



# IMC Board Code of Conduct By-Law

February 2021

## 1. PURPOSE

The purpose of the Code of Conduct (Code) is to describe the type of behaviour IMC requires from its Board Members while involved in any activity relating to IMC. This includes during board meetings, Chapter and sub-committee meetings while acting in a board member's role and when involved in an activity relating to the IMC. If there is any inconsistency between this Code of Conduct and IMC's Constitution, IMC's Constitution prevails to the extent of any inconsistency.

## 2. GOVERNANCE

All board members are required, as a condition of nominating for a position of a member of the IMC Board, to declare that they will abide by this code of conduct. Their nomination will be deemed invalid if their nomination does not declare that they will abide by this code of conduct.

Directors' declarations are held by the current Company Secretary and the IMC Board Chair. They are freely available for inspection by any IMC Board or a sub-committee member. IMC retains declarations for 7 years from when the person ceases to be an IMC Board or Sub-Committee member.

## 3. CODE OF CONDUCT

The Board has adopted, and from time to time amends, this Code of Conduct.

Although Board members are appointed under the Constitution, upon accepting the office of Board member, each becomes bound by the overriding fiduciary duty to act in good faith and in the best interests of the Institute as a whole.

In discharging the duties and responsibilities of being a Board member of IMC, each individual must operate within the framework and structure of a collective Board.

### 3.1 KEY PRINCIPLES

This Board's Code of Conduct sets the ethical and behavioural standards expected of all IMC board members.

- A Board member must act honestly, in good faith and in the best interests of the Institute as a whole.
- A Board member has a duty to use care and diligence in fulfilling their functions and exercising the powers attached to that office.

- A Board member must use the powers of office for a proper purpose, in the best interests of the Institute as a whole.
- A Board member must recognise that the primary responsibility is to the Institute as a whole, and have regard for the interests of all members of the Institute and should, where appropriate, have regard for the interests of all stakeholders of the Institute.
- A Board member must not make improper use of information acquired as a Board member of the Institute.
- A Board member must not take improper advantage of the position of Board member.
- A Board member must properly identify and manage any conflicts of interest.
- A Board member has an obligation to be independent in judgement and actions, and must take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board. (This does not mean not supporting Board decisions as per clause 3.3.9).
- Confidential information received by a Board member in the course of the exercise of directorial duties remains the property of the Institute, and it is improper to disclose it, or allow it to be disclosed, including the period after they cease to be a board member, unless that disclosure has been authorised by the Board, or is required by law.
- A Board member should not engage in conduct likely to discredit the Institute or be detrimental to the interests of the Institute.
- A Board member has 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.

### 3.2 PROFESSIONAL INTEGRITY VALUES

**Courtesy:** A Board member must not be discourteous towards fellow Board members or staff or Chapter and sub-committee members or make personal attacks on a fellow Board member or a member of staff or Chapter and subcommittee, whether in the Board, Sub-Committee, or other internal IMC meetings or in discussion with others or in public statements.

**Respect:** – A Board member should demonstrate respect towards fellow Board members or staff or Chapter and sub-committee members and members of the Institute by:

- raising items constructively and allow others to be heard; and
- welcoming respectful feedback and questions from others; and
- looking for improvement opportunities by challenging existing strategies, systems and procedures and not each other.

**No prejudicial actions or statements etc.:** A Board member must not engage in conduct, or make any public statement, likely to prejudice the Institute's business or likely to harm, defame or otherwise bring discredit upon or denigrate the Institute or any of the Board members or employees of the Institute.

**Dealings with other Board members:** A Board member must not engage in conduct, including by way of threats of court action against another Board member or other Board members personally, which is calculated or intended to intimidate those other Board members from supporting or seeking to further a policy, proposal or other matter which those other Board members may support or are supporting in the discharge of their duty to act in what they honestly believe to be the best interests of the Institute as a whole.

**Free from Harassment:** The Board operates in an environment that is free from harassment. Harassment is defined as any action directed at an individual or group that creates a hostile, intimidating or offensive environment.

**Non-discriminatory:** The Board operates in a non-discriminatory environment. Respect the right, dignity and worth of every human being - within the context of the activity, treat everyone equally regardless of gender, ethnic origin, or religion.

**Bringing the Institute into Disrepute:** The members of the Board do not perform actions that bring the Institute or the profession of management consulting into disrepute.

### 3.3 BEHAVIOURAL EXPECTATIONS

In line with the principles and integrity values above, the following behavioural expectations are required of all Board members:

1. Attend Board meetings as required and seek prior approval for any absences.
2. Prepare for Board meetings, including reading all Board papers as required and submitting papers in a timely manner.
3. Recognise at all times the authority of the Chair and promote Board interactions which are effective, open, focussed, constructive, collegiate, and respectful.
4. Actively and constructively contribute to all discussions and take responsibility for personal contributions.
5. Listen for understanding and allow others to contribute.
6. Be honest, open and respect the view and interests of all parties.
7. Stay focussed on the agenda/issue at hand.
8. Keep Board discussions open, transparent and accessible.
9. Share equal responsibility for Board resolutions even if you have expressed individual reservations at the time including abstaining from or not supporting a resolution.
10. Unreservedly support Board decisions and be unified and consistent in communications with Members, staff, suppliers and other stakeholders, demonstrating support for Board resolutions.
11. Not make any representations or agreements with other Board members, Executive Officer, member companies, suppliers, or other parties or entities unless the Board explicitly delegates such an authority.
12. Avoid any action, position or interest that conflicts with an interest of IMC, or gives the appearance of a conflict
13. Disclose any actual, potential or perceived conflict of interest in a matter that relates to the affairs of IMC
14. Register any standing interests with the person authorised by the Board which will be reviewed by the Board at the start of each meeting.
15. Ensure that they act according to the Constitution and the By-Laws of the IMC and comply with the Corporations Act 2001.

### 3.4 CONSEQUENTIAL ACTIONS

In the first instance, any behaviour contravening this code will be dealt with by the Board Chair or Deputy Chair in consultation with the relevant Board member as needed. Follow up action may include:

- Chair or Deputy Chair conversation with the Board member/Director concerned to further understand the issue and agree to actions required.
- Implementation of agreed actions or behaviour.

Should remedial action not be agreed to by the Board member and/or contravention continue to occur by the Board member, the Chair or Deputy Chair may recommend to the Board that the Director be removed from the Board and that another Director be nominated by the Chapter concerned, or an appointed Director be sought.

#### **Board Member's Declaration:**

I understand that the Board Code of Conduct sets out the standards expected of me as a member of the Board.

I acknowledge that I have read, understood, and agree to abide by the IMC Board Code of Conduct.

I agree that, if during my term on the IMC Board, if I am found by the Board, acting reasonably and in good faith and achieving a decision by a two-thirds majority of all Board members, to have breached this code of conduct policy, I hereby agree that my position on the Board would be reviewed and may be deemed no longer tenable, and that I would submit a written resignation accordingly.

Signed:

Name:

Witness:

Date:

