

THE CENTRAL REMEDIAL CLINIC

DIRECTORS CODE OF CONDUCT

The Code of Conduct for Directors outlines the standards of behaviour expected of all Directors and is an agreement between each individual Director and the CRC. The Directors will also adhere to the CRC Code of Standards and Behaviour Document.

The Code of Conduct for Directors, which is approved by the Board annually, also seeks to establish the principles of integrity, accountability, and transparency and to put these principles into practice. The broader principles set out throughout the Director's Handbook also apply to the Directors and are hereby incorporated by reference into this Code of Conduct.

8.2.1 Values & Principles

The mission statement of CRC states:

Working together to make a positive difference to the lives of people with disabilities, their families, and carers.

8.2.1.1 Accountability

As a member of the Board, I will ensure that CRC has policies and procedures in place to operate in a responsible and accountable manner. I will endeavour to ascertain that the accounts and activities of CRC can stand the test of scrutiny by members of the public, the media, beneficiaries, stakeholders, and regulatory authorities.

8.2.1.2 Transparency

CRC will strive to promote an atmosphere of openness throughout the Company to promote confidence to members of the public, staff, beneficiaries, and regulators.

In addition to the above I agree to the following:

8.2.2 Law and CRC Policies & Procedures

- In my role as Director, I will not break the law or contravene any relevant regulations and I will abide by the policies and procedures of CRC.

8.2.3 Conflicts of Interest and /or Loyalty

- I will always act in the best interests of CRC and will declare any conflict of interest or loyalty and any circumstance as may be viewed by others as conflicting as soon as it arises.
- Unless the Board decides otherwise, I will leave the room during discussions on matters where such a conflict has arisen and have no part in decisions made.
- I will observe CRC policies in my relationships with fellow Directors,

staff, beneficiaries, or anyone I come into contact within my role as Director.

8.2.4 Guardian of the reputation of the CRC

- I will not speak as a Director to the media or any public forum without the prior knowledge and approval of the Chairperson or the CEO.
- When I am asked to represent CRC, any comments I make will reflect current policy even where I do not agree with it.
- When speaking as a private citizen I will aim to uphold the reputation of the CRC and those who work and volunteer for it.
- I will respect CRC, Board, and individual confidentiality.

8.2.5 Personal gain

- I will not personally gain from my role as a Director, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to agreed policy.
- I will not accept gifts or hospitality without the consent of the Board.
- I will use CRC resources responsibly, and only when authorised in accordance with procedure.

8.2.6 As a member of the Board

- I will embody the principles of good governance in all my actions and strive to live up to the trust placed in me by CRC.
- I will abide by governance procedures and strive to attend all Board meetings.
- I will endeavour to absorb agenda items sent to me in good time and be prepared to contribute my opinions during meetings.
- I will honour the authority of the Chairperson, maintain a respectful attitude to the opinions of others and accept a majority vote.
- I will maintain confidentiality unless authorised to speak outside meetings.

8.2.7 Enhancing governance

- I will participate in appropriate induction, training, and development activities.
- I will support the CEO in their executive role and the Chairperson in their leadership role.

8.2.8 Resignation from the Board

I understand that any substantial breach of this Code may result in my removal from the Board of CRC. Should I wish to resign, I will inform the Chairperson in writing, stating my reasons and I will participate in an exit interview if necessary.

8.2.9 Independent Professional Advice

I acknowledge that I am aware of the policy, which exists to regulate the taking of independent professional advice by Directors, if necessary, in furtherance of their duties and which is detailed at section 4.1.11 of the Director’s Handbook.

This Code of Conduct must be signed by each new Director of the Company upon taking office and annually for all Directors.

I understand that this Code of Conduct constitutes a binding agreement and I agree to be bound by its terms.

Director

Date

