

CODE OF CONDUCT

1. Introduction and purpose

Directors and Members of the Society must observe and maintain the highest possible standards of behaviour and ethics, and treat all members of the Society community with fairness, dignity, and respect.

This Code sets the expected standards of behaviour and ethics for membership of the Society. This Code is applicable to all Directors and Members when acting in a Society role or representative function.

The Code does not anticipate every conduct related challenge that might arise, and it is not intended to be exhaustive. Should Directors and Members be uncertain as to how to act in any situation within the scope of this Code, they should contact the CEO, the President or, if the President is conflicted, the President Elect / Immediate Past President.

2. Definitions

The following definitions apply unless the context requires otherwise.

'Board' means the Board of Directors of the Thoracic Society of Australia and New Zealand TSANZ (herein after referred to as the Society).

'CEO' means the Chief Executive Officer of the Society.

'Code' means this Code of Conduct.

'Society' means The Thoracic Society of Australia and New Zealand.

'PSS' means Professional Standards Subcommittee.

'Society Body' for the purpose of this Code only means:

- (a) each Board Member;
- (b) each Committee, sub-committee, working group, expert advisory group or other sub-group formed under the auspices of any of the above, whether or not limited in time or purpose.

'Director' means any person appointed as a Director of the Society.

'Member' has the same meaning as defined in the Society's Constitution.

'Report' means a matter or concern reported by a Director or Member in accordance with (clause 6).

'Reporter' means the Member or Director or employee or external person who makes the Report.

'Subject' means the Member(s) or Director(s) against whom the Report is made.

'Warning Process' means the process determined in accordance with clause 8 (c).

3. TSANZ's Commitment to Inclusion and Diversity

TSANZ provides a welcoming and supportive environment for all members, regardless of background or identity. However, we recognise that some participants or groups in our community are subject to historical and ongoing discrimination, and may be vulnerable or disadvantaged. This disadvantage may be based on characteristics such as gender, sexual orientation, disability, physical appearance, body size, race, nationality, sex, colour, ethnic or social origin, pregnancy, citizenship, familial status, veteran status, genetic information, religion or belief, political or any other opinion, membership in a national minority, property, birth, or age. We do not tolerate harassment of participants based on these categories, or for any other reason.

All TSANZ interactions should be professional regardless of location: harassment is prohibited whether it occurs on or offline, and the same standards apply to both.

4. Application

This Code applies to all Directors and Members of the Society.

It does not apply to employees or contractors of the Society.

The obligations set out in this Code apply to any situation where there is a connection with the Society and/or where a Member's and/or a Director's behaviour adversely impacts, or has the potential to adversely impact, the Society including behaviour:

- (a) during Society activities, including meetings of Society Bodies and any dealing with other Members, employees, trainees and other stakeholders; and
- (b) at Society related events, including social events.

5. The Code

5.1 Conduct and behaviour

Directors and Members must:

- (a) not engage in behaviour that could harm the reputation of the Society;
- (b) foster an atmosphere conducive to good working relations;
- (c) respect the position of and delegation of responsibilities to any Society Body or office holder;
- (d) carry out tasks or duties assigned to them by the Society diligently and professionally;
- (e) comply with the lawful and reasonable directions of the Society, including those set out in its policies and procedures from time to time;
- (f) comply with contractual obligations and other undertakings; and
- (g) abide by the rules and standards of the TSANZ Constitution, By-Laws and Policies in addition to the applicable rules of their own professional bodies.

5.2 Respect for others

Directors and Members must:

- (a) act honestly;
- (b) treat all other persons fairly and with dignity, courtesy and respect;
- (c) not use offensive language or behaviour in the workplace;
- (d) not engage in any form of unlawful discrimination;
- (e) not engage in any form of bullying or harassment or physical or verbal conduct, which a reasonable person would deem to be unwelcome, offensive, humiliating, or intimidating;

- (f) not ignore actual or perceived behaviour that may be in breach of this Code of Conduct, but to act in good faith to overtly identify and report any such behaviour;
- (g) support colleagues who identify and report, in good faith, such behaviours; and
- (h) Directors and members must also comply with all Society Policies and National and State legislation when they are in contact with Society employees or contractors.

5.3 Proper use of position and resources

Directors and Members must comply with their legal and statutory duties as officers of the Society and its Society Bodies, including:

- (a) using their position at the Society and the Society's resources in a responsible manner;
- (b) acting in good faith and in the best interests of the Society as a whole;
- (c) acting with due care and diligence and for a proper purpose; and
- (d) avoiding conflicts of interest or duty.

All Directors and Members engaged in the operations or activities of the Society must comply with the Society's Conflict of Interest Policy.

5.4 Prohibition on improper gifts and entertainment

When acting on behalf of the Society or any of its Society Bodies, any gifts must comply with the Conflict of Interest Policy:

- (a) Directors and Members must not give, accept, or solicit gifts or benefits in circumstances that could be considered to give rise to undue influence or obligation, within the function of their role in the Society;
- (b) This Code does not prohibit Members or Directors from giving or accepting minor gifts and benefits, within the function of their role in the Society, provided that such minor gifts or benefits:
 - (i) are solely aimed at building a general relationship and understanding;

- (ii) are not intended, and could not be construed as, an attempt to influence improperly the performance of the recipient's role or function;
 - (iii) are given in an open and transparent manner;
 - (iv) comply with any relevant governmental law, regulation, rule, or code;
 - (v) do not include cash, loans or cash equivalents;
 - (vi) are accurately and transparently recorded;
 - (vii) are not exclusive in nature;
 - (viii) would not embarrass the Society if publicly disclosed; and
 - (ix) to the extent that such expenditures involve the provision of entertainment, are used for entertainment in a setting reasonable and appropriate for the persons involved.
- (c) Any substantive gifts must be treated in accordance with TSANZ conflict of interest and sponsorship policies. Members are encouraged to discuss substantive gifts prior to accepting such gifts with the President or with the President Elect if the receiver is the President; and
- (d) Where travel, accommodation, meals or similar is paid by a third party for a Director or a Member as a payment for a service, this is not considered to be a gift.

5.5 Confidential information

- (a) Except as required by law or other applicable regulations, Directors and Members must keep confidential discussions of the Board and any Society Body and any other Society information, deliberations and decisions to the extent that they:
- (i) are not publicly known; and
 - (ii) have not been approved for public release.
- (b) All other information that is not generally available concerning the activities, results or plans of the Society must be used for authorised purposes only. Such confidential information should be treated and communicated with care, and must not be disclosed outside the Society unless authorised by the President or his/her nominee.

- (c) Directors and Members must treat as confidential all information given to the Society or its Society Bodies by stakeholders of the Society.
- (d) The Society is committed to the protection of individual privacy. The Society, its Directors, and Members must comply with the privacy or data protection laws of those jurisdictions in which the Society operates. Directors and Members must observe the Society Privacy Policy.
- (e) These obligations of confidentiality continue after Directors and Members retire from or otherwise leave the Society and/or its Society Bodies but shall cease to apply to confidential information that may come into the public domain other than through wrongful disclosure.

5.6 Protection and proper use of Society assets

- (a) Directors and Members must use reasonable endeavours to protect the assets and resources of the Society and to ensure their efficient use for legitimate Society purposes. Any suspected (on reasonable grounds) instances of fraud or theft should be reported immediately.
- (b) Directors and Members must protect the assets of the Society (including proprietary information such as intellectual property, strategic plans, employee information, and any other information concerning the Society that is not generally known to the public).
- (c) This obligation to protect the Society's assets continues after Directors and Members retire from the Society or its Society Bodies.

6. Reports

6.1 Society commitment

The Society is the only health peak body representing a range of professions (medical specialists, scientists, researchers, academics, nurses, physiotherapists, students and others) across various disciplines within the respiratory/sleep medicine field in Australia and New Zealand. The Society's commitment is embodied in the objects and purpose of the Constitution. The Society is committed to promoting and maintaining a culture of honest, ethical, and law-abiding behaviour. To fulfil this commitment, the Society has a process in place to enable the reporting of breaches of this Code and to ensure that appropriate action is taken in response.

6.2 Obligation to report breaches

If a Director or Member has reasonable grounds to believe that there has or may have been a breach of this Code, the Director or Member should report the breach or suspected breach promptly to the President or CEO, if the President is not available or is the subject of the Report, to the President-Elect or the Immediate Past President.

If an employee has reasonable grounds to believe that there has or may have been a breach of this Code by a Director or Member, he or she may report promptly, the breach or suspected breach to the CEO in accordance with this clause.

6.3 Form and timing

A Report must be made in writing, in the form set out in the Schedule to this Code, as soon as practicable after the alleged conduct or behaviour occurs.

6.4 Advice

The President, or President Elect or Immediate Past President (as the case may be), to whom a Report is made may seek legal advice on behalf of the Society in relation to any such Report. Any such legal advice must be requested from the CEO who will instruct external counsel if necessary.

6.5 Frivolous and malicious reports

Directors, Members and employees must not make Reports that are frivolous or malicious in nature.

Where a Director or Member is found to have made a Report that is frivolous or malicious, this may constitute a breach of this Code and could result in disciplinary action. Where an employee is found to have made a Report that is frivolous or malicious, it could also result in disciplinary action.

7. Investigating a Report

7.1 Initial Assessment and Notification

- (a) As soon as practicable after receiving a Report, the President or the President Elect or Immediate Past President, with the CEO, must consider the Report and determine, by reference to the circumstances of each case, what the next step should be.
- (b) The options are:

- (i) Where the details of the reported conduct or behaviour are reviewed and found to not breach the Code, no further investigative action is required.
 - (ii) Where the reported conduct or behaviour is assessed as having potentially or definitely breached the Code, the reported conduct or behaviour must be further investigated.
- (c) As soon as practicable after a determination has been made under clause 6.1(b) that further investigation is warranted, the Subject(s) will be provided with:
- (i) written notice of the Report including information required to allow the Subject(s) a reasonable opportunity to comment on information or material that may be unfavourable to them; and
 - (ii) a reasonable opportunity to respond to any allegations.

7.2 Options for Consideration

- (a) The President, the President Elect or Immediate Past President or the CEO must consider the Report together with any response from the Subject(s) and after considering the circumstances, determine in their sole discretion whether:
- (i) to make, or cause to be made, inquiries about the matters raised by the Report;
 - (ii) to refer the matters raised by the Report to the Board;
 - (iii) the matters raised by the Report should be dealt with under another Society Policy or National / State legislation; and/or
 - (iv) take no further action.

Note: in some circumstances, it may be appropriate to do two or more of the above options.

- (b) The President, the President Elect or Immediate Past President, or CEO must inform the Subject(s) of a Report, in writing, of the action taken (unless prohibited by law).
- (c) The President, the President Elect or Immediate Past President, or the CEO may in his or her sole discretion, but is not obliged to, inform the Reporter of the action taken in response to a Report.

7.3 Referral to the Board

- (a) If a Report is referred to the Board, the Board may:
 - (i) refer the matters raised to the PSS;
 - (ii) refer the matters raised to a conference;
 - (iii) refer the matters raised to a regulator;
 - (iv) take any other action the Board considers appropriate, including disciplinary action against any Member, subject to the provisions of the Society Constitution; or
 - (v) take no further action.
- (b) The Board must inform the Subject(s) of a Report, in writing, of the action taken by the Board (unless prohibited by law).
- (c) The Board may, in its sole discretion but is not obliged to, inform the Reporter of any action taken by the Board in response to a Report.

7.4 Referral to a conference

- (a) If a Report is referred to a conference, the Board will determine in its sole discretion:
 - (i) whether the conference will be a conciliation, mediation or in some other form;
 - (ii) who will chair the conference; and
 - (iii) how the costs of the conference will be allocated.
- (b) The Reporter(s) and the Subject(s) to the Report will be advised of the conference in writing, and, where appropriate, will be directed by the Board to participate in the conference.
- (c) At the conclusion of the conference, the Chair of the conference will notify the Board whether the matter was able to be resolved, the terms of any resolution, and any other relevant matters.
- (d) If a matter is not able to be resolved at the conference, the Board will consider what, if any further action should be taken and may:
 - (i) take any other action the Board considers appropriate, including disciplinary action against any Member, subject to the provisions of the Society Constitution; or
 - (ii) take no further action.

8. Determination and action

- (a) Following investigation and consideration, a determination must be made on the alleged conduct or behaviour and whether it was found to be in breach of the code. The determination should also state the disciplinary action that is to be applied.
- (b) Any disciplinary action must be in accordance with the Society's Constitution.
- (c) Where a Warning Process is deemed to be the most appropriate action:
 - (i) The Warning Process is determined by the President or the President Elect or Immediate Past President, with the CEO in their sole discretion, which may include but is not limited to sending one or more letters to the Subject, or a process of conciliation, mediation or counselling.
 - (ii) The President or the President Elect or Immediate Past President with the CEO may also use a Warning Process if he or she becomes aware of conduct or behaviour that breaches this Code, for which Report has been received.

9. Confidentiality

- (a) The Society is committed to protecting those individuals who, in good faith and with reasonable grounds, report suspected breaches of the Code and cooperate with the Board, the PSS, and any person involved in the investigation of a Report. No person may act in a way that penalises or victimises a person who makes a Report.
- (b) Subject to clauses 6, 7 and 8 above, all Reports made under the Code, and any action(s) taken in response to a Report, must be treated as confidential (to the extent permitted by law). No person (including a Reporter) may disclose:
 - (i) the fact that a Report has been made:
 - (ii) the identity of a Reporter or information that may lead to the Reporter's identity being revealed (unless the Reporter expressly consents in writing to such disclosure);
 - (iii) the identity of a Subject or information that may lead to the Subject's identity being revealed (unless the Subject expressly consents in writing to such disclosure);

- (iv) any decision or action taken by any person, including the Board, in response to a Report;
- (c) At any time, the Board may resolve that it is in the interests of the Society to make a disclosure in relation to a Report, including any decision made by the Board in relation to a Report. The Board may in its sole discretion determine the extent and nature of any disclosure, and the parties to whom the disclosure is made.

10. Review/Amendment of this Code

- (a) The Board shall review this Code every two years or such other period as it determines and approve any amendments deemed necessary.
- (b) Recommendations for any amendment to this Code may be submitted to the Board via the CEO of the Society.
- (c) The CEO shall discuss any recommendations received with the President (in his/her absence the President-Elect or Immediate Past President) before submitting such recommendations to the Board for its consideration.

Attachments:

TSANZ Schedule: Report regarding a suspected breach of the Code

Supporting Documents:

TSANZ Conflict of Interest Policy

Document Control:

Date of approval: 2 June 2017

Date of next review: June 2019

TSANZ Schedule: Report regarding a suspected breach of the Code

For each Reporter:

Name:

Postal Address:

Email:

Phone:

This report is made about [insert the name of the person(s) who is alleged to have breached the Code of Conduct]:

Details of the Report

All details of the report must be provided in the format below:

Each allegation must refer to a breach of a substantive obligation in the Code.

(State facts only, in neutral language):

- *Obligation of Code alleged to have been breached*
- *How this provision of the Code is alleged to have been breached*
- *When the breach is alleged to have occurred and by whom*
- *Evidence of the breach (may be in attachments)*

Declaration by each Reporter

I, [insert the name of the person making the Report] , do solemnly and sincerely declare that the statements made in this report and any attachments to it are complete, true and correct, and I make this solemn declaration conscientiously believing the same to be true.

Declared at: [insert the location] on [insert the date].

Declarant to sign:.....

in the presence of (witness to sign)

[signature of witness]

Name of witness [insert name of witness in capital letters]