



AUSTRALIAN FEDERATION OF UKRAINIAN
ORGANISATIONS INCORPORATED

ABN: 40 104 855 692

Board Charter
and
Board Code of Conduct

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AUSTRALIAN FEDERATION OF UKRAINIAN ORGANISATIONS INCORPORATED

Board Charter

1. Definition of terms

This Charter is been developed from various frameworks of Australian contemporary corporate governance practice. The Australian Federation of Ukrainian Organisations Incorporated is also growing in terms of its sophistication and complexity.

Therefore, for clarity the charter defines terms as follows:

- **ACNC** – The Australian Charities and Not-for-profit Commission
- **AFUO** - Australian Federation of Ukrainian Organisations Incorporated
- **Board** – means the ‘Executive’ as referred to in the Constitution.
- **Chair** – means the collective term for the Co-Chairs
- **Director** – means the ‘Executive Member’ as referred to in the Constitution.
- **FRAC** – means the Finance, Risk and Audit committee referred to within the Constitution as the ‘Audit Commission’.
- **UCSC** – the Ukrainian Central School Council

2. Introduction

This document sets out the major principles used by the Board to manage its affairs and enable it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this charter, the Board will at times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of the AFUO.

The Board strives to have the most effective governance framework in place to meet the needs of AFUO that help drive the sustainable performance of AFUO whilst at the same time aid in the conformance with various requirements e.g. the company's constitution, policies, controls and procedures as well as with applicable external regulations and laws).

The Board subscribes to principle that an effective governance framework would have appropriate regard to the:

- A. contribution of individual directors;
- B. effectiveness of the board and board performance;
- C. way in which governance is applied throughout the AFUO;
- D. strength of the relationships the AFUO fosters with its stakeholders.

3. Standards of governance

The AFUO Board's governance takes all reasonable steps to comply with the Australian Charities and Not-for-profits Commission Act 2012 (Cth) specifically the ACNC Governance Standards.

This Charter is also informed from the following:

- The Not For Profit Governance Principles 2019 – *the Australian Institute of Company Directors* in a Not for Profit context
- The ASX Corporate Governance Principles and Recommendations 4th edn – the *ASX Corporate Governance Council* in a broader context.

4. Roles and responsibilities

4.1 Composition of the Board

The composition of the Board is determined using the following principles:

- I. the Board is comprised of a minimum of six and a maximum of eleven Directors;
- II. two or three of the Directors shall be appointed by the Board based on identified skills and experience;
- III. the Co-Chairs of the Board are elected by the UCSC;
- IV. the Deputy Chairs are elected by the Board;
- V. the Treasurer is elected by the Board;
- VI. The Secretary is elected by the Board;
- VII. the Management will not be one of the Directors; and
- VIII. the Directors shall be independent as defined below in Section 7.

4.2 The Role of the Board

The role of the Board is to:

- act in the interests of the AFUO as a whole;
- provide strategic direction for the AFUO and effective oversight of Management.
- ensuring sustainable value is created against the social purpose of AFUO.
- appoint, remove and evaluate management's performance.
- monitoring the AFUO's performance ensuring it is in the members interest, meets agreed goals whilst it manages risk and complies with all legal requirements

4.3 The Role of the Directors

- Actively participate in the workings and activities of the Board.
- Make their own enquiries as to matters before the Board.

- Be inquisitive, ask questions
- Stay current as to their knowledge of the external environment and internal operations of the AFUO.
- Observe their duties and responsibilities as Directors in terms of the Victorian Associations Incorporation Reform Act 2012, other relevant legislation, common law, the AFUO's constitution; AFUO policies. These include:
 - Duties as to loyalty and good faith
 - Care and diligence
 - Statutory responsibilities as applicable.

4.4 Role of the Chair

The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:

- leading and facilitating the Board;
- setting the Board direction and focus;
- conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- ensuring that no one has excessive influence;
- maintaining a professional working relationship with the Management;
- acting as a spokesperson, where appropriate, in conjunction with the Management;
- promoting constructive and respectful relations between Directors;
- ensuring that each Director appropriately contributes to the Board's decision-making process;
- ensuring the Board and individual Directors, the Management and Committees have a performance evaluation process;
- ensuring that the Board's workload is dealt with effectively;
- setting the agenda for each Board meeting, in conjunction with the Management and other Directors, and modelling it against the Strategic Plan to ensure appropriate structure and monitoring;
- role-modelling ethical standards and behaviour based on the AFUO's agreed values;
- communicating and consulting with relevant stakeholders on significant issues, as appropriate; and
- ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

4.5 Role of the Executive Officer

The Executive Officer (Management) is responsible for the overall day-to-day management with regard to the administration and performance of the Ukrainian Displaced Persons Federal Government Grant, following Russia's invasion of Ukraine on 24 February 2022.

Management manages the AFUO in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

4.6 Role of the Company Secretary

The Company Secretary is accountable to the Board through the Chair on all governance matters. All Directors have direct access to the Company Secretary. The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole.

4.7 Role of the Treasurer

The Treasurer is accountable to the Board through the Chair for...

- maintaining all financial records;
- monitoring the income and expenditure of the AFUO;
- keeping committee members informed of the financial position of the AFUO;
- preparing and presenting financial statements to the Annual General Meeting;
- allocating funds;
- developing budgets for new projects;
- making payments and bank deposits;
- preparing and managing the budget; and
- representing the AFUO on funding applications
- preparing reporting as required by the ACNC.

5. Board functions

5.1 Key functions of the Board

The key functions of the Board include:

- the appointment of Directors on the recommendation of the Nominations Committee, membership and role of Board Committees, including appropriate succession planning;
- ensuring a diverse and effective Board, in line with the AFUO's constitution with appropriate policies and procedures for the Board and its committees;
- appointing, supporting and providing advice and counsel to, evaluating and rewarding the Management, taking an active role in overseeing the growth of the Management leadership talent pool and approving the Management succession plans;
- through constructive engagement with senior management and key stakeholders, review, add-value to, approve and monitor the AFUO's purpose, core values, ethical framework, strategic direction and objectives;
- supporting, reviewing and monitoring the operational and financial performance of the AFUO;

- monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- consider and agree on Committee and management recommendations on key issues including AFUO organisational structuring and resourcing, capital management, significant contracts and capital expenditure;
- make, add to, alter or rescind any AFUO rules, regulations and by-laws as it sees fit;
- managing Directors' interests, conflicts of same and related-party transactions
- delegation of powers and authorities through the Delegations of Authority policy , while understanding the Board remains responsible for all decision of the AFUO;
- oversight of compliance with appropriate laws and regulations and major litigation;
- evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
- corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary;
- matters pertaining to Members including meetings, communications and relations; and
- ensure that there is a strong working relationship with stakeholders including regular communication on major issues confronting the AFUO.

5.2 Strategic direction and oversight

The Board reviews the AFUO's long-term strategic plans and the major issues that it and management expect the AFUO to face in the future.

The Board sets the broad parameters for the preparation of the AFUO's Strategic Plan.

The Board only approves the Strategic Plan after conducting a rigorous review, including considered stakeholder input on major strategic initiatives.

The review includes a thorough understanding of what is required to successfully execute the Strategic Plan.

The Board approves a performance management system that has key performance measures (budget and financial/non-financial KPI's) aligned with the Strategic Plan and ensures that the remuneration of Management (including the Management) is aligned with the achievement of strategic outcomes.

5.3 Risk Management

Risks are any event or action that threatens the assets and earnings of, values or services provided by the AFUO. It is the Board's role to establish a sound system of risk oversight and management and internal control.

The Board has implemented a risk management approach reporting to the Finance, Risk and Audit Committee, based on the following core elements:

- the formulation of risk appetite statement with tolerances;
- the identification of key business risks;
- the measurement of each identical risk in terms of potential impact and likelihood of occurrence;
- an assessment of the external environment and the control mechanisms in place to manage the risk;
- the development of action plans to manage the risk; and
- constant monitoring of the program and reviewing continued economic justification and/or process improvement opportunities.

To support this formalised process for identifying, prioritising, assessing and managing the key business risks, the Management Team deals with specific risk areas across the AFUO. This strategy is incorporated on the corporate plan and integrity into business plans, external audit plans and the training program.

The Board regularly reviews the key risks identified by the Management Team through the FRAC. Risk and compliance information is reported to the FRAC.

The Board ensures that the AFUO, at all levels, prescribes to a desired culture and exhibits accepted behaviours that are consistent with the agreed risk appetite.

5.4 Compliance system

The Board oversees the performance of an effective compliance system which requires, at a minimum, that:

- the AFUO complies with all relevant statutes, regulations and other requirements places on it by external bodies;
- effective internal controls exist and there is full and accurate reporting to the Board in all areas of compliance; and
- the AFUO is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business.

5.5 Policy and procedures

The Board is responsible for:

- the development, enforcement and review of delegations (financial and non-financial);
- approving and monitoring compliance with all significant policies and procedures by which the AFUO is operated; and
- approving policies and procedures designed to ensure the AFUO operates at all times within applicable laws and regulations and in accordance with the AFUO's values and ethical standards.

5.6 Conflicts of interest

Directors have a duty to act honestly and in the best interests of the company and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest. The AFUO Board has developed a Conflict of Interest Policy that Directors are expected to comply with.

The Company Secretary will arrange to provide any standing notices about an interest and will record it in the Board minutes.

5.7 Board's Role in Critical Incident Management

The Board has two key roles in a critical incident situation, one prior to the critical incident and the other during.

Prior to any critical incident, the Board ensures that there is in place a comprehensive critical incident management plan that has been tested and employees have been trained in its execution.

During any critical incident, the Board will fully support management in its continuity and recovery effort. The Manager responsible for Marketing and Communications will advise on urgent media and communications issues.

The chief spokesman during any critical incident will be the Chair supported by the Management as needed.

5.8 Integrity of financial reporting

The Board ensures that a structure of review and authorisation is designed to ensure the truthful and factual presentation of the AFUO's financial position and performance.

The structure is overseen by the FRAC, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of the AFUO's financial reporting.

5.9 Annual Report to members and other stakeholders

The Board provides the Members and other stakeholders with a comprehensive annual report outlining how they fulfilled their governance role, the achievements of the AFUO, the aspirations of the AFUO and sufficient financial information so that members can make a judgment as to how effectively the Board is fulfilling its role.

The Board submits an information statement to the ACNC annually. This report includes financial statements that has been reviewed externally.

5.10 Annual General Meeting

The AFUO encourages effective communication with Members and their effective participation at general meetings and has strategies in place to effect this.

All Directors are expected to attend Annual General Meetings.

5.11 Political donations

The AFUO does not make political donations.

5.12 Decision-making elements

The Board takes its responsibilities for decision-making seriously and in its deliberations all proposals, opportunities are considered within its due diligence against the following:

- Strategic Fit
- Financial considerations
- Risk appetite
- Due diligence
- Member and stakeholder perception
- Ethical fit
- Availability of resources
- Synergy
- Value creation
- Contingency plans
- Monitoring mechanisms

5.13 Access to Management

The Board and individual Directors have the power to meet or make inquiry with the Management outside of scheduled Board or Committee meetings. The Board and individual Directors may meet with Management in consultation with the Management.

Directors will use their judgment so that contact is not distracting or disruptive to the business operation of the AFUO and will therefore initially raise any material issues or concerns with the Management.

5.14 Corporate Social Responsibility

The AFUO is committed to the long-term sustainability of its operation and aims to optimise, or minimise (whatever the case may be), the social, environmental and economic impact of its significant business proposals and ongoing operations for the benefit of all stakeholders.

The Board ensures that the AFUO's Corporate Social Responsibility performance is consistent with its business strategies and brand/reputation.

6. Board meetings and processes

6.1 Board Meeting

Directors have adopted the following procedures:

- the Board shall meet at least every two (2 months).
- there are a minimum of six Board meetings per year, including one meeting dedicated to strategy development and review;
- proper and timely notice of meetings is provided with an outline of proposed business (AGENDA);
- agenda papers which include executive summaries and resolutions are provided 7 days in advance to allow time for review;
- an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- matters for decision and discussion are addressed at the beginning of meetings;
- the Board meets periodically in in camera sessions present to discuss sensitive issues;
- a general business item is on the agenda so that Directors may add items for discussion or information;
- minutes are clear, accurate and have the appropriate detail; and

6.2 Board meeting attendance

Unless invited by the Chair, only the Directors and the Management will attend Board meetings.

Advisors and other parties external to the Board are invited to attend Board meetings by the Chair, as appropriate.

6.3 Quorum

In all circumstances, at least six Directors must be present to constitute a quorum.

6.4 Board meeting agenda

The agendas for individual Board meetings should include (but not be limited to):

- Minutes and Action List
- Conflicts of interests
- Annual agenda items allocated to the meeting (including monthly Management and Treasurer Financial Report).

- WHS Report
- Other strategic issues for discussion
- Issues of litigation or non-compliance
- Items submitted for consideration and decision
- Items submitted for information (monthly general manager report overviews, material transactions, financial review etc)
- Other general business

Meeting agendas will be well balanced among the time allocated between strategy, performance and compliance.

The new agenda items will be structured into three sections so to maximise the time for discussion around strategic issues, as follows:

- Matters for decision by the Board
- Matters for discussion by the Board
- Matters for noting by the Board

6.5 Board meeting papers

The format and content of Board papers will be driven by the annual agenda and the Board's information requirements. The agenda will determine what information the Board needs from management and other sources to aid informed decision-making. The reporting of information to the Board is essentially by way of Board papers.

The Board meeting papers will:

- be concise, timely, relevant, accurate and material to the type and nature of matters to be discussed;
- include timely, appropriate and in-depth external information (e.g. media and industry reports, market trends, competitor activity, stakeholder research);
- encapsulate the AFUO strategy and identify the key things which are driving or inhibiting effective execution of that strategy;
- contain a balanced picture of performance (not just the “good news stories” or what management thinks the Board only needs to know) and promptly communicate any potential warning signs or bad news (problems or failures are reported early and honestly);
- regularly track key variables with accuracy and consistency; and
- appropriate information on the AFUO's performance (including financial and non-financial performance indicators and real insights into performance dynamics and the performance outlook) and how risks are being managed to enhance the AFUO's performance.

The papers will include the Management's report.

6.6 Board minutes

Minutes of each Board meeting shall be prepared by the Company Secretary approved by the Chair and circulated to Directors after each meeting and prior to the next meeting. They will be constructed and managed as follows:

- Minutes are clear, accurate and have the appropriate detail to document the Board's decisions.
- Draft minutes will be distributed to the Directors within 7 days after the meeting, and Directors will respond with comments within a further 7 days.
- Minutes of meetings must be confirmed at the next meeting.

6.7 Use of information technology

Where possible, information technology should be used to enhance the oversight capabilities through effective collection, distribution, access and reporting of Board information.

All Board members must agree to the use of digital collection, distribution, access and reporting of Board information through a resolution recorded in the minutes.

6.8 Board Meeting Annual Calendar

The Board must establish and endorse by the end of January each year its annual meeting calendar. The annual calendar should be aligned with the strategy cycle of the AFUO and bring many governance aspects of this charter to life.

The annual agenda dictates the dates, times and locations of Board meetings in the upcoming year.

6.9 Board Committees

The Board may establish from time-to-time appropriate Committees to assist the Board by focussing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.

Each formally constituted Committee, including ad-hoc Committees has a written charter, approved by the Board.

The membership, role and responsibilities, charter and performance of each committee are reviewed annually by the Board.

The present Board Committees are:

- Finance, Risk and Audit Committee; and
- Nominations Committee.
- Humanitarian Aid Initiatives Committee

The existence of Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole.

7. Board effectiveness

7.1 Indemnities and Insurance

A Director has both a common law and a statutory right to inspect the documents of the AFUO. The Act provides that a Director is entitled to access to financial records at all reasonable times. This right applies to all Directors regardless of whether they have specific financial responsibilities, but a Director cannot extend the right to 3rd parties. Access to documents can be made through the Company Secretary at no cost to the Director.

For the purpose of certain legal proceedings, a person who has ceased to be a Director has a right to access all books of the AFUO (including its financial records) at all reasonable times. This right extends for a period of 7 years after a person has ceased to be a Director.

7.1.1 Deed of Indemnity

Each Director, on appointment, shall execute the Deed of Indemnity with the AFUO in which the AFUO provides an indemnity to the Directors to the extent they are indemnified under the Act. Specifically:

- each Director or retired Director is indemnified against liability the Director may incur to another person (other than the AFUO or a related body corporate);
- the indemnity includes costs and expenses incurred in legal proceedings;
- in accordance with the law a Director is not indemnified for any liability arising out of negligence or lack of good faith;
- if the Director or retired Director has incurred a liability to which the indemnity applies then the Director need not incur any expenses before enforcing the right to the indemnity;
- where the indemnity covers a claim against a Director, the AFUO is entitled to assume the conduct, negotiation or defence of the claim and the Director must co-operate with the AFUO in relation to the claim; and
- in certain limited circumstances a Director may engage separate legal advisors.

The Company Secretary is available to clarify any issues arising from the indemnification deed.

7.1.2 Directors and Officers Insurance

Included in the annual agenda structure is the review of the Directors & Officers Insurance policy. Written details of the policy are provided to the Board as part of an overall risk management strategy. Each Director is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.

The AFUO has agreed to pay the Directors & Officers Insurance premiums and not to do anything which may prejudice this policy.

7.2 Access to Professional Advice

Directors and Board Committees have the right in connection with their duties and responsibilities to seek independent professional advice at the AFUO's expense, subject to:

- prior approval of the Chair, Committee or the Board which is not unreasonably withheld; and
- information so obtained is shared with all Directors or Committee Members as appropriate.

7.3 Director selection

New Board position appointments process will be delegated to the Nominations Committee to oversee as per the constitution. New Board members selection will be guided with a selection process using a skills matrix that is developed and reviewed regularly. The skills matrix will examine candidate suitability against skills and experience as overlaid against the current Board composition and the strategic plan.

The selection process will also examine candidates with respect to balance, independence and diversity.

7.4 Criteria for assessing Directors' independence

The Board shall regularly assess the independence of each Director in light of the interests disclosed by them. This assessment will be used in selecting new Directors.

Each Director must provide the Board with relevant information to assess their independence.

In assessing independence, the following matters will be considered, and a Director will be regarded as independent if that Director:

- is a non-executive Director (i.e. is not a member of Management);
- has within the last three years not been a principal of a material professional adviser or a material consultant to the AFUO or an employee materially associated with the service provided;

- has not been a material supplier of the AFUO, or an officer of or otherwise associated directly or indirectly with a material supplier;
- has no material contractual relationship with the AFUO, other than as a Director of the AFUO;
- has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the AFUO.

7.5 Director letter of appointment

The Chair provides each new Director with a formal letter of appointment setting out the basis of appointment and the powers and duties of a Director.

7.6 Induction

Each new elected and appointed Director undertakes an induction process which involves the following activities:

- an individual meeting with the Chair and Management to discuss expectations, duties and responsibilities;
- attendance at briefing sessions which includes presentations on the business by the Management; and
- provision of a comprehensive package of materials in relation to the AFUO and Board, including the constitution, Board Charter and Code of Conduct, Conflict of Interest Policy, Risk Management Policy, the Strategic Plan, and any other relevant documents.

7.7 Education

The Board collectively, and as individual Directors, shall undertake on-going education and training to enhance their performance.

7.8 Tenure

The constitution sets out that each elected Director shall serve a term of two years, at which time they may elect to nominate for re-election.

No Director may serve more than three successive terms.

Appointed Directors shall serve a term of one year, at which time they may elect to nominate for an elected Director role, or be re-appointed by the Board.

7.9 Board, Chair, Directors and Committees effectiveness

The Board through the Nominations Committee, reviews the effectiveness of the Board, the Chair, Directors. The Committees are reviewed by the Chair annually.

These processes ensure that the Board and Board Committees are working efficiently and effectively in discharging their responsibilities (against measurable and qualitative indicators).

7.10 Review of Management Performance

The Board sets the performance criteria for management, which are regularly reviewed by the Board.

The Chair facilitates the performance review, with all the Directors have an opportunity to contribute to the review.

7.11 Directors' Remuneration

The Nominations Committee recommends to the Board appropriate remuneration policies.

Directors are reimbursed all out-of-pocket expenses incurred by them in carrying out their duties as Directors.

The Treasurer handles all reimbursement matters.

7.12 Charter Review

The Board reviews this charter regularly and makes changes as necessary. In particular the Board will review the code of conduct, Directors performance against it and make changes where necessary.

The Company Secretary is responsible for monitoring and maintenance of this charter.

AUSTRALIAN FEDERATION OF UKRAINIAN ORGANISATIONS INCORPORATED

Code of Conduct

Director code of conduct

The AFUO Board has agreed on the following code of conduct for its Board members. All AFUO Directors have agreed to this code of conduct.

AFUO directors, will comply with the following standards of conduct.

- ✓ Directors should act honestly, in good faith and in the best interests of AFUO as a whole.
- ✓ Directors should have a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- ✓ Directors should use the powers of office for a proper purpose, in the best interests of AFUO as a whole.
- ✓ Directors should recognise that the primary responsibility is to AFUO as a whole but may, where appropriate, have regard for the interest of all stakeholders of the AFUO.
- ✓ Directors should not make improper use of information acquired as a director.
- ✓ Directors should not take improper advantage of the position of director.
- ✓ Directors should properly manage any conflict with the interests of AFUO.
- ✓ Directors 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.
- ✓ Confidential information received by the Director in the course of the exercise of directorial duties remains the property of the AFUO from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by AFUO, or the person from whom the information is provided, or is required by law.
- ✓ Directors should not engage in conduct likely to bring discredit upon AFUO.

The 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.

Director meeting behaviour

The primary role of the AFUO board is to make decisions. The quality of the decision-making is directly related to the rigour of the debate during Board meetings.

Specifically, with regard to behaviours that are exhibited during Board meetings and discussions, the AFUOP Board has agreed on the following behaviours that define those acceptable behaviours that encourage rigorous and powerful debate whilst always maintaining respect.

The Board prioritises the development of the culture of the Board to create an environment based on trust that supports open and honest debate.

These behaviours are reviewed regularly and modified as required. Directors hold each other to account during meetings

Specifically, these are behaviours are as follows:

- ✓ Address issues not personalities.
- ✓ Everyone arrives on time with mobile phones turned off.
- ✓ Matters discussed should not be those that should be addressed in management meetings.
- ✓ Keep to the point, do not go off topic or be ambiguous.
- ✓ Assume everyone has read the Board papers.
- ✓ Avoid the use of technical terms that others may not understand.
- ✓ Be positive and constructive, not negative and destructive.
- ✓ Not be discouraged from presenting a contrary view.
- ✓ Listen actively and attentively.
- ✓ Not use the meeting to present superior intellect or knowledge.

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Responsible person	S. Romaniw K Argyrou	Scheduled review date	May 2023