

## eftpos Board Code of Conduct

This is the Code of Conduct (**Code**) adopted by the eftpos Board to guide the behaviours of Directors who sit on the Board from time to time.

### 1. Purpose

The purpose of this Code is to assist the Board not only to satisfy its statutory legal obligations to act in good faith, with appropriate skill, care and diligence (which is dealt with in more detail in the eftpos Directors Manual) but to encourage behaviours which:

- (a) enable Directors to work together effectively and constructively as a team;
- (b) encourage Directors to listen to and respect each other and the views expressed by fellow Directors; and
- (c) add value to eftpos through the quality of the Board's decision making process which is a function of the Board dynamic.

### Code

Directors are expected to adhere to the following behaviours in the discharge of their duties as a member of the eftpos Board:

1. act ethically and responsibly, with the highest standards of personal integrity and not knowingly participate in any illegal or unethical activity;
2. act honestly and transparently with fellow Directors;
3. be diligent, attend Board meetings, read Board papers and be knowledgeable about the matters for discussion at meetings. In addition, focus on discussions at the Board table and not be distracted by external communication;
4. act in the interests of eftpos as a whole, notwithstanding that this may conflict with the individual membership interests;
5. be independent with input to Board decisions and discussion, but agree to be bound by the consensus decision of the Board and to publicly support the decision of the Board, regardless of whether it is contrary to personally held views;
6. not make, comment, issue, authorise, offer or endorse any public criticism or statement of either eftpos or its management team that may affect prejudicial to the best interests of eftpos;
7. not release confidential information outside the Boardroom unless there is agreement of Directors to do so;
8. be able to disagree with others views without being disagreeable;
9. respect the individual and the contribution made and encourage views to be put on the table for discussion and evaluation;

10. respect the challenges management face, not only in the competitive market place, but in satisfying a broad membership interest. The Boardroom is a place for fearless discussion and expression of views but it should not to be used to unduly criticise either management, individual Directors or Members; and
11. The Chair is tasked with management of the affairs of the Board, at and between meetings, and is the primary contact with the Chief Executive as the sole employee of the Board. Matters of concern or sensitivity relating to Board business or management activities should be raised with the Chair if a Director feels the matter has not or may not be dealt with to their satisfaction at Board meetings or if they are unsure as to how to raise or deal with a matter.
12. Directors are also expected to:
  - (a) familiarise themselves with and act in compliance with the Company's anti-bribery and whistleblower policies when undertaking business activity in their capacity as a Director of the Company;
  - (b) identify and disclose any conflicts of interest that may arise and discuss with other Directors potential methods for addressing or resolving such conflicts of interest as may arise from time to time, which may include the Director absenting themselves or being excluded by the Chair from discussion or a vote on the matter giving rise to the conflict of interest.

## Code owner and administrator and review cycle

Code owner	Company Secretary
Code administrator	Company Secretary
Reviewed on	[1 August 2018]
Review cycle	24 months

## Approval

This policy was approved by the eftpos Board on [1 August 2018]

Resolution Number EB2017-22

Review date	Comment
21 May 2014	Approved by Board EB2014-17
26 July 2017	Revised and approved by Board EB2017-22
1 August 2018	Revised and approved by Board EB2018-27