

Code of Conduct for Board Members

Version: v2025.1

Approved by Board: 10 / 09 / 2025

Last reviewed: 7 September 2025

Next review: September 2026

1. Purpose

This Code sets clear standards of behaviour and accountability for all members of the Board of Spence Club Inc. (Spence Club). It supports our Constitution/Rules of Association and helps safeguard our culture, reputation and members.

2. Scope

Applies to all elected and co-opted Board members and Board observers when acting in a Board capacity, including at meetings, events, working groups and online spaces administered by Spence Club.

3. Our values

We commit to:

- Uplifting and championing women in South Australia.
- Advancing gender equity and inclusion.
- Role-modelling professionalism and integrity.
- Acting with boldness, kindness and respect.
- Building a connected, supportive community.

4. Behavioural expectations

Board members will:

- Act in the best interests of Spence Club and its members at all times.
- Treat others with respect; listen, challenge ideas constructively and value diversity of backgrounds and perspectives.
- Prepare for, attend and actively participate in Board, strategy and AGM meetings.
- Respond to emails and actions in a timely manner (generally within 5 business days) and meet agreed deadlines.
- Support collective decisions once made, speaking with one voice externally.
- Escalate concerns early and resolve differences professionally.
- Use Spence Club resources responsibly and for authorised purposes only.
- Maintain confidentiality and act ethically

5. Legal and governance obligations

Board members will:

- Comply with the Constitution/Rules of Association and all relevant policies, and with applicable laws including the Associations Incorporation Act 1985 (SA).
- Exercise the care, diligence and good faith expected of officers of an incorporated association, including keeping adequate records and maintaining proper financial controls.
- Maintain appropriate confidentiality and privacy in handling member and partner information.

6. Conflicts of interest (COI)

Our decisions must be made free from improper influence.


6.1 What to declare

Any actual, potential or perceived conflict, including personal, professional, financial or family interests; gifts and hospitality above a nominal value.

6.2 How we manage COI

- Register: At induction each Board member submits a COI declaration for the Register maintained by the Secretary (or Governance Lead) and updates it whenever circumstances change.
- Meeting standing item: The Chair calls for COIs at the start of each meeting. Members disclose relevant interests for the agenda items.
- Recusal: Where a COI exists, the conflicted member does not receive papers for that item, leaves the discussion and does not vote. The minutes record the disclosure and the recusal.
- Gifts & hospitality: Do not accept benefits that might reasonably be seen to influence a decision. As a guide, declare and seek approval for any gift or hospitality valued at \$100 or more.
- Transparency: Material support or sponsorships must be disclosed and managed in line with this section and the Fundraising/Sponsorship policy (if applicable).

7. Confidentiality and information handling

- Do not disclose Board papers, discussions or decisions outside authorised channels unless the Board has agreed to communicate them.
 - Use only the approved systems (e.g. Spence Club SharePoint/Office 365) for storing and sharing Board information. Do not forward documents to personal or third-party platforms without Board approval.
 - Protect member and partner information; access and use it only for legitimate Spence Club purposes.
 - If information is shared in confidence by a member, guest or partner, seek consent before sharing and observe any confidentiality undertakings.
 - Report any suspected data breach or loss of information immediately to the Secretary (or Governance Lead).
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8. Communications and media (including social media)

- Only the President (or delegate authorised by the President) may speak publicly on behalf of Spence Club.
- Board members may share Spence Club activities on personal channels positively and respectfully, but must not:
 - present personal views as official positions;
 - pre-empt Board announcements;
 - disclose confidential information or sensitive internal discussions.
- Refer media enquiries to the President.
- Use Spence Club brand assets in line with the Style Guide (if applicable).

9. Attendance and participation

- Meetings: Attend at least 75% of scheduled Board meetings across a Board year.
- Apologies: If you cannot attend, email your apology to the Secretary's inbox before the meeting; the Secretary records attendance and apologies in the minutes and the Board register.
- Events: Attend a reasonable share of member events (5 per year) or contribute equivalent support (e.g. sponsorships, hosting, or committee work).
- Non-attendance: Two consecutive absences, or attendance below the guideline, may trigger a discussion with the Chair and, where appropriate, action under the breach process.

10. Conduct of meetings and decision-making

- Arrive prepared; read papers in advance.
- Seek clarity, ask questions and challenge respectfully.
- Declare interests; follow the Chair's directions on discussion and voting.
- Decisions are recorded in the minutes, with actions assigned and tracked.
- Once a decision is made, Board members support it publicly and implement it promptly.

11. Use of resources and expenses

- Use funds and assets prudently and for approved purposes.
- Seek pre-approval for expenditure where required and submit receipts promptly in line with the Finance/Expenses procedure.
- Do not use Board information or position for personal or third-party gain.

12. Health, safety and wellbeing

- Contribute to safe, inclusive events and meetings.
- Call out disrespectful behaviour; report safety concerns to the President or Secretary.

13. Raising concerns and breach process

We aim for a fair, timely and confidential process that upholds natural justice.

13.1 How to raise a concern

Raise concerns with the Chair/President or Secretary (or Governance Lead). If the concern involves one of these roles, raise it with another office-bearer.

13.2 Initial triage

The Chair/Secretary conducts an initial assessment (scope, risk, urgency) and may seek informal resolution where appropriate.


13.3 Formal process (where needed)

1. Notice: The Board member is informed of the concern, provided relevant details and invited to respond in writing.
2. Review: A small panel (Chair, Secretary and one independent Board member, or a delegated subcommittee) considers the matter.
3. Right of reply: The member may provide information and meet with the panel.
4. Determination: The panel recommends an outcome to the Board (excluding conflicted members).
5. Outcomes: May include coaching, expectations letter, written warning, removal from office/Board in line with the Constitution, or other proportionate actions.
6. Record-keeping: Outcomes and reasons are minuted confidentially and stored on SharePoint.
7. Appeal: A request for reconsideration may be made to the President (or an alternate independent Board member) within 14 days where new information is available.

14. Induction and ongoing development

- New Board members receive an Induction Pack (Code, Constitution/Rules, role descriptions, contact list, meeting calendar, policies and key documents) and a Board buddy/mentor.
- The first meeting includes a review of this Code and the COI Register.
- Board members undertake reasonable development relevant to their role.

15. Review and version control

- This Code is reviewed annually or as required by changes to law or practice.
 - The Secretary maintains version control and ensures the current Code is published on SharePoint and referenced in Board induction materials.
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16. Acknowledgement

Each Board member must read this Code and sign the Board Member Agreement – Code of Conduct Acknowledgement (Appendix A) before taking up their role.

Important: This Code provides guidance and does not constitute legal advice. Where needed, seek advice specific to Spence Club Inc.

Appendix A – Board Member Agreement: Code of Conduct Acknowledgement

Spence Club Inc.

Board Member Agreement – Code of Conduct

I, _____ (full name), acknowledge that I have received, read and understood the Spence Club Inc. Code of Conduct for Board Members (v2025.1) and agree to comply with it while serving as a Board member.

I understand that a breach of the Code may result in action consistent with the Constitution/Rules of Association and the Breach Process set out in the Code.

Role/Office: _____

Email: _____

Phone: _____

Signature: _____

Date: ____ / ____ / 2025

Place: _____

For Spence Club Inc. (witnessed by):

Name: _____

Role: _____

Signature: _____

Date: ____ / ____ / 2025