



Director's Code of Conduct

Preamble

Dharug Strategic Management Group Ltd is a public company limited by guarantee established as a charity. Its purpose is to advance the culture and wellbeing of the Dharug people and promote reconciliation, respect and harmony between Aboriginal, Torres Strait Islanders and non-Aboriginal Australians.

Dharug Strategic Management Group Ltd was created through extensive community consultations and long negotiation between members of the Dharug First Nation communities and the NSW Government entity Landcom at the recommendation of the Interim Management Group overseeing development of a Draft Plan of Management for and transfer of legal title to the site of the former Blacktown Native Institute (BNI) site.

Dharug Strategic Management Group Ltd received legal title to the BNI site, a significant site for the Dharug First Nation communities, in October 2018. It will deliver its charitable purpose principally by caring for this site, securing it as an asset in perpetuity under the stewardship and for the benefit of Dharug community members, and to the wider benefit of the wider Indigenous and other diverse communities of the Western Sydney region.

Purpose of this Code

This Code of Conduct explains the standard of behaviour required of Directors of DSMG Ltd from the date of their appointment. The behaviours are essential to how Directors and statutory office holders perform their duties. Adherence to this Code of Conduct is foundational for the relationships a Director of DSMG Ltd has with other Directors, officers and members of the company, the people and organisations with whom DSMG Ltd collaborates to achieve its charitable purpose, and the wider communities whose interests in the BNI site DSMG Ltd works to protect and advance.

Being a Director DSMG Ltd

Directors of DSMG Ltd are appointed in accordance with Section 8.2 of the DSMG Ltd Constitution. At the time of appointment, or as soon as practical, a Director shall commit in writing to meet all the requirements and to honour the standards and practices contained in this Code of Conduct.

Directors of the Dharug Strategic Management Group Ltd are expected and required to maintain the highest standards of ethical behaviour and to always act in the best interests of the communities of the Dharug First Nation and DSMG Ltd.

Conduct

Directors of DSMG Ltd will:

- Act ethically, with honesty and integrity, in the best interests of DSMG Ltd at all times.
- Contribute to DSMG Ltd's decision-making in a constructive, courteous and positive way to enhance the good governance and reputation of DSMG Ltd.
- Recognise the responsibility and accountability that Directors have to the wider communities of the Dharug First Nation, the First Nations communities of Western Sydney and the wider public and other stakeholders whose collaboration and goodwill underpins DSMG Ltd's role in



caring for the Blacktown Native Institute site and other physical, cultural and economic assets on behalf of Dharug peoples.

- Use care and diligence in fulfilling the functions of the office of Director and in exercising that role, and make decisions fairly, impartially and promptly, considering all available information.
- Ensure that confidential information received in the course of directorial duties remains the property of DSMG Ltd and not disclose information or allow it to be disclosed, unless authorised by DSMG Ltd, or as required by law.
- Attend every board meeting wherever possible, provide a formal apology where they are unable to attend any specific meeting, and, under Section 8.5(a)(iii) of the DSMG Ltd Constitution, tender their resignation to the Chair of the Board if they fail to attend three or more consecutive Board meetings in a 12-month period without leave of absence approved by the directors.
- Treat colleagues, staff, partners and community members with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare.
- Contribute to a harmonious, safe and productive board environment and culture.
- Comply, in good faith, with the spirit, as well as the letter, of this Code.

Communication and official information

Directors of DSMG Ltd will:

- Not make public statements or representations regarding the business of DSMG Ltd; make improper use of information acquired as a Director or take improper advantage of the position of Director
- Not disclose official information or documents acquired through membership of the Board, other than as required by law or where agreed by decision of the Board;

Financial accountability

Directors of DSMG Ltd will:

- Be accountable for official expenditure.
- Adhere to Financial Procedures as approved by the Board.
- Act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that come before the Board.

Conflict of Interest

Directors of DSMG Ltd will:

- Disclose to the Secretary in a timely manner any personal or business interests which may give rise to actual or perceived conflicts of interest and ensure they are added to the Board's Register of Directors' Interests.
- Declare any relevant interest between their personal interests and their duty as a Director prior to Board discussion of any relevant matter and, where required, remove themselves from such discussion.
- Ensure personal or financial interests do not conflict with their ability to perform official duties in an impartial manner.
- Where real or perceived conflicts of interest do arise, ensure they are disclosed and managed in an appropriate and timely manner in the interest of DSMG Ltd.

Use of Corporate Information, Opportunities and Assets

Directors of DSMG Ltd will:

- Not compete with the Company or use opportunities that are discovered through the use of Company property, Company information or position, for their personal benefit or the benefit



of persons or entities outside the Company. No Director may improperly use or waste any Company asset.

Behaviour and Personal Conduct

Directors of DSMG Ltd will:

- Be willing to listen and be open to others' ideas.
- Act properly, honestly and in an open and transparent manner.
- Be constructive and focus on the purpose and objectives of the DSMG Ltd.
- Participate actively in discussions and provide feedback to the community.
- Follow up on actions assigned to them at each meeting.
- Not engage in conduct likely to bring discredit upon DSMG Ltd and to endeavour at all times to enhance the reputation of DSMG Ltd.
- Not harass, bully or discriminate against colleagues, members of the public and/or employees.

If the Chair concludes that a Director has failed to adhere to this Code of Conduct during a Board meeting, they will immediately suspend the matter under discussion and asked the meeting to exclude the Director from the meeting. Should this happen more than once, the Director will be asked to resign from the Board in accordance with Section 8.5(b) of the DSMG Ltd Constitution.

The Board will review this Code and its performance annually, or more often as the Board determines.

I acknowledge receipt of this Code. I further acknowledge that I have read and agree to abide by the terms of the Code.

Director's Signature

Director's Name

Date

Witness Signature

Witness Name

Date