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## MUSICA VIVA AUSTRALIA: Directors Code of Conduct<sup>1</sup>

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### PURPOSE

Musica Viva Australia (MVA) promotes adherence to an ethical value system and compliance with the law

A code of conduct cannot anticipate every possible situation. Where policies and procedures are unclear or prove insufficient in particular circumstances, we go back to 'first principles'. This means, consider the core ideas contained in both the Code and the values on which it is based.

### GUIDANCE NOTES

Guidance Notes on the Directors' Code of Conduct are provided to assist in interpretation of the Code. They do not form part of the formal code.

In reading the Code and the Guidance Notes, Directors bear in mind that their duties under the Code overlap. This is because, in practice, the behaviours and processes relevant to any one duty (eg. 'act with honesty and integrity') are also relevant to others (eg. 'Using your position appropriately').

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## DIRECTORS' CODE OF CONDUCT

As a director and member of the Board of MVA we:

1. Act with **honesty and integrity**.
  - Are open and transparent in our dealings;
  - use power responsibly;
  - do not place ourselves in a position of conflict of interest;
  - strive to earn and sustain public trust of a high level.
2. Act in **good faith in the best interests of MVA**
  - We are accountable for our actions;

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<sup>1</sup> MVA acknowledges the co-operation of the State Services Authority (SSA) of Victoria in drawing this Code of Conduct and the supporting guidelines for its Directors which are based on the SSA Code of Conduct and guidelines for Members of Boards of Public Entities.

- We accept responsibility for our decisions;
  - We do not engage in activities that may bring us or MVA into disrepute.
3. **Act fairly and impartially.**
- We avoid bias, discrimination, caprice or self-interest;
  - We demonstrate respect for others by acting in a professional and courteous manner.
4. **Use information appropriately.**
- We ensure that information gained as a director is only applied to proper purposes and is kept confidential.
5. **Use our position appropriately.**
- Do not use our position as a director to seek an undue/unfair advantage for ourselves, family members or associates, or to cause detriment to MVA;
  - We decline gifts or favours that may cast doubt on our ability to apply independent judgement as a Board member of MVA.
6. Act in a **financially responsible** manner.
- We understand financial reports, audit reports and other financial material that comes before the Board;
  - We actively inquire into this material.
7. Exercise **due care, diligence and skill.**
- We ascertain all relevant information;
  - We make reasonable enquiries;
  - We understand the financial, strategic and other implications of our decisions.
8. **Comply with the law.**
- We understand our obligations
  - We act within the powers and for the functions set out in MVA's legal obligations and its constitution.
9. Demonstrate **leadership and stewardship.**
- Promote and support MVA's values, vision and mission;
  - We act in accordance with the Directors' Code

### **Breach of duties**

Action taken against a Board member whose actions are not consistent with their duties under the Code of Conduct may range from a reprimand by the Chairman to a decision by the Board to request the Board member to resign.