeholders, including but not limited to: each other, managers, suppliers, contractors, residents, clients, consumers and their family members, volunteers and Government agencies which RSLLC engages with.

3. Discrimination, Bullying and Harassment

RSLLC has zero tolerance for discrimination, bullying or harassment and RSLLC will ensure that all decisions and actions are free from such conduct.

Bullying and harassment are against the essence of RSLLC's corporate values and Code, and Directors must ensure their behaviour and actions do not offend, intimidate or humiliate any person they engage with in the course of discharging their role and responsibilities.

While all forms of harassment are prohibited, it is RSLLC's policy to emphasise that sexual harassment is specifically prohibited and will not be tolerated. Any Director who engages in discriminatory or harassing conduct will be immediately removed from the Board. Complaints alleging misconduct by a Director will be investigated promptly and as confidentially as possible by person(s) appointed by the Nominations Committee.

4. Workplace Health and Safety

Directors must adhere to the Workplace Health and Safety (WHS) policy and report any accident, near miss or injury as soon as possible.

Everyone at RSLLC is responsible for the health and safety of themselves and others. As a minimum, a Director's responsibility is to:

- a. immediately report any hazard or potential hazard to avoid a potential injury;
- b. report any injury, accident or near miss as soon as possible;
- c. complete WHS training conducted by RSLLC (or an equivalent training programme) annually (as reflected in the Board Governance Calendar).

This needs to be included in the Directors training register once completed.

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5. Corrupt Conduct, Gifts, Bribes and Hospitality

Directors must not participate in any activity that is fraudulent or corrupt or gives the perception of being fraudulent or corrupt, whether in connection with RSLLC or otherwise.

A Director must not solicit or accept gifts, bribes, hospitality, benefits, service or favours when the acceptance relates to their position as a Director. This may be considered corrupt conduct and certain types of corrupt conduct may amount to a breach of NSW or Commonwealth law. Please refer to the Directors Gift Policy (GP 13).

In certain circumstances, declining a gift of nominal value may cause unnecessary offence. Gifts of nominal value may be accepted if in compliance with the Directors Gift Policy (GP 13)

Everyone has a responsibility to guard against and report instances or potential instances of fraud and corruption. If a Director is not comfortable reporting to the Chair, they may consider making a report in accordance with the Whistle-blower Policy (GP 12). The Directors Gift Policy (GP 13) and Fraud Prevention Policy (GP 03) are also relevant.

6. Conflict of Interest

All Directors have an important responsibility to disclose actual, perceived or potential conflicts of interest in advance, in accordance with the Conflicts of Interest Policy (GP 02). It is the responsibility of each Director to ensure that any declaration of a potential conflict of interest is made in a timely manner.,

All Directors must deal and disclose appropriately with any conflicts between their personal interests and their duties as a Director, senior executive or employee.

In this way, the Register of Interests can be kept up to date and any interest dealt with appropriately in accordance with the Conflicts of Interest Policy (GP 02).

The Register of Interests will be an agenda item at every Board and Committee meeting.

All conflicts disclosed to the Board will be recorded in the minutes of the meeting in which the disclosure was made, and the minutes will also record how the conflict was managed. For reference, refer to the Conflict of Interest Policy (GP 02).

7. Procuring Goods and Services

Directors have an obligation to ensure RSLLC's financial affairs are managed responsibly.

In the event Directors are involved in procuring goods and services for RSLLC, they must act responsibly with RSLLC's money and ensure good value for money. Directors must follow the RSLLC Delegated Authority Policy

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(GP 12), and procurement or purchasing policy and policies and codes relating to conflict of interest and fraud prevention.

When procuring goods and services, Directors must not take advantage of the property or any resident information of RSLLC for personal gain or which may cause detriment to RSLLC or its residents.

8. Privacy

All RSLLC Directors have a responsibility to:

- a. maintain the privacy of any individual's personal information they receive
- b. not to use any personal information for any purpose other than for which it was collected and/or disclosed to them
- c. not disclose any personal information to any third party except where such disclosure is permitted
- d. ensure that personal information is stored securely, and to otherwise ensure no breaches of privacy obligations under the *Health Records and Information Privacy Act 2002* (NSW) and the *Privacy Act 1988* (Cth).

9. Confidential Information

Information kept by RSLLC will be kept confidential and will only be used as permitted.

Directors must not disclose company information or other information, or documents acquired through their position, except as is necessary to undertake their duties as a Director. Information which RSLLC has not released to the public via its website, the annual report, media releases etc. should be considered confidential.

Prior to disclosing information or documents to a third party, a Director should receive the express approval from the Chair or CEO.

Directors are reminded that financial, personnel and other matters concerning RSLLC, donors, staff or residents may be included in board materials or discussed from time to time. Directors should not disclose such confidential information to any third party.

10. Effective and Constructive Participation

Directors are expected to exercise their duties and responsibilities with integrity, collegiality and care.

This includes:

- a) Making attendance at all meetings of the board a high priority (see clause 1.7.3 Board Charter, if you are unable to attend).
- b) Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand. You have an obligation to question and raise any issues of concern at the board meeting in an open and constructive manner.
- c) Cooperating with and respecting the opinions of other Directors, and leaving personal prejudices out of all board discussions.

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- d) Putting the interests of RSLLC before any personal interests and doing what is in the best interests of RSLLC.
- e) Ensuring there is no advantage gained from the position of Director or opportunities arising therefrom for personal gain.
- f) Representing the company in a positive and supportive manner at all times and in all places.
- g) Showing respect and courteous conduct in all Board and Committee meetings.
- h) Refraining from intruding on administrative issues that are the responsibility of management, except to ensure your legal obligations as a Director are met, to monitor the results and ensure that procedures are consistent with applicable Board policies.
- i) Ensuring that on-going education/training is completed to ensure that your relevant industry and governance skills are kept up to date.
- j) Observing established lines of communication and directing requests for information or assistance to the CEO.

Refer to points 6, 8, 10 of Appendix 2 of this Code.

11. Reporting

RSLLC is subject to a variety of reporting to a variety of Government agencies such as the Australian Charities and Not for Profits Commission, Commonwealth Department of Health, the NSW Fair Trading and the Australian Tax Office.

The Board has a collective responsibility to ensure that reporting to agencies is accurate and timely.

12. Financial Stability

Every Director shares a responsibility to make sure RSLLC's finances are appropriately managed. While the Audit & Risk Committee has a key role in ensuring RSLLC's financial viability, the Board has the ultimate responsibility to ensure RSLLC's finances are managed responsibly, with adequate internal controls and reporting frameworks.

2. Leaving RSLLC

When a person ceases to be a Director, documents and other materials or work produced during the course of their engagement as a Director remains the property of RSLLC unless there is an agreement in writing with RSLLC to the contrary.

If a person is engaged by other companies or in other activities after their term as a Director ends, they should continue to respect the confidentiality of information gained during their time at RSLLC and not use it for personal or financial gain, or for the advantage of any third party. In addition, the person must be particularly careful to keep strictly confidential any information that relates to private and health information and return or destroy any information which they obtained from RSLLC as a result of their directorship (

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[Form of sign off when a Director comes onto the Board]

I, _____, agree to abide by this RSLLC Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Director.

_____ Dated:

Code Review

This Code must be reviewed at the earlier of:

- a significant change in relevant legislation
- in the event of a significant incident concerning the subject matter of the code
- on the annual anniversary of the last review.

Related Documents & References (internal & external)

1. ACNC Governance Standards [Appendix 1]
2. 'Top 10 tips for board members', ACNC 'Governance for Good' [Appendix 2]
3. Conflicts of Interest Policy (GP 02)
4. Directors' Gift Policy (GP13)
5. Delegated Authority Policy (GP 12)
6. Fraud Prevention Policy (GP 03)
7. RSLLC Code of Conduct (HR 06) [Appendix 3]

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Appendix 1 – ACNC Governance Standards

The Governance Standards are a set of six core, minimum standards that deal with how a charity is run (including its processes, activities and relationships) – its governance.

The Standards require a charity to remain charitable, operate lawfully, and be run in an accountable and responsible way. They help maintain public trust in charities and help charities continue to do their charitable work.

Because the Governance Standards are a set of high-level principles, not precise rules, a charity must decide how it will comply with them.

A charity must be able to demonstrate that the steps it has taken to comply with the Governance Standards are appropriate (considering factors such as its size, purposes and activities). For example, a larger charity or one with vulnerable beneficiaries may need to take extra steps to comply with the Standards.

Further information can be found on the ACNC website: <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards>

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The Six ACNC Governance Standards

STANDARD 1: PURPOSES AND NOT-FOR-PROFIT NATURE

A charity must be not-for-profit and work towards its charitable purpose. It must be able to demonstrate this and provide information about its purposes to the public.

STANDARD 2: ACCOUNTABILITY TO MEMBERS

A charity that has members must take reasonable steps to be accountable to its members and provide them with adequate opportunity to raise concerns about how the charity is governed.

STANDARD 3: COMPLIANCE WITH AUSTRALIAN LAWS

A charity must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units (equivalent to \$12,600 as at December 2018) or more.

STANDARD 4: SUITABILITY OF RESPONSIBLE PERSONS

A charity must take reasonable steps to:

- be satisfied that its Responsible Persons (such as board or committee members or trustees) are not disqualified from managing a corporation under the CORPORATIONS ACT 2001 (Cth) or disqualified from being a Responsible Person of a registered charity by the ACNC Commissioner, and
- remove any Responsible Person who does not meet these requirements.
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STANDARD 5: DUTIES OF RESPONSIBLE PERSONS

A charity must take reasonable steps to make sure that its Responsible Persons are subject to, understand, and carry out the duties set out in Governance Standard 5.

STANDARD 6: MAINTAINING AND ENHANCING PUBLIC TRUST AND CONFIDENCE IN THE AUSTRALIAN NOT-FOR-PROFIT SECTOR

A charity must take reasonable steps to become a participating non-government institution if the charity is, or is likely to be, identified as being involved in the abuse of a person either:

- in an application for redress made under section 19 of the NATIONAL REDRESS SCHEME FOR INSTITUTIONAL CHILD SEXUAL ABUSE ACT 2018 (Cth) (Redress Act), or
- in information given in response to a request from the National Redress Scheme Operator (Secretary of the Department of Social Services) under section 24 or 25 of the Redress Act.

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Appendix 2 – ACNC Governance for Good: Top 10 tips for Board members



1. Know what the charitable purpose of your charity is and make sure you and your charity are working towards it – if you are unsure, ask yourself whether your actions promote your charity’s charitable purpose.
2. Be clear about your role and make sure that the roles and responsibilities of everyone at your charity are well understood, whether these are volunteers, members, board members, clients or employees.
3. Understand your charity’s financial position and be familiar with its financial statements – everyone on your board shares a responsibility to make sure your charity’s finances are well-managed.
4. Keep your responsibilities and legal duties as a board member in mind when making decisions as a board member, particularly difficult ones.
5. Have a copy of your rules: read them, understand them, follow them and if you are ever unsure, ask your other board members or get professional advice.
6. Although board members act as a group, do not just follow the crowd. You should always do what you think is best for your charity, even if sometimes it means taking a different view to other board members.
7. Understand your charity’s obligations to government agencies (such as the ACNC and other regulators) and make sure your charity is meeting them.
8. Listen to the other board members and work as part of a team. Your board shares a collective responsibility for the organisation and you should see board members as colleagues.
9. Be confident to declare and manage conflicts of interest responsibly. Most members of a board will encounter conflicts of interest and you should feel confident to handle them responsibly.
10. Always act in the best interests of your charity – as a board member you have a responsibility to put the interests of your charity above your own personal interests.

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Appendix 3 – RSLLC Employee Code of Conduct (HR06)

[Attached as a separate PDF document]

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