

## CODE OF CONDUCT

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### 1. Compliance

This Code of Conduct has been developed and agreed to by all Board Members of the Bay of Plenty District Health Board. The Code sets out key principles by which we wish to conduct ourselves.

In developing the Code, Board Members recognise the unique nature of the District Health Board, which falls between the disciplines and accountabilities expected of corporate Board Members, and the wider mandate of publicly accountable individuals. The principles in the Code endeavour to address potential differences in attitudes and behaviours of Board Members. We acknowledge that we are ultimately accountable for the successful performance of the District Health Board, and that our actions, both public and private, should support the decisions and activities of the organisation.

Some sections of the Code will be further supported in time by organisation policies - (e.g. Media Relations, Consultation)

### 2. Principles

#### **Fiduciary Responsibility**

Each of us has the duty to ensure that the District Health Board is properly governed. To meet this obligation, we will:

- act in good faith;
- act with honesty and integrity;
- exercise reasonable care, diligence and skill in our duties at all times;
- lay aside all private and personal interests in our decision-making.

### 3. Commitment

In accepting the position of Board Member we have made a commitment to undertake the work of the Board, and to commit the time required to acquit these responsibilities. We will make every effort to attend scheduled meetings, but recognise that there will be occasional conflicts which require the courtesy of notice.

- We agree to be diligent in preparing for and attending Board meetings.
- We will endeavour to be as informed and as knowledgeable as we can be, about the responsibilities of the District Health Board and the issues presented to us, in order to arrive at the best decisions possible.

### 4. Collective Responsibility

We recognise that there may be tension at times between the concepts of collective accountability of Board Members and individual accountability to the public of elected Members. Therefore we agree to the following principles:

- We will clearly express our views at Board meetings, and endeavour to achieve a particular decision and course of action. However, we accept that once a decision has been formally reached by the Board, this decision becomes the policy of the Board.
- We believe that it is inappropriate for a Board Member to undermine a decision of the Board, or to engage in any action or public debate which might frustrate its implementation.
- We will not attempt to re-litigate previous decisions at future meetings of the Board, unless the majority of Members agree to re-open the debate.
- We are mindful that our personal actions should not bring the Board into disrepute or cause a loss of confidence in the activities and decisions of the District Health Board.

## **5. Clarity of Roles**

We are responsible for the governance of the District Health Board, and delegate to the Chief Executive responsibility for implementing the decisions of the Board, and for providing us with free and frank advice to assist us in reaching high quality decisions.

- We agree that, for the purposes of accountability, clarity between the roles of governance and management is essential and we must not become involved with management's activities.
- We will endeavour to comment publicly only on policy and governance matters for which we are responsible, and to leave public comment on operational and management matters to the Chief Executive and Management according to the District Health Board's media policy.

## **6. Employment Relationship**

We recognise our role as the employer of the Chief Executive and indirectly of all staff within the District Health Board. We will exercise this employment responsibility professionally and responsibly. To that end:

- We will be supportive of employees of the District Health Board, and will not criticise employees nor the service provided by the District Health Board in public. Any concerns we might have will be raised with the Board and/or Chief Executive, as appropriate.
- We will exercise judgement and courtesy in respecting the protocol of communicating through the Chair and/or Chief Executive, (as appropriate), in raising matters with the Chief Executive and/or senior staff.
- We will not attempt to influence any employee of the District Health Board to present material in a particular way, such that it might affect the outcome of a decision to be made by the Board.
- We will exercise care in communicating privately with employees of the District Health Board, and will refer any staff with complaints or concerns back to the Chief Executive.

## **7. Complaints Procedures**

We appreciate our role as Board Members in providing a community voice to the activities of the District Health Board. Equally, however, we recognise that the organisation through the mandate of the Board will have processes in place to seek public consultation, prioritise resources, establish waiting lists and times, and respond to consumer complaints etc.

- We will advise residents / health consumers, who desire personal matters to be brought to the attention of the District Health Board, to follow the proper procedure for raising issues and registering complaints.
- We will not advocate on behalf of an individual beyond advising them of the complaints procedure and later checking that the matter has been addressed satisfactorily by the organisation. ('Satisfactorily' refers to the procedures followed by the organisation in addressing the matter, not necessarily whether the outcome is as the individual would wish.)
- We will not make commitments for Board related work or expenditure which have not been previously approved by the District Health Board, nor create any liability for the District Health Board beyond authorised delegations.

## **8. Legislative Compliance**

We are mindful that the position of Board Member brings with it an obligation to act at all times as a responsible member of society.

- We will be familiar with the New Zealand Acts and Regulations that govern our responsibilities as Board Members of the Bay of Plenty District Health Board, and will obey the law, be aware of and respect the processes of the law.
- We will comply with the health and safety policies and procedures operating within the sites and facilities owned by the District Health Board.

## **9. Confidentiality**

We recognise that we will receive information that is both public and private and that the release of information, and access to and handling of personal information, about any individual are governed by the Official Information Act 1982 and the Privacy Act 1993. In order to protect the organisation and ourselves from inappropriate use of information:

- We will make ourselves familiar with this legislation, and refer any requests for 'Official Information' to the Chief Executive.
- We will not disclose publicly any business discussed while the public is excluded from a meeting, and/or information for which good reason exists (under the terms of the Official Information Act) for it to be withheld from the public, unless the Board decides by resolution to make such information public.
- We accept that we may acquire information of a confidential nature, for example about health and disability providers and/or other local and national organisations. We agree not to use any such information for personal advantage, nor to disclose it to any other person unless first authorised by the Board.

## 10. Conflict of Interest

We note that the NZ Public Health and Disability Act sets out the definition and procedure for disclosure of Members' interests. This states that:

1. A Board Member who is '*interested in a transaction*' of the District Health Board must, as soon as practicable, disclose the nature of the interest to the Board.
2. The Board Member must not take part in any deliberation or decision of the Board relating to the transaction.
3. The disclosure must be recorded in the minutes and entered in a separate interests register.

*"interested in a transaction"* is defined within the NZHDA (Interpretation Section) as: *"if the Board Member:*

*(a) is a party to, or will derive a material financial benefit from, the transaction;*

*(b) has a material financial interest in another party to the transaction; or*

*(c) is a director, Member, officer, or trustee of another party to, or person who will or may derive a material financial benefit from, the transaction ....;or*

*(d) is the parent, child, or spouse (or de facto partner) of another party to, or person who will or may derive a material financial benefit from the transaction; or*

*(e) is otherwise directly or indirectly materially interested in the transaction.*

- We recognise that at times there may arise a 'perception of interest' which is a wider interpretation than that defined in the legislation. We agree that the appropriate procedure is to raise such matters of interest in the first instance with the Chair, who will determine an appropriate course of action.
- We agree that the Board may, where appropriate, decide that a Board Member who has declared an interest in matters to be discussed by the Board should leave the meeting room for the duration of discussion on such matters.
- We will not use our official position for personal gain, or solicit or accept gifts, rewards or benefits which might be perceived as inducements and which could compromise our integrity.
- We will exercise care and judgement in accepting any gifts, and advise the Chair and/or Board of any offer received.

## 11. Media and Public Comment

We recognise the freedom of Board Members to communicate with the media, but agree that we should do so in a manner consistent with the principles of the Code of Conduct. Primarily we seek to ensure that the Board can function successfully and make informed decisions in the best interests of the public.

- In accepting that we are each entitled to our own views, we agree to exercise care and judgement when commenting on unresolved policy or matters of public debate.

- In particular we will distinguish clearly to our audience whether we are speaking personally and communicating our own views, or whether we are speaking on behalf of the Board and conveying policy decisions taken by the Board.
- We may comment on matters relating to existing policy and practice which has been formally decided by the Board.
- We agree to refer the media to official spokespeople, where these have been appointed by the Board to respond to specific issues.
- We will refrain from acting in public in a manner that undermines other Board Members, and will not act for self promotion purposes at the expense of the image of the District Health Board itself.
- We agree that our individual activities and contribution to any public debate or discussion should be consistent with the objective of maintaining a non-partisan work environment for the Board.

## 12. Consultation

We note our legislative obligations to consult with the public in developing our District Strategic Plan, and are mindful that ‘consultation’ is a term with specific meaning that has been derived from case law. We also express a general philosophy and intention to engage with and welcome dialogue with the community.

- We will endeavour to keep an open mind during formal consultation with the public and be prepared to listen, to develop our understanding, and if appropriate to change our view.
- We will ensure that the consultation process provides the public with an effective opportunity to give their views.
- We will be respectful and attentive to Members of the public.
- We note that the judgement from the Court of Appeal decision in Wellington International Airport v Air New Zealand Limited outlines the Court’s view of consultation:

*“Consultation does not mean negotiation or agreement. It means setting out a proposal not finally decided upon, adequately informing a party of relevant information upon which the proposal is based, listening to what others have to say with an open mind (in that there is room to be persuaded against the proposal), undertaking that task in a genuine and not cosmetic manner, reaching a decision that may or may not alter the original proposal.”*