



Authorised by Board on: 19 August 2020

Managing Director’s authorisation: *Patrick W Dae*

Effective date: 19 August 2020

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1. PURPOSE

To describe the behaviours expected by the FRDC of its directors and employees.

2. RESPONSIBILITY

Responsibility for this policy resides with the FRDC Board.

3. DEFINITIONS AND ACRONYMS

Definitions - follow link to [Definitions](#)

Acronyms – follow link to [Acronyms and Abbreviations](#)

4. RISK CATEGORY

Strategic	Operational	Financial	ICT	People
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

5. RELEVANT DOCUMENTATION

This section contains links to internally and externally facing documents – access to internally facing documents is restricted to FRDC employees.

Relevant documentation
Internal
Board governance policy
Credit Card policy
Employees policy
Information management policy
Procurement Policy
Public Interest Disclosure Policy
Privacy Policy
Quality Policy
Risk Policy
Security Policy
External
Australian Institute of Company Directors' code of conduct
Public Governance, Performance and Accountability Act 2013 (PGPA)
Primary Industries Research and Development Act 1989 (PIRD)
Department Finance Ethics and Probity In Procurement Principles

6. PUBLICATION

FRDC Website	Yes	Directors' website	Yes
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7. BACKGROUND

Directors and employees have developed and endorsed the following code of conduct as a cornerstone of the FRDC's corporate governance.

This code has been framed in light of:

1. division 3 – Officials of the [Public Governance, Performance and Accountability Act 2013 \(PGPA Act\)](#)
2. [Australian Institute of Company Directors' code of conduct](#)
3. other contemporary guidelines for good corporate governance.

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8. POLICY

Policy

FRDC directors and staff members agree to:

1. embrace an ethical culture based on honesty, integrity, professionalism, transparency and trust
2. have respect for ourselves and others, including their rights, culture and heritage
3. inspire, encourage and support creativity and innovation in all aspects of our work
4. have due regard for our environmental, social and economic responsibilities
5. a quality ethic around continuous improvement
6. demonstrate high standards in managing probity principles

By signing Attachment 1, Board and staff agree to abide by this policy.

Consequences of failure to observe the code

Breach of this policy would jeopardise good corporate governance, possibly to a serious degree.

When unethical conduct is proved to have occurred, the FRDC will investigate the issue, document the incident, and, where necessary, take remedial action. In the case of an unintentional, less serious breach, remedial action may include a formal warning, counselling, re-training, or pay cut/demotion. For serious breaches, remedial action may include mediation, dismissal, or referral to the police or regulatory authorities. In its investigations of potential breaches, and any actions taken as a consequence of these investigations, the FRDC and its officers will adhere to the principles of natural justice.

9. IMPLEMENTATION

Implementation and training plan

Training must be provided to staff at a monthly staff meeting within three months of approval of the policy. For new staff members, training will be provided as part of the induction process.

A copy of the policy and associated documents will be provided to:

- a) Board members & any independent committee members via the Board portal;
- b) FRDC staff via the policy NEMO view;

Performance Review

- a) The effectiveness of this policy can be measured by the level of compliance with the Accountable Authority Instructions (AAIs), internal controls and procedures.

ATTACHMENTS

#	Description
1	The undertaking of the code of conduct

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Attachment 1 – The undertaking of the code of conduct

By directors/employees/contractors:	
1	In relation to the Fisheries Research and Development Corporation, I acknowledge my over-riding duty to act lawfully, loyally and carefully. In particular, I acknowledge: <ol style="list-style-type: none"> a) the requirement to act with honesty and integrity; and to exercise due care, diligence, and skill b) the requirement to use information appropriately; and the prohibition of improper use of inside information or position c) my duties established under common law, such as to: <ul style="list-style-type: none"> • act in good faith and in the best interests of the FRDC • act fairly and impartially • exercise powers for the purposes for which they were conferred • avoid unreasonably fettering the future exercise of directors' powers • avoid or declare significant interests that may conflict with the interests of the FRDC
2	I recognise that although my primary responsibility is to the FRDC, I should also have appropriate regard for: <ol style="list-style-type: none"> a) those who invest in the FRDC; and b) the interests of all stakeholders.
3	I acknowledge that confidential information received by me in the course of my duties remains the property of the entity from which it was obtained. I also acknowledge that it would be improper to disclose that information, or allow it to be disclosed, unless disclosure has been authorised by that entity, or the person from whom the information was provided, or is required by the law. I acknowledge that these obligations continue beyond my term of engagement.
4	I will not engage in conduct, either in my professional or private life, likely to bring discredit on the FRDC; including in the online environment.
5	I will respect the views and practices of people with whom I have contact on FRDC business, and treat those people with dignity and goodwill.
6	I will keep myself familiar with the policies of the FRDC and will comply unfailingly with those policies relating to ethical conduct.
7	I acknowledge that I will not solicit or, as a general rule, accept, even indirectly, any gift (other than promotional materials), loans, unusual or expensive hospitality, concessional travel or other thing of significant monetary value that could put my independence of judgement under pressure, appear as a conflict of interest, or compromise my relationship with the FRDC. Where my refusal of a gift or hospitality would cause offence, for example, where a gift is offered by someone from a different cultural background, I will accept it graciously and refer the matter later to the FRDC (who will maintain a register of gifts to ensure the receipt and disposal of gifts is conducted in an open and transparent manner).
8	I acknowledge my responsibility to report corrupt practice, breaches of the law and matters detrimental to the FRDC or its reputation.
9	I acknowledge my obligation, at all times, to comply with the spirit as well as the letter of the law and this code.
10	I acknowledge my responsibility to provide and maintain current details of any material personal interest which conflict - or may have the potential to conflict - with my duties at FRDC.

By Directors:	
11	I acknowledge my obligation to be independent in judgement and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

Code of Conduct acknowledgement by directors/employees/contractors		
Name	Signature	Date