

# CODE OF CONDUCT (BOARD)



Reference	LH003	Date approved	19 <sup>th</sup> January 2023
Approved by	The Board of Directors	Date for review	19 <sup>th</sup> January 2026

## INTENT

This Code of Conduct outlines the values, principles and standards of behaviour expected of board members (herein referred to as directors) of LiteHaus International to ensure best practice standards of corporate governance are maintained and all activities of the organisation are carried out ethically and sustainably.

## SCOPE

This Code of Conduct applies to directors of LiteHaus International as well as any person that may be appointed from time to time to supplement or replace existing directors and, members of any committees established by the directors.

## GOVERNANCE

The directors of LiteHaus International constitute the sole governing body of the company. Information about the appointment and removal of directors, and their respective duties and obligations are fully specified in the Constitution.

## COMPLIANCE WITH LAWS AND POLICY DIRECTIVES

The directors of LiteHaus International are responsible for ensuring that the activities of the company comply with the relevant legal framework, particularly the Constitution, and the Corporations Act 2001, as well as all lawful requirements and requests of ASIC. Directors are also responsible for ensuring that the activities conducted within Australia or overseas are strict compliant with all laws of the relevant jurisdiction.

## VALUES AND ETHICS

All directors are expected to uphold standards of conduct, values (integrity, trust, accountability, and cultural tolerance) and ethics that maintain public confidence and trust in the company. Further, directors, when travelling abroad for the purposes of project implementation, must observe all cultural sensitivity principles, directives and advice outlined by staff and the organisation's travel advice for the respective country.

The Code of Conduct for the Queensland Public Service also informs this code of conduct. Key behavioural expectations of directors include the following:

## **1) Uphold personal and professional behaviour**

Directors are expected to:

- a) treat fellow directors, guests at board meetings, all stakeholders of the company and members of the public with courtesy and respect; and
- b) be appropriate in their relationships with the aforementioned, and recognise that others have the right to hold views which may differ from our own; and
- c) ensure their conduct reflects the company's commitment to a fostering a working environment that is inclusive and free, from harassment, and reflects the founding principles of LiteHaus International; and
- d) ensure their private conduct maintains the integrity of the brand, reputation and principles of LiteHaus International; and
- e) maintain strict confidentiality regarding matters discussed during board meetings; and
- f) comply with legislative and/or policy obligations to report employee criminal charges and convictions.

## **2) Demonstrate leadership and a commitment to excellence**

Directors are expected to:

- a) deliver services fairly, courteously, effectively, and ensure that the company uses all resources efficiently and economically, remembering that the charitable nature of much of the company and its commitment to ACFID Code of Conduct adds further ethical obligations for diligent distribution;
- b) assist all members and supporters of LiteHaus International and fellow directors, particularly people with disabilities and people of varying proficiencies of English, actively engage in the activities of the company;
- c) treat complaints and concerns from stakeholders and members of the public domains in which the company conducts its activities seriously and respond to constructive feedback;
- d) actively consider areas for improving the performance of the company and strive for perfection in performance across all of the company's activities and operations.

## **3) Maintain honesty and impartiality in decision making**

Directors are expected to:

- a) use board meetings as the appropriate forum for discussion of all relevant issues; and
- b) pass an independent judgment on all decisions, and seek to make decisions that are honest, impartial, and in the best interests of the company based on consideration of the relevant facts and supported by appropriate documentation.

- c) disclose any conflicts of interest which may pose a threat to their impartiality or calculated judgment on a particular decision, and abstain from voting of the particular motion accordingly.

## **EFFICIENT AND RESPONSIBLE FINANCIAL MANAGEMENT**

Directors are responsible for ensuring that the company manages its expenditure responsibly allowing the company to operate within its financial resources. Directors are also responsible for ensuring that the company meets any financial reporting obligations it has under relevant state legislation and any other government policies and guidelines governing financial and asset management.

## **FRAUD AND ANTI-CORRUPTION**

Directors will ensure that LiteHaus International maintains effective fraud prevention, detection and response systems. They will review fraud risks regularly, investigate reports independently, and ensure compliance with the organisation's Fraud Risk Management Policy. No director shall engage in or tolerate bribery, misuse of funds or corrupt practices.

## **CONFIDENTIALITY AND PUBLIC COMMENT**

The Chair of the board or their nominated representative should manage public comments on the day-to-day activities of the company. Directors should not make public or media comments on behalf of the company which relate to deliberations of the board or the internal operations, finance and business of LiteHaus International unless required by law or authorised by the company.

Directors acknowledge that confidential information received in the course of the exercise of their duties remains the property of the company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure is required by law or authorised by the board of LiteHaus International.

## **WHISTLEBLOWER PROTECTION**

The Board acknowledges its responsibility to ensure that LiteHaus International maintains a safe, accessible and protected whistleblower mechanism. No person who makes a report in good faith will face retaliation or disadvantage. Directors must ensure any whistleblower disclosures involving the Board or senior management are addressed with independence, confidentiality, and integrity.

## **CONFLICTS OF INTEREST**

Directors must ensure they do not allow personal interests, or the interests of any associated person or organisation, to conflict with the interests of LiteHaus International. A conflict may arise if a Director is a member of an external board of an organisation whose interests may conflict with those of LiteHaus International. There may be other situations that can lead to a real or perceived conflict of interest.

Each Director has a responsibility to avoid conflicts that could compromise the impartial performance of their role. Upon appointment as a Director of the company and on an annual basis during the term of their appointment, each Director must make a written declaration that they do not have any conflict of interest that would preclude them from continuing as a Director.

Directors also have a duty to declare any personal interests (such as pecuniary interests, board memberships or involvement with corporations, partnerships or businesses) that may affect board decision-making. When a conflict-of-interest issue arises, the relevant director must as soon as possible disclose the nature of the relevant interest at a meeting of the board. After disclosing the interest, the Director must remove themselves from any discussion or vote of the Board in respect of the matter, unless the board decides otherwise.

Other than in the context of receiving donations for the company, Directors must not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or individuals. Consequently, any offers of gifts or benefits received by Directors, other than donations received for the company should be declared.

Further provisions relating to conflicts of interest are outlined in LiteHaus International's Conflict of Interest Policy, which all Directors must comply with.

## **SAFEGUARDING AND PSEAH GOVERNANCE**

Directors commit to upholding LiteHaus International's safeguarding and PSEAH (Prevention of Sexual Exploitation, Abuse and Harassment) frameworks. They acknowledge their role in setting a strong safeguarding culture from the top and ensuring the organisation maintains zero tolerance for any form of abuse. Directors will ensure the organisation maintains robust safeguarding policies, receives regular reports on safeguarding risks and incidents, and reviews safeguarding as a standing governance agenda item.

## **RELATED DOCUMENTS**

This Code of Conduct relates to all of LiteHaus International's policies, guidelines and statements.