



# LiteHaus

DIGITAL LEARNING - INSPIRING MINDS

INTERNATIONAL



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## Code of Conduct: Board of LiteHaus International

### Purpose

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

### Background

LiteHaus International Inc. became an incorporated association, registered with the Queensland Office of Fair Trading on 9<sup>th</sup> February 2018, having acted as an unincorporated association known as LiteHaus Foundation since 16<sup>th</sup> September 2017. LiteHaus International Inc. (herein referred to as LiteHaus International) was established to globally contribute to the removal of obstacles encountered in the pursuit of quality and relevant education, ultimately enabling individuals to reach their full potential.

On the 8<sup>th</sup> May 2019, LiteHaus International become officially registered as an Australian charity with DGR-status with the Australian Charities and Not-for-profits Commission. LiteHaus International is governed by the stipulations of its Constitution and operates in accordance to its Standard Operating Manual, formally adopted as a live document in January 2019.

This Code of Conduct has been developed with reference to the Queensland Office of Fair Trading's Guidelines for Developing and Implementing a Code of Conduct and other relevant legislation and public policy.

### 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.

### Code of Conduct

#### 1. Governance of Incorporated Association

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

#### 2. Compliance with laws and policy directives

The directors of LiteHaus International are responsible for ensuring that the activities of the incorporated association comply with the relevant legal framework, particularly the Constitution, and the Associations Incorporation Act 1981, as well as all lawful requirements and requests of the Queensland Office of Fair Trading. Directors are also responsible for ensuring that the activities conducted within Queensland, interstate or overseas are strict compliant with all laws of the relevant jurisdiction.

#### 3. 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 incorporated

association. Further, directors, when travelling abroad for the purposes of project implementation, must observe all cultural sensitivity principles, directives and advice outlined in the respective country's LiteHaus International Cultural Sensitivity Program.

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

**a) Uphold personal and professional behaviour**

Directors are expected to:

- a. treat fellow directors, guests at board meetings, all stakeholders of the incorporated association and members of the public with courtesy and respect; and
- b. be appropriate in their relationships with all 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 incorporated association'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 in regards to matters discussed during board meetings; and
- f. comply with legislative and/or policy obligations to report employee criminal charges and convictions.

**b) Demonstrate leadership and a commitment to excellence**

Directors are expected to:

- a. deliver services fairly, courteously, effectively, and ensure that the incorporated association uses all resources efficiently and economically, remembering that the charitable nature of much of the incorporated association adds further ethical obligations for diligent distribution; and
- 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 incorporated association; and
- c. treat complaints and concerns from stakeholders and members of the public domains in which the incorporated association conducts its activities seriously and respond to constructive feedback; and
- d. actively consider areas for improving the performance of the incorporated association and strive for perfection in performance across all of the incorporated association's activities and operations.

**c) 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 incorporated association 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.

**4. Efficient and responsible financial management**

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

## **5. 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 incorporated association. Directors should not make public or media comments on behalf of the incorporated association 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 incorporated association.

Directors acknowledge that confidential information received in the course of the exercise of their duties remains the property of the incorporated association 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.

## **6. Gifts and benefits**

Other than in the context of receiving donations for the incorporated association, 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 incorporated association should be declared to the Trustee board. Any in-kind gifts received by project implementation personnel abroad remains the property of LiteHaus International until the board and Project Lead can deliberate on potential distribution.

## **7. Conflicts of interest and related party transactions**

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 Inc. 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 Inc. 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 incorporated association 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.

## **Related policies**

- LiteHaus International – Standard Operating Manual
- LiteHaus International – Child Protection Policy
- LiteHaus International – Cultural Sensitivity Program (Papua New Guinea)