



HOBART

**THE
CODE OF CONDUCT
OF THE
MEMBERS OF THE COMMITTEE
OF
TASMANIAN RACING CLUB INC**

Adopted May 2018

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INTRODUCTION

The Purpose of this Code of Conduct

The Committee of the TRC is ultimately responsible for the proper management, administration, and success of the Club, both in its own right and as a contributor to the strength of Tasmanian thoroughbred racing.

As the controlling body of the Club, the Committee recognises and acknowledges its obligations to members and employees of the Club, and to racing industry participants and to the community generally, to ensure that the Club conducts its activities in accordance with the highest professional standards and the Rules of Racing.

This Code of Conduct is intended to provide guidance to Committee Members to assist them in carrying out their duties and responsibilities effectively and in accordance with the best professional standards. It sets out the standard of conduct expected from all Committee Members, with the particular objective of ensuring that the Tasmanian Racing Club Inc inspires the utmost faith, confidence, and support of all of its members, and of other participants and stakeholders in the racing industry.

Committee Members, by adopting this Code of Conduct, affirm their commitment to the principles of this Code, which seek to uphold and promote the values of:

- Honesty:
- Integrity:
- Enterprise:
- Excellence:
- Accountability:
- Justice:
- Independence:
- Equality of Opportunity.

The Code of Conduct is one of three key documents guiding the TRC Committee. The companion documents are ***The Rules of the Tasmanian Racing Club*** and the ***TRC Governance Handbook***.

Interpretation

In this Code of Conduct:

“CEO” means the Chief Executive Officer, who is also the Secretary of the purpose of The Rules of Racing

“Club” means the Tasmanian Racing Club Inc;

“Committee” means the Committee of the Tasmanian Racing Club Inc: and

“Sub-Committee” means an appointed Sub-Committee from the Committee and may include any Member of the Tasmanian Racing Club, who must also be bound by the Code of Conduct if such a person is present when discussions or decisions are tabled.

“Rules” means the rules of the Tasmanian Racing Club Inc.

“Working Group” means an appointed, time-limited sub-committee working on a specific issue, usually with one or more staff members

This Code of Conduct is intended to apply according to its spirits and intent, and not according to any rigid or overly legalistic interpretation.

Structure of this Code of Conduct

This Code of Conduct has 3 sections:

1. A brief description of the role of the Committee;
2. The Code of Conduct for Committee Members: and
3. Guidelines to assist Committee Members in complying with the core principles of the Code

THE ROLE OF THE COMMITTEE

Governance of the Club

The Club is to be governed by the Committee in accordance with the highest standards of professionalism, probity, diligence, and excellence.

The members of the Club have, under the Rules, delegated many of their responsibilities as members of the Club to the Committee Members, who oversee the management of the activities and affairs of the Club on behalf of all of the members of the Club.

Committee Members are accordingly accountable to the members of the Club, whose participation through general meetings of the Club is necessary to make that accountability effective.

The Role of the Committee

The primary role of the Committee is to ensure that the management of the Club continuously and effectively strives to meet the goals and objectives of the Club, including its responsibilities to Tasmanian thoroughbred racing.

In particular, the Committee's role is to:

1. set the goals and objectives of the Club as an active participant in the Tasmanian thoroughbred racing industry
2. appoint the Club's CEO, who is responsible for appointment and management of staff
3. ensure that there are adequate plans for the acquisition and organisation of financial and human resources towards attainment of the Club's goals
4. review, at reasonable intervals, the Club's progress to obtaining its goals; and
5. report to the Club's members on the activities and operations of the Club.
6. Provide oversight to the financial operations of the Club, ensuring its solvency

The Functions of the Committee

The particular functions of the Committee include;

1. Adopting a strategic plan for the Club, including general and specific goals, and comparing actual results with the plan.
2. Adopting an annual budget and business plan for the financial performance of the Club and monitoring results on a regular basis.
3. Ensuring clear performance indicators are adopted and are understood by the Club's staff.
4. Selecting the Club's CEO and establishing clear performance and professional development guidance.
5. Adopting clearly defined delegations of authority from the Committee to the CEO.
6. Determining that the Club has instituted adequate reporting systems and internal controls (both operational and financial), together with appropriate monitoring of the Club's compliance with its obligations.
7. Establishing and monitoring policies that will ensure that the Club complies with the law and conforms with the highest standards of financial and ethical behaviour.
8. Determining that the Club's accounts are in conformity with applicable Australian Accounting Standards and are true and fair, and ensuring that satisfactory arrangements are in place for auditing the Club's financial affairs, and that the scope of the external audit is adequate.
9. Ensuring adequate processes for the selection of interim Committee Members appointed following the vacancy of an elected position.
10. Reviewing the Committee's own processes and effectiveness on an annual basis and ensuring the balance of skills and experience on the Committee is adequate to allow the Committee to properly perform its role. In particular, the Committee should be satisfied that it has, or has access to, the appropriate levels of skill in all relevant areas of the law and governance, and in relation to the affairs and operations of the Club.

Role of the Chairman

The Chairman plays a crucial leadership role in ensuring that the Committee works effectively.

The Chairman's responsibilities include:

1. Ensuring that the Committee has the necessary skills and experience, subject to the approval of the Committee and the members of the Club.
2. Ensuring the full participation of all Committee Members in the Committee's deliberations and decisions
3. Ensuring that all relevant issues are on the agenda and the Committee Members receive timely, relevant information to enable them to actively and effectively contribute to the performance by the Committee of its responsibilities.
4. Accepting responsibility for making media statements and public announcements including delegation of this function, on an issue by issue basis, to a Committee Member or the CEO.

CODE OF CONDUCT FOR COMMITTEE MEMBERS

Attendance to Duties

1. Committee Members will carefully and diligently attend to the performance of their duties and the exercise of their powers as Committee Members.
2. Committee Members will use their skills and experience to the best advantage of the Club.
3. Committee Members will use their best efforts to ensure that the club is properly managed and constantly improved to best meet its objectives.
4. Committee Members should attend all Committee meetings. Where attendance at meetings is not possible, appropriate steps should be taken wherever possible to obtain leave of absence.
5. Committee Members will ensure that they are fully informed about the activities and affairs of the Club and the racing industry generally, including relevant statutory and regulatory requirements, and the physical, political, and social environment in which Tasmanian thoroughbred racing is conducted.
6. Committee Members will be independent in their judgements and actions and will not act in the interests only of any sectional interests.

Interest of the Club and Club members

1. Committee Members will perform their duties and exercise their powers in the best interests of the Club and all of its members, while at the same time having proper regard for the interests of all participants in Tasmanian thoroughbred racing.

2. Committee Members will perform their role objectively and impartially, to ensure that all members of the Club are treated fairly and equitably according to their rights as between each other.
3. Committee Members will ensure that they do not act in any manner that may reasonably be expected to have adverse implications for the club or its members.
4. Committee Members will have the right to respond to an individual Club Member's question as to the fact of a particular decision or Club policy. Where the issue is a matter of club administration the Club Member should be formally directed to the CEO.

Confidentiality

1. Confidentiality for Committee Members applies to –
 - Issues discussed in camera
 - Opinions of other Committee Members expressed at the meeting, and the way in which they voted
 - Information of a personal or confidential nature tabled at, or discussed, at Committee or Sub-Committee Meetings.
2. Committee Members will refrain from any public comment regarding the considerations and determinations of the Committee, unless authorised by the Committee to do so.

Use of Information or Position

1. Committee Members will not make improper use of information acquired by virtue of their position as a Committee Member. This prohibition applies irrespective of whether the Committee Member would gain, directly or indirectly, a personal advantage or advantage to any associated person, or might cause detriment to the Club or Tasmanian thoroughbred racing.

2. Committee Members will not take any improper use of their position as a Committee Member to gain, directly or indirectly, a personal advantage or an advantage for any associated person, or which might cause detriment to the Club or Tasmanian thoroughbred racing.

Conflicts of Interest

1. Committee Members will at all times give primacy to the interests of the Club, and will not allow their personal interests, or the interests of any associated person, to conflict with those of the Club.
2. Committee Members will ensure that in any circumstances where a conflict between their personal interests and those of the Club may arise, the affected Committee Member will:
 - a) immediately disclose the nature of that conflict to the Chairman; and
 - b) accept the directions of the Committee in respect of the resolution of the conflict.

Maintenance and Promotion of Public Confidence

1. Committee Members will not engage in conduct likely to bring discredit upon the Club or Tasmanian thoroughbred racing, or otherwise diminish the confidence of the public generally, or of participants in the racing industry in particular, in the fairness, integrity or professionalism of the Club.
2. Committee Members will not make any public comment or statement that is critical of, or otherwise calls into question, any decision made by a racing official under the Rules of Racing.

3. Committee Members will report to the Chairman any actions by others which may adversely affect, either directly or indirectly, the public confidence in the integrity of Tasmanian thoroughbred racing.

Disclosure of Interests

Each Committee Member will, no later than the first meeting of the Committee after the Committee Member is appointed, provide to the Chairman a complete listing of the Committee Member's interests in any businesses that may have dealings with the Club or with the racing industry generally. The listing will be kept-up-to-date.

GUIDELINES FOR INTERPRETATION OF THE CODE OF CONDUCT

Committee members have an obligation to comply, at all times, with both the spirit and the letter of this Code of Conduct.

The following guidelines are intended to assist Committee Members in complying with the core principles and spirit of this Code of Conduct.

Duties of a Committee Member

The general duties of Committee Members come from the common law. At the most fundamental level these duties are:

- The fiduciary duty of loyalty, which is usually expressed as a duty to act in good faith and in the interests of the Club and its members: and;
- The duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to the office.

The fiduciary duty of loyalty is owed the Club as a whole, meaning the Club itself and all of its members. The Committee Member's duty of loyalty to the Club as a whole is a "fiduciary" duty which imposes the highest standard of fidelity, because the Committee Member occupies a position of trust vis-à-vis the Club. The nature of the duty is similar to that of the trustee towards the beneficiaries of a trust. This duty requires every Committee Member to:

- Act bona fide in the best interests of the Club as a whole:
- Exercise the powers of office for the proper purposes of the Club and not for any extraneous purpose: and
- Avoid being placed in a position where his or her duty to the Club conflicts or may conflict with any personal interest, and if such a possibility arises disclosing the matter and handling it in the interests of the Club as a whole.

Loyalty to the Club requires Committee Members to:

- a) support the decisions of the Committee and the Club at properly constituted meetings, even if the Committee Member did not (and perhaps still does not) personally support the decision;
- b) be frank and honest in their official dealings with each other;
- c) ensure proper management of the Club's scarce resources so that the objectives of the Club are met in a timely manner; and
- d) deal impartially, and without self-interest or outside influences, with the interests of all parties with whom the Club deals.

Obtaining adequate information

To enable Committee Members to be fully effective they need access to sufficient, reliable information.

Committee Members should insist that sufficient detail is made available to them ahead of time to allow proper consideration before meetings of the Committee.

A Committee Member who is not satisfied that sufficient information is being brought forward to enable his or her duty of care to be exercised must take positive action to persuade a majority of the Committee to require additional information to be provided. What is required should be specified. If he or she cannot persuade his or her fellow Committee Members that further information is required, then the steps set out below in relation to "Dissent" apply. If the Committee agrees that further information is required, then it may request that information from either the CEO or, in rare cases, from an outside party.

To enable Committee Members to discharge their fiduciary duties properly it may be necessary for them to be provided with expert advice. Such advice should be as objective and independent as possible.

Given the varying background, qualifications, and experience of Committee Members it is desirable that they should expect a proper process of induction into the Committee, its Rules and legislative environment. It is desirable that Committee Members with no previous Committee experience should undertake suitable internal or external training.

Dissent

Committee Members should recognise that their responsibilities to their colleagues and the Club require that, where disagreement occurs, every effort must be made to resolve the issue and avoid dissension.

Nevertheless, there may be times when a Committee Member feels so strongly about a matter of principle that the Committee Member is unable to acquiesce in a decision of the Committee. In such cases the Committee Member should consider taking some or all of the following steps;

- Making the extent of the dissent and its possible consequences clear to the Committee as a means of seeking to influence the decision.
- Asking for additional legal, accounting, or other professional advice.
- Asking that the decision be postponed to the next meeting to allow time for further consideration and informed discussion.
- Recording of dissent in the Minutes.
- Tabling a statement of dissent and asking that it be minuted.
- Writing to the Chairman, or to all Committee Members, and asking that the letter be filed with the Minutes.

Committee Members do not have the right to ignore or attempt to frustrate decisions of the Committee, nor to pursue a private agenda, when they do not agree with the majority decision.

Confidentiality

Committee Members have an obligation to maintain the confidentiality of information provided to Committee Members in their capacity as Committee Members.

Committee Members must not disclose or allow to be disclosed to any other person any such information which is not already known to the other person unless the disclosure has first been authorised by the Committee.

Where confidential information is provided to a Committee Member, care must be taken to ensure that the information is kept secure. If such information is to be disposed of by a Committee Member, it must be destroyed.

A Committee Member whose appointment to the Committee terminates must return to the Club any documents, items or things gained at any time as a result, direct or indirect, of membership of the Committee.

Confidential information available to Committee Members must be used only in ways which are consistent with the obligations of Committee Members to act impartially, with integrity and in the public interest, and must not be used to obtain any advantage, whether direct or indirect, for themselves or any other person or body.

Media comment is restricted to the Chairman, CEO, or a Committee Member formally designated by the Chairman.

Conflicts of Interest

The common law sets high standards for removing conflicts of interest.

Under the Code of Conduct conflicts of interest are to be assessed in terms of the likelihood that Committee Members possessing a particular interest could be influenced, or might appear to be influenced, in the performance of their duties or in respect of any other matter.

At all times a Committee Member must be able to act in the interest of the Club as a whole. The interests of associates, affiliates, other racing interests and personal interests of the Committee Member or the Committee Member's family must not be allowed to prevail over those of the Club.

The pursuit of self-interest or representation of a factional interest above the interests of the Club is a breach of a Committee Member's fiduciary duties.

Where a conflict or apparent or potential conflict does arise, the Committee Member must immediately advise the Committee (through the Chairman) of the nature of the conflict or apparent or potential conflict and follow the instructions of the Committee regarding whether to refrain from participating in the debate or from voting on the matter. In an extreme case, the Committee Member should consider whether to resign from the Committee. The Chairman is available to discuss potential conflicts of interest with Committee Members.

Full disclosure of conflicts or apparent or potential conflicts must be made to the Committee meeting at which the conflicting matter arises.

Maintenance of public confidence

Committee Members must not allow themselves to be subject to conduct by persons in the racing industry or elsewhere that may adversely affect, either directly or indirectly, the honest and impartial-exercise of their official functions.

Committee Members must avoid giving the indication that gifts, gratuities, or hospitality relating to their membership of the Committee will be accepted, either for themselves or any other person or body, or that these may influence decisions.

If any gift, gratuity, or hospitality of other than a token kind is offered, full and prompt disclosure must be made to the Chairman or Committee.

If Committee Members are uncertain as to whether actions by others may constitute suspected corruption they should contact the Chairman or Secretary/Manager of the Club.

All reasonably suspected cases of conduct that could directly or indirectly affect the honest or impartial exercise of their official functions as Committee Members must be reported promptly in writing to the Chairman.

Acknowledgement by Committee Member

I acknowledge:

- receiving the Committee Code of Conduct Policy;
- that I should comply with the policy; and
- that there may be disciplinary consequences if I fail to comply, which may result in my expulsion from the Committee.

Your Name:

Signed:

Date:
