

# Director Code of Conduct

## Policy 1.

### GOVERNANCE AND LEADERSHIP

#### **Purpose:**

This Code of Conduct sets ethical standards for the Directors of Wentworth Healthcare Limited (“WHL”). WHL has an Employee Code of Conduct which further supports these standards. Directors will pursue the highest standards of ethical conduct in carrying out their duties and responsibilities.

#### **WHEN DOES THE CODE APPLY?**

The Code applies to Directors and Company Secretaries whenever they are acting in their capacity as an WHL Director however Directors are encouraged to consider the impact on the Company of their activities when engaged in other activities

#### **HOW SHOULD BREACHES OF THE CODE BE REPORTED?**

Any breaches of this Code should be reported to the Chair of the Board or the Chair of the Governance and Nominations Committee.

#### **HOW WILL COMPLIANCE WITH THE CODE BE MONITORED?**

The annual performance evaluation of the Board and/or individual Directors will include a consideration of compliance with this Code.

#### **FURTHER INFORMATION**

If Directors need more information or are unsure of WHL’s expectations or their obligations under this Code please contact the Chair or Company Secretary.

#### **DIRECTORS ACT IN WHL’S BEST INTERESTS AND VALUE WHL’S REPUTATION**

##### **Directors should:**

- Undertake their duties with appropriate care and diligence in accordance with their legal obligations
- Deal honestly with WHL’s shareholders, customers, suppliers, competitors and any other third parties or business partners
- Exercise any authorities responsibly and within their limits. Directors are responsible for understanding their authorities, including any relevant limits, and are accountable for how they are used
- Behave in a way that takes into account WHL’s impact on the broader community and the environment in both the short and long term
- Use all of WHL’s systems and equipment appropriately and for proper purposes. This includes email, messaging, internet access, and technology and banking systems
- Not improperly disclose any information about WHL that is not already in the public domain

#### **DIRECTORS ACT WITH HONESTY AND INTEGRITY**

##### **Directors should:**

- Observe WHL’s values
- Act honestly and with integrity in all of their dealings for WHL in a way that their honesty is beyond question
- Not make promises or commitments they know WHL does not intend, or would be unable, to honour

- Adhere to the truth, and not knowingly mislead directly or indirectly or make false statements, or mislead by omission
- Not use the name of WHL to further any personal or other business transaction
- Use goods, services and facilities provided to them by WHL, strictly in accordance with the terms on which they are provided

## **DIRECTORS TREAT OTHERS WITH RESPECT AND VALUE DIFFERENCE**

### **Directors should:**

- Treat all people with whom they deal through their work at WHL with dignity and respect
- Make appointment decisions based on merit, and not on attributes that are irrelevant to appointment or performance
- Never unlawfully discriminate, harass or bully anyone in their WHL dealings. This includes being sensitive to behaviour that may be acceptable to them but not to others

## **DIRECTORS RESPECT AND MAINTAIN PRIVACY AND CONFIDENTIALITY**

### **Directors should:**

- Ensure that confidential information relating to customers, WHL staff and WHL's operations is not given by them either inadvertently or deliberately to third parties without the consent of WHL
- Respect the privacy of others

## **DIRECTORS IDENTIFY CONFLICTS OF INTEREST AND MANAGE THEM RESPONSIBLY**

### **Directors should:**

- Not improperly use information obtained by them as a Director of WHL for personal financial gain, nor to obtain financial benefit for any other person or business
- Fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time
- Fully disclose all relationships they have with WHL in accordance with policies on independence that Directors may adopt from time to time. Directors' dealings with WHL should always be at arm's length to avoid the possibility of actual or perceived conflicts of interest
- Comply with the WHL policies concerning director's disclosure of interests and the handling of conflicts of interest.
- Be aware that a conflict might arise on a Director's attendance at advisory group meetings (as member or otherwise) by reason of the fact that the Director, might have a greater influence on staff than a non-Director attendee due to his or her position as Director and a greater influence on the Board due to his or her position as chair of an advisory group; be conscious of the potential for conflict; be aware that, while all Directors are entitled to attend any meeting of an advisory committee in an ex officio capacity and are encouraged to do so occasionally, Directors should generally not accept positions as chairpersons of advisory groups.

## **DIRECTORS DO NOT MAKE OR RECEIVE IMPROPER PAYMENTS, BENEFITS OR GAINS**

### **Directors should:**

- Never accept or offer any improper payment or benefit in connection with their role as an WHL Director
- Never accept any gift, reward or entertainment, including discounted products, free travel or accommodation, if it could create any obligation or expectation that could conflict with their role as an WHL Director. If in any doubt, Directors should discuss the matter with the Chair of the Board or the Company Secretary
- Never try to improperly influence the outcome of an official decision, for example by offering a payment or benefit that is not legitimately due. Such payments or benefits are unacceptable
- Not use their status as a Director to seek personal gain from those doing business or seeking to do business with WHL

## **DIRECTORS INTERACTIONS WITH WHL STAFF ARE APPROPRIATE**

### **Directors should:**

- Be aware that their position may unduly influence staff and that their views expressed in social situations or in meetings other than Board meetings may carry significant weight with staff because of their position as Director and reflect on the Board
- Be aware and observe the requirement that all written (including email) Director communication with WHL staff should generally be via or with the knowledge of the Chair or the CEO
- If a complaint is made by a Director against a staff member or by a staff member against a Director, follow the procedure determined by the Board and comply with the directions of the Chair.
- Ensure that where a complaint is made by a Director against a staff member or by a staff member against a Director, the procedure determined by the Board and any directions given by the Chair observes the principles of confidentiality, impartiality, due process, procedural fairness, freedom from repercussions and timeliness.
- If wishing to make a complaint against a staff member, make their complaint to the Chair (A staff member wishing to make a complaint against a Director is required to do so in accordance with the Company's Grievance Handling Policy 2.7.4)

**DIRECTORS ABIDE BY AND COMPLY WITH THIS CODE, THE LAW AND APPLICABLE WHL POLICIES AND PROCEDURES**

- Directors are subject to diverse legal responsibilities and should be familiar and comply with all relevant laws and regulations applicable to them.  
Accordingly, Directors must not take any action, or fail to take any action, that may breach the law or applicable WHL policies, procedures or practices
- Directors must complete all induction and education programs required of them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices