

Code of Conduct

For Directors, Members of Board Committees and
Divisional Councils of Occupational Therapy Australia

March 2019

PREAMBLE

The Board of Occupational Therapy Australia (OTA) has determined standards of conduct required of its Directors and the various Board Committees and its Divisional Councils.

These standards are based on OTA's values and the legal and regulatory requirements set by key Government and regulatory agencies.

This Code of Conduct acknowledges the requirements and standards of the regulatory regime set by The Australian Securities and Investment Commission (ASIC), to which all Directors of Occupational Therapy Australia are registered.

This Code of conduct seeks to build on the ASIC requirements of Directors by clearly defining the standards of conduct of Directors and members on OTA's Board committees and Divisional Councils at all times and in the conduct of all business relating to the Governance of the profession through Board activities.

This Code of Conduct also acknowledges the objects of the profession, as identified in the current constitution and the code of ethics of Occupational Therapy Australia. In this way the legislative and regulatory requirements of Directors are balanced by the professional and ethical requirements of occupational therapy.

This Code of Conduct respects OTA's values:

- **Respect** for our members, our staff, the profession, our communities
- **Unity** in purpose
- **Excellence** in research, practice and performance
- **Integrity** and expect ethical behaviour
- **Collaboration** to achieve success
- **Accountability** for behaviour, performance and outcomes

CODE OF CONDUCT

1. DISCLOSURE OF INTEREST

Directors, members of Board Committees and Divisional Councils:

- As per the OTA Board Policy – “Declaration of Interest”, Directors shall disclose any actual or potential conflict of interest that may arise in the conduct of their duties as a Director, or member of a Board Committee or Divisional Council.
- Shall absent themselves from consideration of such issues they have disclosed as having an actual or potential conflict of interest, if this is considered appropriate by the Chair of the relevant committee.

2. LEGAL OBLIGATIONS

Directors:

- Shall acquaint themselves with their legal responsibilities and obligations as Directors.

Directors, members of Board Committees and Divisional Councils:

- Shall act within the law at all times.

3. HONESTY AND INTEGRITY

Directors, members of Board Committees and Divisional Councils:

- Shall act honestly, in good faith and in the best interests of the members and organisation as a whole.

- Shall adhere to the truth at all times and not mislead directly or indirectly, nor make false statements, nor mislead by omission.
- Shall not make promises or commitments that OTA does not intend, or is unable to honour.
- Shall perform their duties to the best of their abilities with care competence and efficiency.
- Shall endeavour to maintain and improve their knowledge and skills as a Director, member of a Board Committees or Divisional Council.
- Shall acknowledge and respect the skills and experience of fellow Directors, committee and council members.

4. CONFIDENTIALITY OF INFORMATION

Directors:

- Shall not use confidential information relating to Board matters for any other purpose, without specific authority of the Board (or its delegate).
- Shall not disclose information received in the course of Board duties - such information remains the property of OTA or the organisation from which it was obtained and it would be deemed to be improper to disclose it, or allow it to be disclosed, unless the disclosure has been authorised by the Board or the organisation or person from whom the information is provided, or is required by law.
- May, with the express agreement of the Board, share information, with Members and Division Councils.

Members of Board Committees

- Shall not use information relating to Board Committees for any other purpose, without specific authority of the Board

5. GENERAL

Directors, members of Board Committees and Divisional Councils:

- Shall lead by example in upholding the Values of OTA.
- Have an obligation to be independent in judgment and actions in relation to issues considered by the Board, Board Committee or Divisional Council of Occupational Therapy Australia.
- Shall recognise that the primary responsibility is to OTA members as a whole, but should, where appropriate, have regard for the interests of all stakeholders of OTA.
- Shall not take improper advantage of the position of Director.
- Shall not engage in conduct likely to bring discredit on the organisation.
- Shall treat fellow Directors / Committee / Divisional council members and employees with respect, dignity, courtesy, and honesty.
- Have an obligation to attend all Board / Committee meetings, on which they sit, except when prevented by unforeseeable events.
- Have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this code.

6. BREACH OF THIS CODE

In the opinion of the Board, a Director or member of a Board Committee or Divisional Council who is deemed to have breached this code, may be subject to either or both of the following, depending on the seriousness of the breach:

- Counselling on appropriate conduct.
- Suspension and/or removal (resignation) of the Director from membership of the Board and / or any committee of which they are a member.
- In the event that removal is the course of action required of a Director, as determined by the Board, and the Director refuses to vacate their seat, the Board may put a motion at the next AGM to seek their removal.

BIBLIOGRAPHY

1. Code of Ethics Occupational Therapy Australia, 2014.
2. Code of Conduct, Australian Institute of Company Directors, 2005.

Occupational
Therapy AUSTRALIA



6/340 Gore Street
Fitzroy, Victoria 3065

Ph +61 3 9415 2900

www.otaus.com.au