

Policy Name:	Code of Conduct - Directors
Approver/Custodian:	ERCo→BGRC→Board/Company Secretary
Review Cycle:	Annually, or as required.
Last Review Date:	September 2020

Notes

Applies to	All levels and all Business Units of the organisation.
Reason for Policy	Director's duties under the Corporations Act.
Policy Summary	Defines how Directors must perform their duties.



Code of Conduct

1. A director must act honestly, in good faith and in the best interests of Cuscal as a whole.
2. A Director has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. A Director must use the powers of office for a proper purpose, in the best interests of Cuscal as a whole.
4. A Director must recognise that the primary responsibility is to Cuscal as a whole but should, where appropriate, have regard for the interest of all stakeholders of Cuscal.
5. A Director must not make improper use of information acquired as a Director.
6. A Director must not take improper advantage of the position of Director.
7. A Director must properly manage any conflict with the interests of Cuscal.
8. A Director has 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. Confidential information received by a Director in the course of the exercise of Directorial duties remains the property of Cuscal and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by Cuscal, or the person from whom the information is provided, or is required by law.
10. A Director must not engage in conduct likely to bring discredit upon Cuscal.
11. A Director 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.
12. Directors must also comply with Cuscal's People Management Code of Conduct and other applicable Cuscal policies.

*This Code of Conduct is published on the Cuscal website and is based on the **Australian Institute of Company Directors** Code of Conduct approved September 2005.*

