

AUSTRALIAN INSTITUTE OF TRAFFIC PLANNING AND MANAGEMENT LTD

POLICY DOCUMENT

Policy name

Code of Conduct for Directors and Committee Members

Policy brief and purpose

AITPM attributes its success and reputation as a leader in the transport industry to the hard work and dedication of members around the country who volunteer their time to serve on the Board of Directors, State Branch Committees, the National Conference Committee and the Transport Modellers and Young Professional Networks. This volunteer culture is highly valued and offers members significant opportunities to develop and maintain lasting friendships and strong professional networks. This Code of Conduct has been developed to maintain a positive working environment, to protect the reputation and welfare of individual members, to protect the Institute's brand and reputation and to provide members with guidance on ethical conduct and their obligations when acting on behalf of the Institute.

Policy scope

The policy applies primarily to all Directors, members of State Branch Committees and members of Committees established by the Board. Relevant aspects of the Code of Conduct also apply to the broader AITPM membership, its sponsors/partners and those contracted to provide services to the Institute.

Committee members should familiarise themselves and act in accordance with this Code of Conduct. Board Directors should also refer to the Board Charter (PD-001).

1. Personal conduct

Committee members are required to always conduct themselves in accordance with AITPM's Code of Conduct and in a professional manner. Committee members are required to:

- Understand the committee's role and purpose within the context of the Strategic Directions established by the Board.
- Stay informed about relevant matters affecting the business of the committee.
- Attend all committee meetings or submit an apology when attendance is not possible.
- Participate actively and work cooperatively with other committee members.
- Prepare for all committee meetings by reading and considering the agenda items, papers circulated and other relevant documents.
- Refrain from improperly influencing other committee members.

- Act only in the interests of AITPM and not use the committee position to gain advantage for the company for which they or other committee members are employed.
- Declare any interests in any other competing or allied organisation that may present a conflict of interest.
- Refrain from making public comments or expressing opinions on behalf of, or that may be construed to be on behalf of, AITPM (refer also the Institute's policy on public disclosure).
- Respect the opinions of other committee members and their right to voice an opinion or comment.
- Treat other committee members with respect by actively listening.
- Refrain from using inappropriate language or making derogatory comments about another member in any verbal or written communications and which may adversely impact their or their company's reputation.

2. Accountability

Committee members have a responsibility to ensure efficient and effective operations of the committee, avoid extravagant and wasteful use of resources and ensure actions are consistent with the role and purpose of the committee. Committee members are also required to:

- Participate constructively in committee activities in a lawful, ethical and justifiable manner.
- Ensure decisions are consistent with any statutory and legal requirements.
- Ensure resources, funds and volunteer and contract labour are used effectively and economically for committee business.
- Familiarise themselves with the relevant section of the Board Charter.

3. Record keeping and use of information

All documentation produced by any committee forms part of the AITPM records and should be maintained in accordance with AITPM's Record Keeping policy. Committee members are also required to:

- Ensure adequate procedures are followed for documenting decisions and actions of the committee.
- Maintain confidentiality of committee business where necessary, ensuring confidential records are subject to appropriate storage and access procedures.
- Respect confidential discussions and not misuse any information obtained through membership of the committee.
- Openly declare any matters of private interest or record any issues with the potential for conflict or perceived conflict to ensure they are transparent and capable of review.
- Where appropriate, disqualify themselves from committee discussions and decisions where a conflict of interest occurs.

Procedures to resolve breaches of the code

The following procedures shall be followed to raise awareness of a breach of this code, to investigate the breach and determine appropriate actions and to provide for appeals and grievances with the decision.

A breach of the code by a member of the Institute, anyone contracted by the Institute to provide services, or any representative of a sponsor/partner may be identified by any individual even if they have no formal relationship with the Institute. If the breach is reported by a non-member, then they shall agree to abide by the procedures described in this Code and be bound by the final decision.

A breach of the code by a member may vary in its severity from trivial to severe and may relate to a single member or conflicts between members. Trivial breaches shall be investigated by the relevant Branch Committee in the state in which the member resides. More significant breaches shall be investigated by the Board of Directors. In extreme cases, the matter may be referred to an independent body to be determined by the Board.

Breaches of this Code may result in a written warning, suspension or removal from the Committee, suspension or cancellation of membership or contracts for sponsorship/partnership or services, a request to attend mediation or even legal action.

A member may appeal any actions taken against them.

In developing these procedures, it shall be noted that AITPM has limited appropriately qualified resources to investigate and adjudicate over significant breaches of this code. Accordingly, members are encouraged in the first instance to attempt to resolve any breaches themselves in a professional and amicable manner if they feel comfortable in doing so. Otherwise the matter must be dealt with formally and the following procedures attempt to resolve any breach expediently, to avoid or minimise adverse impacts on the reputations of all impacted parties and to avoid costly litigation. All investigations into breaches shall be treated with the utmost confidence. Reports of breaches made anonymously will not be acted upon.

In the procedures below, references to:

- a *breach* shall mean an “*alleged breach*” until proven
- a member shall also mean a representative of a sponsor/partner or a contractor for services.

All correspondence and records of discussion shall be filed in accordance with the Record Keeping policy.

1. *Member or other person who has identified a breach shall document all relevant details of the breach and forward it in writing and in confidence to the National Administration Officer (Secretariat). This may be forwarded by email but the documented breach must be contained in an attached separate document to protect confidentiality. The member shall indicate their willingness or otherwise to remain anonymous in any future discussions, mindful that this limit the extent of any subsequent investigations and actions.*
2. *The Secretariat shall within 2 working days, acknowledge receipt of the submission and forward it to either the:*
 - a. *National President (and copy to the National Vice President) – for breaches involving a member of either the Board, a contractor for services or national sponsor/partner; or*
 - b. *State Branch President (and copy to the National President) – for breaches involving a member of either the Branch Committee, the Transport Modelling Network, the Young Professional Network or the National Conference Committee*

Breaches involving the State President shall be referred to the National President. Breaches involving the National President shall be referred to the National Vice President and the Company Secretary.

3. *The President/Secretary shall within 2 working days of receiving notification of the breach, review the reported details and:*
 - a. *Contact the member who reported the breach to confirm receipt of it*
 - b. *Explain the process and confirm the details of the reported breach and request the member to submit further details should there be any errors or omission identified in the original report*
 - c. *Assess the severity of the breach as trivial, moderate, significant or critical. Breaches that involve conflicts between members shall not be treated as trivial.*
4. *For trivial matters the President/Secretary shall within 5 working days of receiving all necessary information and:*
 - a. *At his/her discretion, note the breach, take no action and inform the member reporting the breach. This may be the case if the member wishes to remain anonymous. The matter is then closed out. Otherwise;*
 - b. *Contact the member who is in breach of the code, explain the nature of the breach and then forward the detailed report for review. A second meeting may be required to discuss the breach and the members' response. If required, hold a further discussion with the member reporting the breach.*
 - c. *Following the meeting, review all information available, discuss it with another Director or Committee member if appropriate, and decide on and record the required course of action, if any.*
 - d. *Advise all parties of the outcome and seek confirmation of close out.*
5. *For moderate to significant breaches, the President/Secretary shall within 3 working days of receiving all necessary information:*
 - a. *Seek from within the relevant committee, a sub-committee of two volunteers who have no conflict of interest and who are willing to participate in an independent review of the breach.*
 - b. *Provide the sub-committee with a copy of relevant documentation pertaining to the breach*
 - c. *Contact the member who is in breach of the code, explain the nature of the breach and then forward the detailed report for review.*
6. *Within a further 3 working days, the President/Secretary shall:*
 - a. *Establish a meeting of the sub-committee and the member to discuss the breach and the members' response. If required, hold a further discussion with the member reporting the breach.*
 - b. *Convene a follow up meeting of the sub-committee to review all information available and decide on and record the required course of action. The President may refer the matter to the Company Secretary to determine whether there is any possible legal or statutory implications for the Institute or individual Directors. The sub-committee may decide that it does not have the skills or competence to determine the course of action and may refer the matter to either the National President or to an independent body. This may be the case for conflicts between members in which case the matter may be referred to a Human Resources consultant.*
 - c. *Advise all parties of the outcome and seek confirmation of close out.*
7. *For critical breaches of the Code, the matter shall be referred to the National President (or Vice President/Secretary) who shall seek further legal advice or professional advice.*
8. *All investigations of breaches no matter how trivial, shall be logged in a register maintained by the Company Secretary.*

Appeals

Members have the right to appeal a decision by the sub-committee. This may include the member reporting the breach or the member or members in breach of the code. Appeals on breaches deemed to be trivial shall not be permitted. Appeals relating to critical breaches of the code shall be managed under procedures to be determined by the independent professionals engaged to hear the case.

Members shall within 5 days of receiving notification of the deliberations of the sub-committee:

- Inform the National Secretariat of their intention to appeal
- Provide documented further evidence reasons in support of their appeal

The President/Secretary and the sub-committee shall review the information provided and determine whether there is sufficient cause to re-open the case and then:

- Inform the member that there is no justification to re-open the case and the matter is closed
- Re-initiate the process outlined above.