

# Directors' Code of Conduct Policy

## OBJECTIVE

The purpose of this policy is to outline the expectations of Directors to comply with the DWM Rules as well as all applicable laws and rules relevant to their position.

## LEGISLATION

Corporations Act 2001

## DEFINITIONS

Board Chair	Chair of the DWM Board of Directors
DWM	Dulverton Waste Management
DWM Rules	Dulverton Regional Waste Management Authority Rules as adopted on 1 <sup>st</sup> Sep 2016
Owner Representatives	Representatives of DWM's Owner Councils

## RESPONSIBILITIES

### Board of Directors

All Directors are required to comply with the spirit and letter of this policy and its associated procedures, and undertake any relevant training as required.

### Chief Executive Officer (CEO)

The CEO is responsible for giving all Directors access to a copy of the Directors' Code of Conduct Policy.

## POLICY STATEMENT

In accordance with legal requirements and agreed ethical standards, directors, both collectively and individually will:

- Discharge their duties honestly, in good faith and in the best interests of DWM
- Use their powers as a Director for proper purpose and in the best interests of DWM
- Demonstrate commercial reasonableness in decision making, taking competent and independent advice at DWM's expense where necessary
- Make reasonable enquiries to check that DWM is operating legally, effectively and efficiently, and reliance on DWM management staff is appropriate
- Act with the level of skill, care and diligence expected of a Director

- Act for the benefit of DWM
- Not make improper use of information or corporate opportunities for personal gain or to the detriment of DWM
- Not allow personal interest, or the interest of any person or entity associated with them, to conflict with the interests of DWM, and disclose these in writing to the Chairman as soon as apparent
- Not engage in conduct likely to bring discredit to DWM
- Maintain confidentiality of DWM information acquired during their appointment and following termination of their appointment
- Allow sufficient time to devote to their Director's duties with DWM
- Assist DWM to meet its compliance obligations under the Corporations Act by advising DWM of changes to personal details within 7 days
- As an "employee" of DWM, abide by all DWM's relevant policies.

### **Breach Of Duties Under This Code**

The Board Chair will investigate any reported or suspected breaches of this Code by any Director. In any event, the Chairman will discuss the matter personally with the Director concerned and allow the Director the opportunity to respond to the claims.

Disciplinary actions available to the Board Chair range from counselling the Director, through to recommendation for termination under the terms of the DWM Rules and will be commensurate with the severity of any proven breach.

If a Director's actions appear to breach a Director's fiduciary or statutory duties, the Board Chair will consult with the Board regarding the need to report the matter to Australian Securities & Investment Commission (ASIC), or any other appropriate regulatory authority, or the Tasmanian Police.

Any disciplinary action instigated for breaches of this Code will be advised to the Owner Representatives as part of any performance report required.

The Board has the right to consider similar disciplinary action against any other Director or DWM staff proven to be involved in either committing the breach or concealing of it.

If the Board Chair is the subject of the reported or suspected breach, the Board will investigate the claim and manage any required disciplinary action.

If a Director is unsure of whether an action breaches this Code of Conduct Policy, the matter should be raised with the Chairman.

### **OTHER KEY RELATED POLICIES & DOCUMENTS**

- Director's Travel, Accommodation and Expenses Policy (MFID 30541)

### **REVIEW**

This policy will be reviewed every 4 years unless directed otherwise by the Board, or earlier if a legislative change occurs.

<b>REFERENCE</b>			
<b>APPROVED BY:</b>	DWM Board of Directors	<b>MINUTE NO:</b>	MFID 1576188
<b>APPROVAL DATE:</b>	11 <sup>th</sup> August 2021	<b>REVIEW DATE:</b>	September 2025