

# Community Broadcasting Foundation Code of Conduct

## A. Introduction

This is the Code of Conduct for Directors and members of the CBF's Committees and Assessor Team. It incorporates general advice on the common and corporate law responsibilities of Directors; the CBF's Conflict of Interest Policy for the information of Directors, Committee and Assessor Team members, and a Code of Conduct Statement committing Directors, Committee and Assessor Team members to supporting better practice in grant making.

All Directors, Committee and Assessor Team members are required to read the attached Code of Conduct Statement declaring that they have read and understood the CBF Code of Conduct, and complete a Declaration of Conflict of Interest Form registering any perceived or actual conflicts of interest.

## B. Background

A primary function of the CBF is the funding of community broadcasting through a peer-group decision making process.

The CBF operates on the principle of arm's length funding, seeking to maintain independence from Government as well as making funding decisions at a distance from the day-to-day business and interests of the community broadcasting organisations it assists.

The CBF's Board of Directors, Committees and Assessor Team are an independent body of people with relevant knowledge and experience for deciding on how financial support should best be given to community broadcasting organisations.

The majority of members of the Board of Directors, its Committees and Assessor Team are active or former community broadcasters. Directors who have not been community broadcasters contribute their knowledge and expertise in areas identified as relevant to the CBF's priorities.

## C. Responsibilities of Directors

The following section provides information on general law duties of Directors and particular duties of Directors under the Corporations Law. It is intended as a general guide and not as comprehensive advice. Further advice should be sought if required.

### 1. Duties of Directors under General Law and under the Corporations Law:

- *Duty to act in good faith in the best interests of the company as a whole*

This duty arises from the fiduciary relationship that the director has with the company.

A fiduciary relationship is a duty to act in good faith for the benefit of or in the interests of others. CBF Directors have a fiduciary duty to the CBF. That is, when they are undertaking the work of the CBF they must act in the best interests of the CBF and not in their own interests or that of any other individual, group or entity. An example of action in breach of this duty would be to knowingly dispose of company assets at significantly less than their current market value.

- *Duty to act for proper purposes*

In order to manage the company directors are given various powers. These powers can only be used for legitimate purposes of the company and not arbitrarily.

- *Duty to take care*

It is difficult to determine a basic objective standard of care. At least, Directors should:

- have an understanding of the company's business particularly in relation to financial matters (e.g. by reviewing financial statements);
- make sure they keep informed about the company's activities (e.g. by reading all reports and correspondence and attending meetings); and
- generally monitor the company's affairs and policies.

Directors may be in a position of providing advice while acting in an official capacity. They should be aware of the legal duty of care which applies to communications (both oral and written) with applicants and the public, in particular in relation to any advice or information which may be acted upon by the person they have advised.

- *Duty to avoid conflicts of interest*

As a general principle, Directors should not place themselves in a position where their duty to the company conflicts with the director's own interests.

Under Corporations Law relevant provisions include:

- prohibition on an officer or former officer of a company from making improper use of information acquired to gain an advantage for themselves or any other person or to cause detriment to the company;
- prohibition on an officer or former officer of a company from making improper use of their position to gain an advantage for themselves or any other person or to cause detriment to the company;
- obligation to disclose any interest which a director has in a contract or proposed contract with a company;
- obligation to disclose any office or possession of any property if it creates any conflict with the duties or interests of the director; and
- a director cannot participate in the making of a decision in which they have a material personal interest.

- *Acting honestly*

In their work for the CBF Directors must always act honestly.

## **2. Remedies**

Some of the provisions outlined are civil penalty provisions. A contravention of these may result in a substantial fine, disqualification from office and an order for compensation. Criminal liability may result if a Director intentionally or recklessly contravenes a civil penalty provision and with either

intent to defraud or deceive someone or to dishonestly gain an advantage for themselves or another person.

#### **D. Responsibility of Committee and Assessor Team members**

All CBF Directors, Committee and Assessor Team members are expected to:

- Act with integrity and honesty, and observe the policies of the CBF, including the Conflicts of Interest Policy (see Item F below).
- Read, understand and commit to the CBF Code of Conduct Statement.

#### **E. Confidentiality**

Meeting papers, emails and memorandums, minutes and other internal CBF documents should be treated as confidential documents and not further distributed, discussed or otherwise utilised outside the processes of the CBF.

Grant applications may include information that is considered commercial-in-confidence or otherwise sensitive by the applicant. All CBF grant applications, and all information gleaned from their consideration, should be treated as confidential and not circulated, discussed or otherwise utilised outside the processes of the CBF.

#### **F. Conflict of Interest Policy**

As the CBF employs a peer-group assessment decision-making process there is a heightened possibility that conflicts of interest may arise where persons acting on behalf of the CBF also have relationships with applicant organisations and projects.

The disbursement of public funds requires strict accountability and absolute transparency in our procedures. Directors and Committee members must scrupulously avoid actual or perceived conflicts of interest when engaged on CBF business. Our definition of what may constitute a conflict of interest is necessarily broad.

A “material personal interest” is very broadly defined as any direct or indirect advantage or benefit rather than simply a monetary gain. To safeguard yourself and the CBF consideration should be given to perceptions of conflict of interest as well as actual conflict of interest. If a reasonable person, knowing the relationships involved, might infer that a conflict of interest could arise then the Director, Committee or Assessor Team member concerned must declare this situation as a possible perceived conflict of interest.

Any commercial arrangement with an applicant or grantee will give rise to a conflict of interest that must be immediately declared.

It is CBF policy that being a staff member or office holder of an applicant organisation is sufficient grounds for there to be a perception of conflict of interest.

Directors, Committee and Assessor Team members must provide a completed Conflict of Interest form to the CBF Support Team at the start of their term of appointment and at the start of any further term of appointment. Directors, Committee and Assessor Team members must provide an updated Declaration if there is a change in their circumstances in relation to matters of conflict of interest

during their term of appointment. A Declaration of Conflict of Interest form (attached below as Appendix A) is to be completed by Directors, Grants Advisory Committee and Assessor Team members and submitted to the CBF for entry onto the CBF's Register of Conflicts of Interest.

Assessor Team members must provide a completed Declaration of Conflict of Interest form to the CBF Support Team at the start of their term of appointment. Assessor Team members must ensure that they have do not have a perceived conflict of interest for any applications assigned to them in each grant round.

The CBF's Register of Conflicts of Interest is included in each Board meeting agenda papers as a standard item.

### **1. Procedure for dealing with Conflict of Interest at meetings**

Where potential or actual conflicts of interest arise Directors and Advisory Committee members must follow the procedures shown below.

- (i) All Directors and Advisory Committee members must maintain a current Conflict of Interest Form with the CBF.
- (ii) A Register of current conflicts of interest will be maintained by the CBF Support Team and made available to all Directors or Committee members at each meeting.
- (iii) A request to state any change to the Register of Conflicts of Interest shall be the first item of Business after the opening of each meeting. Any such changes will be noted in the Minutes of that meeting and in any subsequent report to the CBF Board of Directors.
- (iv) A Director or Committee member who has a conflict of interest in a matter that is to be considered by the Board of Directors or the Committee must not be present, vote or be counted in a quorum in relation to that matter being considered.
- (v) A disclosure under subsection (i) shall be recorded in the minutes of the meeting in the form "(name of Director or Committee Member/s) disclosed a conflict of interest in the application/s from (applicant's name/s) and took no part in consideration of this /these matter/s".
- (vi) Should a Director be presenting a Committee report to the Board and they have a conflict of interest in a matter contained in that report, any recommendation/s regarding that matter should be separated from all other recommendations in the report, so that it can be considered by the meeting in accordance with subsection (iv) above.

### **2. Procedure for dealing with Conflict of Interest in grant assessments**

Where potential or actual conflicts of interest arise Assessor Team members must follow the procedures shown below.

- (i) Assessors will be provided with a list of applications that they have been assigned to assess.

- (ii) Assessors must check the list of applications and notify the responsible CBF support team member if there is an application in their list where they have a potential or actual conflict of interest.
- (iii) The CBF support team will re-assign any applications where there is a declared conflict of interest by an assessor to ensure that no assessments are made by assessors where there is a declared conflict of interest.

#### **G. Further Advice**

Directors, Committee or Assessor Team members who require further advice on the application of the CBF Code of Conduct or Conflict of Interest Policy should contact the CBF Chief Executive Officer.

*First approved by the Board on 22 October 2009. Last reviewed by the Board on 1 June 2018.*

**Appendix A:  
Declaration of a Conflict of Interest Form**

This form is to be completed by all CBF Directors, Committee and Assessor Pool members. It will be published in summary form on the CBF Register of Conflicts of Interest.

I, *(Insert full name)*

have read the CBF Code of Conduct, incorporating the CBF Conflict of Interest Policy, and hereby declare a perceived or actual conflict of interest in relation to the following organisations/projects that may apply for assistance or otherwise seek benefit from the Community Broadcasting Foundation:

(provide the name or call sign of the organisation in sufficient details to identify them e.g. 6XYZ-FM, Perth; and a brief description of the nature of the conflict of interest e.g. current active volunteer/voting member/employee/officeholder. In the case of there being no conflicts of interest to declare, write "Nil".)

Name of Organisation/Project	Nature of Conflict of Interest

I hereby agree to:

- follow the procedure outlined in the CBF Conflict of Interest policy in relation to any CBF work I undertake where the actual or perceived conflicts of interest disclosed above arise;
- allow the CBF to publish the above Conflict of Interest disclosures on the CBF Register of Conflicts of Interest; and
- update this declaration through the completion and return of a new Declaration of Conflict of Interest form as soon as possible should any relevant further actual or perceived conflict of interest arise or there be any change to those already disclosed throughout the period of my involvement at the CBF.

*Signed:*

*Date:* .../...../.....

## Appendix B:

### Code of Conduct Statement

This statement is to be completed by all CBF Board, Committee or Assessor Pool members.

*I, (Insert full name in capital letters)*

acknowledge that I have been provided with a set of induction materials that will assist me to undertake my role at the CBF including the CBF Code of Conduct, Strategic Plan, Diversity, Access and Equity Policy, Privacy Policy, and Social Media Policy.

I have read and understand these materials and accordingly make the following commitments:

- I will help the CBF to maintain and develop an organisational culture that reflects the CBF's values as described in the CBF Strategic Plan.
- I will act with integrity and I will do my best to ensure that all CBF processes are fair, unbiased and transparent. I will provide honest and accurate information and advice to the CBF.
- I will respect the work and expertise of grantees and applicants, their partners and stakeholders, and strive for relationships based on candor, understanding and respect.
- I will observe policies to address conflict of interest and do all in my power to ensure that others do the same.
- I will ensure that Grant Application assessments and allocations are based on the published criteria and without personal or institutional bias.
- I will strive to improve the performance and processes of the CBF through consideration of better practice approaches. I will contribute to the maintenance of existing processes that ensure the effectiveness and efficiency of the CBF and its grant programs, but I will also be responsive and open to considering new ideas, processes and opportunities.
- I will endeavor to undertake any relevant professional development and aim to remain abreast of any relevant current and emerging issues of policy and practice.
- I will read all meeting materials prior to meetings and seek further advice about any matters that I do not understand.
- I will be an active and engaged CBF volunteer, and I will endeavor to respond promptly to matters as required.
- I will respect the confidentiality of all CBF meeting, grant and other sensitive materials.
- I will not publicly represent or speak on behalf of the CBF (including in social media platforms) unless acting in the role of CBF President, or as directed to by CBF Board of Directors or Chief Executive Officer. I will follow the CBF Social Media Policy. In all public forums I will act responsibly, with integrity, and with the reputation of the CBF in mind.
- I will respect and maintain the privacy of individuals involved in grant applications or other CBF operations, as per the CBF Privacy Policy.

*Signed:*

*Date:* .../...../.....