



## **1. Background**

New Spring Church is seeking to support the Church and its members to heal, flourish and grow in sound Christian theology. To provide the space for this to occur the Governance Board is responsible for the management and direction of New Spring Church, seeking to bring into reality the objectives and values of the Church.

The New Spring Church Governance Board Code of Conduct applies equally to office- and non-officer bearing Board roles.

## **2. Purpose**

The purpose of the Governance Board, on behalf of the New Spring Church members, is manage the affairs of the Church and to ensure that legal, financial and practical responsibilities are met. The Governance Board is responsible for assisting New Spring Church in achieving its desired outcomes in an efficient and effective way which avoids unacceptable risks and consequences.

The Governance Board as a whole, and each Board Member individually, understand that the emphasis is on:

- Encouraging an outward vision
- Following appropriate and transparent decision-making processes
- Being fiscally responsible
- Regularly reviewing Governance Board performance
- Within reason, work to timelines that will progress objectives and achieve required outcomes
- Respecting the diverse viewpoints that each person brings, but governing as one Board
- Working as a collective decision-making mechanism, rather than individuals with individual interests.

## **3. Governance Board Code of Conduct**

The Governance Board will conduct itself, and respective Board Members will carry out their roles, in a manner that honours God and His Church. All Board Members will treat each person with kindness, honesty, integrity and respect, acknowledging that New Spring Church is a diverse and inclusive church. Accordingly:

- All Governance Board Members are subject to the requirements set out in the New Spring Church Incorporated Rules 2020, and specifically those relating to the Governance Board and its operations.
- Governance Board Members will represent New Spring Church in a manner that will not discredit New Spring Church, other Members of the Governance Board, or the Church community which they represent.
- Governance Board members will not take improper advantage of their position as a Board Member.
- Confidential information received by a Governance Board Member in the course of carrying out their Board duties must not be disclosed outside the Board, unless disclosure has been pre-authorised by the Board or should it be required by Law. This includes information about the internal operations of the New Spring Church and the Governance Board, as well as any confidential information about church attendees and volunteers.



- If a potential conflict of interest (refer Appendix A) arises, the primary duty to promote the purpose of the Governance Board overrides any conflicting personal interest and/or duty to another organisation.
- When the Governance Board is to decide upon an issue about which a Board Member has an unavoidable conflict of interest (refer Appendix A), that Board Member shall absent her/himself from the deliberation and vote without comment.
- Governance Board Members will avoid conflict of interest (refer Appendix A) with respect to their fiduciary responsibility to the Governance Board and New Spring Church.
- The Governance Board will impose upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respecting Board Member roles, and ensuring the continuity of governance capabilities.
- As decision-makers, Governance Board Members will ensure they are properly informed when making decisions and that any potential risks are first identified, assessed and properly managed as part of the decision-making process.
- Governance Board Members should take responsibility for proactively communicating any information required for Governance Board matters or information that would result in improvements to Board operations or that of the Church.
- Governance Board Members recognise and respect their duty of care to confidentiality, privacy and a relationship of mutual trust with each other.
- Each Member of the Governance Board must provide a current Working with Children's Check (WWCC - Western Australian) and National Police Clearance and ensure these are renewed and submitted to the Governance Board prior to the expiry date of each. The cost of the initial applications must be borne by the Board Member and can be recovered from the Church, provided the necessary supporting documentation is provided. Renewal applications will be for the Board Member's cost.

#### **4. Board Meetings**

As per the New Spring Church Constitution, the meeting dates scheduled for the following year will be forwarded to all Board Members following the Annual General Meeting and election of office bearers. On appointment to the Governance Board incoming member/s will be provided with an Induction Package comprised of:

- New Spring Church Constitution
- Governance Board Code of Conduct
- Most recent Annual Report
- Governance Calendar
- Profiles of fellow Governance Board Members.

The Governance Board Meeting Agenda and associated reports and/or documentation will be forwarded to Board Members for perusal 7 days prior to the next Board Member meeting.



Throughout the year the Governance Board will attend to agreed Agenda items and Governance Calendar items as expeditiously as possible.

The Governance Board will meet bi-monthly. There is scope at times for the Governance Board to meet monthly. If this occurs there will be capacity to join the meeting via video link.

Governance Board meetings will have an operational time of no longer than two hours unless there are exceptional circumstances.

## 5. Breaches of the Governance Board Code of Conduct

In the event of an alleged breach of the Governance Board Code of Conduct, the following principles will be applied:

1. The breach will be considered as an allegation that requires investigation.
2. The alleged breach will be kept confidential.
3. The Board Member implicated in the allegation will be informed, in writing, of the detail of the allegation; provided sufficient time, within reason, to prepare a response; and be given an opportunity to submit the response to the Governance Board before a decision is made.

In managing alleged poor conduct, the Governance Board is committed to balance the following competing needs:

1. The needs of the complainant to be heard.
2. The need for confidentiality, justice, restitution and closure.
3. The needs of New Spring Church and, if applicable, the wider community, for the investigation to deliver a finding and for the timely implementation of the recommendation/s from the investigation, if any.
4. The implicated Board Member's rights to procedural fairness, confidentiality and closure.



## Governance Board Member commitment:

- I have read this New Spring Church Governance Board Code of Conduct and agree to abide by it at all times.
- I acknowledge that it is my responsibility to first seek clarification should I not understand any of the content of the New Spring Church Governance Board Code of Conduct before signing this agreement.
- I understand that an alleged breach of the New Spring Church Governance Board Code of Conduct will be investigated and, if sustained, may result in the Governance Board implementing the actions outlined above. Further, I agree to abide by the outcome and decision/s of such an investigation.



Governance Board: Code of Conduct signatories

<b>Office</b>	<b>Office Bearer</b>	<b>Signature</b>
Chairperson	Rieki Rolle	
Deputy Chairperson		
Secretary	Luke Pullella	
Treasurer	Dedré van Tonder	



## **Appendix A: Conflict of Interest**

### **Definition**

A conflict of interest is where an employee or director has private interests that could improperly influence, or be seen to influence, their decisions or actions in the performance of their duties. The conflict arises between the private interests and the official or professional responsibilities of a person in a position of trust. Conflict of interest extends to include conflict between competing duties.

Conflicts may be actual, potential or perceived, or represent a conflict of duty:

- Actual conflict of interest

There is a real conflict between an employee or director's public duties and private interests.

- Potential conflict of interest

An employee or director has private interests that could conflict with their public duties. This refers to circumstances where it is foreseeable that a conflict may arise in future and steps should be taken now to mitigate that future risk.

- Perceived conflict of interest

The public or a third party could form the view that an employee or director's private interests could improperly influence their decisions or actions, now or in the future.

- Conflict of duty

Will arise when a person is required to fulfil two or more roles that may actually, potentially or be perceived to be in conflict with each other.

### **Public duties and private interests**

Public duties are the official tasks that you perform in your role as an employee or director. A private interest means anything that can influence an employee or director. Private interests may be direct or indirect, and financial or non-financial:

- Direct interests

Includes an employee or director's own personal, family, professional or business interests.

- Indirect interests

Includes the personal, family, professional or business interests of individuals or groups with whom the employee or director is, or was recently, closely associated.



- **Financial interests**

Involves an actual, potential or perceived financial gain or loss. Money does not need to change hands for an interest to be financial. People have a financial interest if they (or a relative, or a close associate) own property, hold shares, have a position in a company bidding for government work, receive benefits such as concessions, discounts, gifts or hospitality from a particular source related to the public sector organisation, or can benefit financially from a decision significantly influenced or made by the organisation.

- **Non-financial interests**

Arise from personal or family relationships, or involvement in sporting, social or cultural activities. They include any tendency toward favouritism or prejudice resulting from friendship, animosity, or other personal involvement with another person or group. If personal values are likely to impact on the proper performance of public duty, then these can also lead to a conflict of interest.