

QF 5009.02: DIRECTOR CODE OF CONDUCT

Members of our Board are expected to fulfil the following requirements:

1. You are individually responsible to:
 - a. Actively contribute to all aspects of the Board's role and functions as stated in the Board Charter; and
 - b. Act consistently with Endeavour's Values Statement.
2. As a minimum, you are to become familiar with and strive to fulfil the following legal and fiduciary duties of directors including:
 - a. The duty of care and diligence;
 - b. The duty to exercise powers in good faith in the interest of the company as a whole and for a proper purpose; and
 - c. The duty not to misuse information or position.
3. You must avoid all conflicts of interest (including Conflicts of Interest and Duty and Conflicts of Duty and Duty) according to the Board's Conflict of Interest Management Policy.
4. You are to be mindful of protecting the interests of Endeavour as a whole through respecting the confidentiality of all Board discussions, except only if expressly permitted or requested by the Board to discuss the matter externally and then only strictly in accordance with the Board's directions.
5. Directors make contact with the company's staff through formal meetings and opportunities provided to the Board or its Committees and otherwise only through the CEO or in accordance with protocols otherwise approved by the Board.
6. Board members strive to help build a strong culture within the Board and between Board and Management based on the importance of openness, honesty, fostering trust and mutual respect and taking individual responsibility for the role and functions of Board members.
7. Board members strive to ensure that Board meeting time is spent only on matters which are either clearly within the scope of matters which are reserved for the Board or are material within the company's context.
8. Each Board member is expected to comply with the Board's minimum director contribution expectations, namely:
 - a. Have an affinity with the disability sector in Queensland;
 - b. Attendance at a minimum of 75% of Board and Committee meetings (including specially scheduled meetings for strategy and business planning);
 - c. Completion of all scheduled Board skills training or professional development (except in extenuating circumstances only);
 - d. Active participation in and contribution to discussions at Board meetings;
 - e. Striving to ensure that Board meeting time is spent only on matters which are either matters within the Board's Statement of Matters Reserved to the Board or involve material risks (actual or potential) to the Company; and
 - f. Visit one service delivery location every six months.

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9. Protocols for members of the Board of Directors when visiting Endeavour Services:
- a. Board members shall arrange visits to services through the Chief Executive Officer.
 - b. During visits, Directors shall comply with all relevant Endeavour Foundation policies and procedures.
 - c. Directors shall at all times respect the dignity and right to privacy and confidentiality of service users/residents.

DOCUMENTATION

Procedures:

- Conflict of Interest Procedure (QP 5005)

Policies:

- Conflict of Interest Policy (QD 5005)

Forms:

- Conflict of Interest Declaration Form (QF 5005.01)
- Endeavour Foundation Board Charter (QF 5009.01)