



Board and Directors Code of Conduct

July 2024

Policy number		Version	1.0
Drafted by	Nick Crowhurst	Approved by Board on	July 2024
Responsible person	CEO	Scheduled review date (biannually)	July 2026
Related policies and legislation	<ul style="list-style-type: none">• JA Code of Conduct• Conflict of Interest Policy• Board Charter• <i>Associations Incorporation Act</i>		

1. INTRODUCTION

The purpose of this policy is to provide clear guidance to the Judo NSW board about the standards of actions and conduct that are expected. The Code of Conduct provides a set of principles to guide Board members on acceptable behaviour and should be read in conjunction with the Judo NSW Board Charter and the Conflict of Interest Policy.

This Charter applies to all directors of Judo NSW and outlines the commitment of each director to models of good conduct in the best interests of the organization.

The directors of Judo NSW acknowledge each are Responsible Persons within the meaning of the definition set out in the Judo Australia Code of Conduct (JA Code). This Charter should be read as a supplement to the JA Code.

2. ROLE OF THE BOARD

The primary role of the Judo NSW Board is to set the strategy for, and oversee the management of, Judo NSW as a membership-based sporting organisation under the Judo Australia banner. The secondary role of the Board is to act as a custodian of the culture and growth of the sport.

The Board will:

- a) Determine the organisation's strategic direction, core values and ethical framework
- b) Appoint key management personnel, specifically the CEO, and:
 - support the CEO
 - encourage and facilitate the professional development of the CEO
 - evaluate the performance and determine the remuneration of the CEO
- c) Approve, monitor and review the financial (including approving the finance audit report) and non- financial performance of the organisation
- d) Ensure:
 - legal and regulatory compliance by the organisation
 - a healthy, respectful culture is embedded and nurtured within the

organisation and membership

- an effective system of internal controls is developed, implemented and monitored for enhancement opportunities by management
- an effective and comprehensive risk management framework is in place
- strong succession planning and performance management practices of the Board, its directors and the CEO.

3. **ROLE OF DIRECTORS**

The primary role of the directors on the Judo NSW Board is to act in the best interests of Judo NSW and ensure its sustainable progress towards its strategic goals. This is each director’s fiduciary duty at law.

Each Director brings their own views, skills and experiences to their role, the diversity of which is embraced by the organisation. Some of the experience which Directors may draw upon in the exercise of their duties may be from roles held in the past, or concurrently, in other Judo organisations such as clubs and associations.

Importantly and fundamentally, the responsibility of Directors in discharging their duties is to make decisions for the betterment of Judo and Judo NSW as a whole, avoiding conflicts of interest and putting Judo NSW, and its members, at the forefront of their decision-making.

In addition to maintaining obligations set out in the Constitution, the JA Code and at law, each Director will:

- Act ethically, with honesty, integrity, and due care and diligence, for a proper purpose in the performance of their duties
- Ensure they properly inform themselves about the subject matter of each question advanced in board meetings and objectively critique the information provided where necessary
- Engage respectfully and collaboratively with fellow directors, management and other stakeholders, including by respecting the confidentiality of Board discussions, unless otherwise directed by the Chair
- Disclose actual and apprehended conflicts of interest in a timely manner, respecting the decision of non-conflicted directors about how to manage the conflict and
- Support and adhere to the formal decisions made by the Board in its meetings

[Director's Signature] ***Date:***