



Aboriginal Housing Victoria

Code of Conduct for Board Directors

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1 Introduction

1.1 Purpose of the Code

This Code of Conduct (Code) applies to Company Directors of Aboriginal Housing Victoria Limited (AHV). It establishes the expectations of conduct and behaviour of Company Directors in general, and specifically in relation to legal duties associated with performing their role. The Code also outlines expected standards of behaviour for Company Directors for conduct outside their role as an AHV Company Director where the conduct may impact on AHV's reputation.

This Code should be considered and applied in accordance with the detailed legal, financial and cultural obligations outlined in AHV's Constitution, *Strategic Plan Towards 2035*, Governance Policy, Board Charter and other legislative and governance instruments, as relevant.

1.2 AHV Board

AHV's Company Directors provide strategic leadership, guidance and authority to support the effective design and delivery of a broad range of AHV's business activities. The Board comprises Company Directors with extensive and proven skills and expertise in the areas of strategic planning, business and change management, governance, property development, asset management, finance and law.

The Board comprises a majority of Aboriginal Company Directors. Together with significant business skills and expertise, Aboriginal Directors contribute essential cultural and contemporary knowledge of, and connection with Aboriginal¹ peoples and communities in Victoria, including the continuing adverse impact of colonisation on housing and other health and socioeconomic outcomes for Aboriginal Victorians.

2 Duties

2.1 General Duties of Company Directors

All Company Directors must comply with general standards of conduct and behaviour, consistent with:

- the Australian Charities and Not-for-Profit Commission (ACNC) governance standards as outlined on their website, [here](#);
- the Victorian Housing Registrar's [Performance Standards](#);
- AHV's Cultural Statement and values as outlined on the AHV website [here](#); and
- the AHV Constitution, Board Charter and Governance policy.

¹ Throughout this document the term "Aboriginal" is used to refer to both Aboriginal and Torres Strait Islander people.

2.2 Legal duties and responsibilities of Company Directors

AHV's Company Directors have duties and responsibilities under the ACNC Governance Standards, Housing Registrar's Performance Standards and common law duties that derive from their directorship.

Under ACNC Governance Standard 5, Company Directors must:

- act with reasonable care and diligence;
- act honestly and fairly in the best interests of AHV and for its charitable purposes;
- not misuse their position or information they gain as a Company Director;
- disclose conflicts of interest;
- ensure that the financial affairs of AHV are managed responsibly; and
- not allow AHV to operate while it is insolvent.

Under the Housing Registrar's Governance Performance Standard, Company Directors must ensure that AHV is well-governed to support the aims and intended outcomes of its business, specifically in relation to the following:

- Ensuring coherent and robust strategic, operational, financial and risk planning;
- Ensuring effective, transparent and accountable arrangements and controls are in place for decision making to give effect to strategic, operational, financial and risk plans;
- Complying with legal requirements and relevant government policies;
- Ensuring that the Board has members with appropriate expertise or that such is available to the Board.

Company Directors must also demonstrate an understanding of:

- AHV's obligations relating to the privacy of personal information under the *Privacy Act 1988 (Cth)*. These include the collection, use, retention and disclosure of personal information;
- the Victorian Child Safe Standards and the principles for the wellbeing of children as contained in the *Child Wellbeing and Safety Act 2005 (Vic)*. This includes the principle that those who develop and provide services should give the highest priority to the promotion and protection of a child's safety, health, development, education and wellbeing;

- state legislation regarding unlawful discrimination and harassment (*Equal Opportunity Act 2010*, *Racial and Religious Tolerance Act 2001*) and federal legislation (*Sex Discrimination Act 1984*; *Racial Discrimination Act 1975*; *Disability Discrimination Act 1992*; *Age Discrimination Act 2004*; and the *Human Rights and Equal Opportunity Commission Act 1986*);
- the *Occupational Health and Safety Act 2004 (Vic)* including unlawful use of bullying and harassment in the workplace;
- the *Sex Discrimination and Fair Work (Respect at Work) Amendment Act 2021 (Cth)* that expands the anti-bullying jurisdiction of the Fair Work Commission to make orders to stop sexual harassment at work; and
- AHV's obligation as an employer including under the *Fair Work Act 2009 (Cth)*, *Superannuation Guarantee (Administration) Act 1992 (Cth)*, any relevant Modern Award or enterprise agreement, and all relevant Commonwealth and State laws relating to employee payments and taxation, and
- Relevant AHV policies including Privacy policy; Occupational Health and Safety policy and an Equal Opportunity; Inclusion and Anti-Bullying policy.

3 Company Director conduct

3.1 Board decision making

The Board generally operates by consensus but where consensus cannot be reached, decisions are made using the voting provisions of the Constitution. All views are respected and considered within the spirit of AHV's values and principles. All Company Directors are expected to contribute to the effective and timely deliberation of issues and decision making.

Company Directors have a duty of care and diligence in all decision making and must:

- make decisions in good faith for a proper purpose;
- regularly attend and actively participate in Board meetings;
- understand the business of AHV and the role of the Board;
- take reasonable steps to seek and consider all relevant information;
- base their decisions on the best information available at the time, and seek further information if necessary; and
- accept responsibility for their actions and decisions.

3.2 Behavioural expectations

Company Directors demonstrate leadership by actively implementing and promoting AHV values. This includes:

- treating other Company Directors, AHV staff, clients and other stakeholders with dignity, fairness, objectivity, courtesy and respect; and
- maintaining zero tolerance for any form of discrimination, harassment, bullying or other forms of violence.

AHV's reputation is its most valuable asset, and Company Directors must act to enhance, protect and maintain the reputation, by:

- behaving with honesty, integrity fairness, and propriety at all times;
- never using their position to gain an advantage for themselves or someone else or to the detriment of AHV;
- never using information accessed in the course of their duties, to gain an advantage for themselves or someone else to the detriment of AHV;
- maintaining confidentiality of information gained as a Company Director;
- being aware of and complying with relevant AHV policies including Governance; Equal Opportunity, Inclusion and Anti-Bullying; Occupational Health and Safety (OHS) and Wellbeing; Privacy; Child Safety and Wellbeing; and IT Security;
- recognising laws, policies and cultural and community standards that promote tolerance and diversity and acting in a manner consistent with these laws, policies and standards;
- taking care to avoid misrepresenting Company Directors' personal views as official comment from AHV; and
- positively promoting AHV, its Board of Directors, Company Directors, Executive Directors or employees, and avoiding any overt public criticism.

3.3 Media and AHV representation

Company Directors must not speak or write to the media about a particular AHV Board or related matter, unless they are authorised to do so by the Chair.

Company Directors may only disclose public information that is normally available to members of the public and must only disclose other official information or documents, when:

- proper authority has been given by the Chair, or approval by the Alternate Chair in the case of disclosure by the Chair;
- required or authorised to do so by law; or
- called to give evidence in court.

Requests for comment from the media are to be referred to the AHV Chair or Chief Executive Officer (CEO), consistent with the AHV Governance policy.

4 Other conduct obligations

4.1 Social media

In accordance with the AHV Information Technology policy, Company Directors must ensure that their use of social media, including personal social media accounts, minimises the exposure of AHV and other Company Directors to legal and reputational risk. Social media posts by Company Directors must be respectful, fair, open-minded, and accurate, at all times.

4.2 Misuse of position

Company Directors must not intentionally misuse their position to gain or attempt to gain, directly or indirectly, an advantage for themselves or for any other person. Similarly, they must not direct or improperly influence, or seek to direct or improperly influence, a member of AHV staff.

4.3 Gifts and benefits

Company Directors must not accept gifts or benefits (financial or otherwise) if it could be regarded as likely to:

- cause them to perform their role in a particular way;
- provide some return benefit;
- cause them to breach any AHV governing document or policy instrument, governance standard, law, or regulation;
- compromise the impartiality and/or integrity of that person's or the Board's decision-making processes; or
- cause harm to AHV or AHV's reputation in any way.

4.4 Conflicts of interest

As a not-for-profit, Aboriginal community-controlled organisation, AHV must be impartial and fair in all dealings with clients, renters, community members, other key stakeholders and the general

public. Their trust, confidence and support are necessary if AHV is to achieve its goals and objectives. A conflict of interest arises in circumstances where an individual's personal interests conflict with their responsibility to act in the best interest of AHV.

Company Directors must therefore declare, manage and record conflicts of interest in strict accordance with the AHV Governance policy.

4.5 Child safety and wellbeing

Company Directors who engage with children while performing their role for AHV must comply with the requirements of AHV's Child Safe and Wellbeing policy and the Victorian Child Safe Standards at all times.

This includes an obligation to:

- establish and maintain a child-safe environment in the course of their work;
- treat children and young people with respect and value their lives and opinions;
- act as a positive role model in their conduct with children and young people;
- promote the cultural safety, participation and empowerment of Aboriginal children;
- only enter and remain in AHV rented properties when the renter or the renter's adult representative is present;
- ensure that if they are required to perform any functions in the presence of a child, that at least one other adult is also present. There is no reason for Company Directors to be alone with children in order to perform their role, as AHV does not deliver specific services to children;
- comply with AHV policies relating to physical contact with children. There should be no need for Company Directors to engage in any form of physical contact with children in order for them to perform their duties; and
- respect the privacy of children, their families and carers and only disclose information in accordance with AHV's Privacy policy.

4.6 Confidential information and privacy

Company Directors must not disclose any confidential business information or information of a personal nature gained during the course of their duties at AHV. Member, renter, client and employee personal information must be respected and treated in accordance with privacy laws and cultural sensitivities.

Company Directors have access to AHV information as necessary for them to effectively perform

their duties. They must remain impartial and not use confidential information to gain advantage for themselves or any other person. Unless otherwise indicated by the Chair, information discussed at meetings of Company Directors is confidential (except to the extent that the information is already publicly available).

5 Unacceptable external behaviour or conduct

Company Directors must:

- recognise the importance of maintaining public confidence and Aboriginal community confidence and the integrity of AHV and the services it provides. They therefore have a duty to immediately disclose to the AHV Chair or CEO, any behaviour or action that may negatively impact on their personal or professional conduct or standing (and therefore potentially harm or diminish AHV's reputation);
- not be declared bankrupt or make any arrangement or composition with their creditors;
- not be disqualified from acting as a Board Member or Director or engage in activity that may cast doubt on their ability to perform their duties; and
- act in accordance with AHV's Governance, and Public Interest Disclosure policies.

6 Breaches of the Code

Company Directors must report suspected illegal activity, breaches of this Code or any AHV policy or policy instruments or acts of misconduct by other Company Directors to the Chair, CEO, or Company Secretary.

Any allegations of illegal behaviour, breaches of this Code, breaches of duty, acts of misconduct, or activity which compromises AHV's reputation will be investigated and resolved in accordance with AHV's policy instruments. It is the role of the AHV Governance Committee to consider such matters and provide timely advice to the Board as required.

7 Policy log

Version	Approval date	Approved by	Changes	Review Date
1	2015	Board	Creation of Board Code of Conduct	November 2018
2	3 March 2022	Board	Focus on duty of care: health, safety and welfare of employees and other persons at work.	March 2025
3	25 September 2025	Board	Updating of terminology, formatting and legal compliance.	September 2028