

WISA Directors Code of Conduct

1. Definitions of Terms

Associated person: In relation to a Director, includes any spouse (including a de facto spouse), parent, child, brother or sister of the Director, or any company, partnership, trust, or entity owned or controlled by the Director, or in which the Director has a material personal interest within the meaning of the Corporations Law.

Association: Women's Industry Network Seafood Community Inc. (WISA).

Director: Includes all Directors, whether independent or member Director. References to "Directors" include Officers as defined under the Corporations Act where applicable. Officers include any person concerned with or participating in the management of the Association.

Member: As defined in the Association Constitution.

2. Code of Conduct Principles

All Directors and Officers commit to:

1. Act in good faith and in the best interests of the Association and its Members as a whole.
2. Exercise due care, skill and diligence in fulfilling the functions of office.
3. Use the powers of office responsibly and for proper purposes.
4. Maintain independence of judgement and make decisions on sound evidence.
5. Avoid improper use of information or position for personal advantage.
6. Disclose and appropriately manage conflicts of interest.
7. Treat fellow Directors, Members, staff, and stakeholders with respect and fairness.
8. Protect the confidentiality of Association information unless authorised by the Board.
9. Avoid behaviour that may discredit the Association or diminish trust in its leadership.
10. Support Board decisions once made ("cabinet solidarity"), while ensuring dissent is respectfully expressed within governance processes.

3. Guidelines and Commentary

This Code supplements Directors' statutory duties under the Corporations Act and other relevant laws. It should be read alongside the Association's Constitution, policies, and governance framework.

4. Objectives

By adopting this Code, Directors commit to:

- Upholding best practice standards of governance.
- Ensuring transparency, accountability, and integrity in decision-making.
- Placing the interests of Members at the centre of all deliberations.
- Demonstrating leadership in ethical, inclusive, and socially responsible conduct.
- Building trust in the Association's governance and operations.

5. Duties to the Association

- Ensure the functions of the Board are clearly defined and competently discharged.
- Seek competent professional advice where necessary, always in the Association's best interests.
- Evaluate decisions based on the collective interests of Members, not sectional interests.
- Consider broader stakeholder impacts, including industry, community, and environment.

6. Duties to Members

- Ensure the Association is financially sustainable, properly managed, and continuously improved.
- Keep Members informed annually of all material matters affecting the Association, unless confidentiality is required.
- Treat all Members equitably and with respect.
- Disclose any benefits (personal or associated) that may reasonably be considered significant enough for Member awareness or approval.

7. Duties to Other Stakeholders

- Recognise the impact of the Association's work on employees, partners, communities, and the environment.
- In times of financial uncertainty, consider the interests of creditors and seek professional advice where required.
- Act with awareness of the Association's broader social and industry responsibilities.

8. Due Diligence

- Attend all Board meetings or provide apologies in advance.
- Remain informed about the Association's operations, industry context, and regulatory obligations.
- Ensure timely access to accurate information to support sound decisions.
- Maintain constructive relationships with auditors and regulators.
- Promote systems of compliance, transparency, and ethical conduct.

9. Conflicts of Interest

- Fully disclose any conflict or potential conflict to the Board.
- Avoid participating in deliberations or decisions where a material conflict exists.
- In cases of ongoing conflict, consider whether resignation from the Board is appropriate.

10. Confidentiality

- Treat all Board, Committee, and Association information as confidential unless explicitly authorised for release.
- Respect Members' personal and private information.
- Take special care with digital and online communications, ensuring confidentiality is preserved in all formats.

11. Professional Integrity

- Maintain personal and professional conduct that upholds the reputation of the Association.
- Support majority Board decisions externally, regardless of personal views.
- Express dissent respectfully within Board processes and, if necessary, through appropriate channels (e.g. written notice to the Chair).
- Ensure that any public comment or advocacy is clearly identified as personal opinion unless authorised by the Board.
- Avoid conduct that could be construed as harassment, bullying, discrimination, or unsafe behaviour.

12. Public Statements

Only the Chair (or delegated spokesperson) may make official public or media statements on behalf of the Association, unless otherwise approved by the Board.

13. Breach of the Code

- A breach is determined on the balance of probabilities by whether a reasonable observer would consider the conduct inconsistent with the Code.
- The Board may investigate concerns and, if required, appoint an independent arbitrator to determine whether a breach has occurred.
- Outcomes may include corrective action, mediation, or removal from office in accordance with the Constitution and relevant law.