



Code of Conduct

To be observed by directors of GRNSW

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1. Objectives

Greyhound Racing NSW (GRNSW) is an independent body charged by the Greyhound Racing Act 2017 (“the Act”) with providing strategic direction and leadership in the development, integrity and welfare of greyhound racing in NSW, with particular emphasis placed upon promoting and protecting the welfare of greyhounds in the industry.

As custodians of the industry, the Board of GRNSW is responsible for the overall business and compliance performance of the entity and leadership to the industry in guiding its affairs in order to maintain public confidence in the greyhound racing industry in NSW. To this end it is essential that:

1. The behaviour of GRNSW directors and delegates is at all times honest, ethical, impartial, and equitable.
2. The behaviour of GRNSW’s directors and delegates is seen, by the greyhound racing industry in NSW and by the public at large, to be honest, ethical, impartial, and equitable.

1.1 Enforcement

In addition to legal obligations and governance best practices applying to directors:

- Breaches of this code may result in the Minister responsible for the Administration of the Act:
 - removing an individual director from office (*Greyhound Racing Act 2017, Schedule 2, clause 5(2)*); or
 - removing all directors of the Board from office if the Minister is satisfied that GRNSW has failed to exercise its functions (*Greyhound Racing Act 2017, section 22*) and
- Directors’ activities may be reported to, and investigated by, the Greyhound Welfare and Integrity Commission.

Greyhound Racing Act 2017

This code of conduct exists primarily to enable GRNSW to achieve its objectives. It is also a requirement of the legislation under which the organisation is established, as outlined below:

Schedule 2: Provisions relating to directors and procedure of Board

Clause 15 Code of conduct

1. The Board must adopt a code of conduct to be observed by the directors;
2. The code must include a statement of the directors’ duties under clause 8 (Duty of directors to act in the interests of public and industry) and clause 6 (Disclosure of pecuniary interests) and the obligations of the Board under clause 6 in connection with disclosures under that clause; and
3. The Board must review its code of conduct at least every 3 years and make such changes to it as it considers appropriate.

2. Purpose of this Code

This code of conduct (“Code”) aims to provide guidance to directors and delegates, by establishing a common understanding of the behaviour expected of directors to help them carry out their duties and responsibilities to a level that is acceptable to the Commission and the general public. Directors are bound to act according to this code, as are any deputies they may appoint.

3. Role of the Board

The role of the GRNSW Board is to safeguard and oversee management of the greyhound racing industry in NSW by providing stewardship and governance to the organisation. Effective stewardship includes managing GRNSW’s reputation and relationship with the public and the Minister on matters of public administration and governance. The Board must provide sufficient information to the Commission to advise the Minister on GRNSW’s activities and the status of the greyhound racing industry as a whole.

Greyhound Racing Act 2017

18 Role of Board

- (1) The affairs of GRNSW are to be managed and controlled by a Board.
- (2) Any act, matter or thing done in the name of, or on behalf of, GRNSW by the Board is taken to have been done by GRNSW.

23 Principal objectives of GRNSW

The principal objectives of GRNSW are as follows:

- (a) to be a commercially viable entity.
- (b) to exhibit a sense of social responsibility by having regard to the welfare of greyhounds,
- (c) to promote greyhound racing in the State as a competitive and sustainable industry with a high level of public trust.

It undertakes this role by meeting regularly, focusing on strategic matters to ensure GRNSW continues to fulfil its purpose to the Government and the Commission and deciding how best it can achieve its functions, which are set out in the Act.

The Board’s role is to establish policy and set objectives for the sport of greyhound racing in NSW, and to “review and monitor” the achievement of objectives. Management has the responsibility to carry out the policies approved by the Board. Where the Board wishes to do something not authorised under GRNSW’s establishing legislation, but is in the public interest or consistent with the objectives of GRNSW, then the Board must raise the matter with the Commission or Minister for consideration.

Subject to a director being provided delegated authority by the Board, the Board acts as “one” and no individual director is permitted to act singularly in the day to day operation or management of the organisation. The Board will at all times be accountable for the actions of its delegates.

4. Duties of the Chairperson

In your capacity as chairperson of GRNSW, you must adhere to the duties of directors outlined in

this Code and make sure:

- the Board operates effectively to achieve the best possible outcomes for the NSW greyhound racing industry as a whole;
- all directors are given the opportunity to actively participate in and contribute to any deliberations and decision making processes;
- all relevant issues are on the agenda and considered during Board meetings and those issues are considered carefully and thoroughly; and
- all directors receive timely and relevant information to enable them to form appropriate judgements and to contribute actively and effectively to the performance of the Board and its responsibilities.

5. Duties of the Directors

In your capacity as a director of GRNSW, you must:

- At all times act independently and in the best interests of GRNSW and the NSW greyhound racing industry as a whole, bringing to the Board your experience in a senior administrative role or experience at a senior level in one or more of the fields of business, finance, law, marketing, technology, commerce, regulatory administration or regulatory enforcement. You must strive to use your skills and experience to the best advantage of the Board and the greyhound racing industry in NSW; and
- Perform your role objectively and impartially, using your best efforts to ensure equity and fairness to all clubs, participants, and stakeholders in the NSW greyhound racing industry that may be affected by a decision of the Board. The interests of all parties with whom the Board interacts must be dealt with impartially and free of intrusion of self-interest or outside influences.

Directors are subject to a range of duties owed to GRNSW. These are derived from the Act, Common Law and other sources. 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 body as a whole; and
- The duty to act with due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

The fiduciary duty of loyalty is owed to GRNSW itself as a whole. The nature of the relationship between a director and GRNSW is a “fiduciary relationship”– that is to say the director has undertaken to act in the interests of GRNSW and not in his or her own interests. Such a relationship imposes the highest standard of fidelity, because the director occupies a position of trust vis-a-vis GRNSW. The nature of the duty is similar to that of the trustee towards the beneficiaries of a trust.

The principal manifestations of this duty of a director are:

- To act bona fide in the best interests of GRNSW as a whole;
- To exercise the powers conferred by the Act for the proper purposes of conduct of greyhound racing and not for any extraneous purpose;
- Seeking to avoid being placed in a position where your duty to GRNSW as a whole conflicts, or may conflict with personal interest, and if such a possibility arises, providing continuous disclosure on the matter and handling it in the interests of GRNSW as a whole;
- To use your best efforts to ensure equity and fairness to all clubs, participants, and stakeholders in the NSW greyhound racing industry that may be affected by a decision of the Board. The interests of all parties with whom the Board interacts must be dealt with impartially and free of intrusion of self-interest or outside influence;

- Attend all Board meetings if possible, if unable to attend obtain a leave of absence;
- Ensure you are fully informed of the activities and affairs of GRNSW, including statutory and regulatory requirements, as well as the political, physical and social environment in which NSW greyhound racing is conducted;
- Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board;
- Be positive and constructive in the discussion and resolution of dissent between directors;
- publicly support decisions taken by the majority of the Board even if you disagree;
- Support the intentions and activities of GRNSW and be loyal to the organisation and to your fellow directors; and
- Report any suspicion of corrupt conduct relating to the activities of GRNSW.

As a director, you must not at any time:

- speak publicly, to representatives of the media or use social media to comment on matters related to GRNSW or the NSW greyhound racing industry unless authorised;
- represent GRNSW in any capacity in dealings with outside parties unless authorised to do so;
- claim the authority of GRNSW in your private dealings;
- seek to influence the activities of GRNSW except through Board deliberations;
- engage in conduct, or act in a manner, that is likely to bring discredit upon GRNSW or otherwise diminish the confidence in GRNSW of the public or of the participants in the greyhound racing industry; or
- improperly use your position to gain an advantage for yourself or someone else.

Clause 8 of Schedule 2 of the *Greyhound Racing Act 2017* specifically identifies that it is the duty of each director of GRNSW to act in the public interest and in the interests of the greyhound racing industry as a whole in NSW.

6. Scheduling of Meetings and Transaction of Business

All business of the GRNSW Board is to be transacted at a formal meeting of the Board in accordance with the terms of the Act and this Code.

Unless unanimously agreed to by the Board, directors are to be preferably given at least 10 working days' notice of a formal meeting of the Board.

Notwithstanding the above, the Board may, if it thinks fit, transact any of its business by the circulation of papers, by the Chief Executive, among all of the directors, and a resolution in writing approved in writing by a majority of the directors is taken to be a decision of the GRNSW Board.

Email may be used by the Chief Executive to circulate papers among directors and a resolution approved by email is taken to have been approved in writing.

The Board may, if it thinks fit, transact any of its business at a meeting at which directors (or some directors) participate by telephone, closed-circuit television or other means, but only if a director who speaks on a matter at the meeting can be heard by the other directors.

7. Confidentiality of Information

In the course of your duties, you will have access to confidential information. You must not:

- make improper use of information you receive in confidence and, except in order to meet the obligation to act in a transparent manner or as required by law, you must not disclose that information without the informed consent of the person who provided it;
- use confidential information for personal gain or to promote your private interests or those of connected persons, firms, business or other organisations;
- use, or allow someone else to use, confidential information to obtain an advantage, whether direct or indirect, for you or any other person or body; or
- disclose confidential information to any person or agency or the media unless it is part of your duties or specifically authorised.

Information provided to you as *Board Confidential* must not be disclosed to or discussed with anyone outside GRNSW.

Any matters discussed at Board meetings and any information acquired by virtue of your position as a director must remain confidential at all times.

When you resign or leave the Board:

- You must return any confidential documentation in your possession; and
- Your duty of confidentiality continues indefinitely.

8. Conflicts of Interest

The Act and the common law set high standards for removing conflicts of interest. Conflicts of interest are assessed in terms of the likelihood that directors possessing a particular interest could be influenced or might appear to be influenced, in the performance of their duties on any matter. The rule is that directors must not place themselves in a position where there is an actual or substantial possibility of conflict between a personal interest or a duty owed elsewhere and the director's duty to act in the best interests of GRNSW.

This means that, at all times, a director must be able to act in the best interests of GRNSW as a whole. The interests of associates, affiliates, other racing interests and personal interests of the director or their family must not be allowed to prevail over those of GRNSW.

As stated above, the pursuit of self-interest or representation of a factional interest above the interests of GRNSW is a breach of a director's fiduciary duties. It is the responsibility of *all* directors that such conflicts are avoided, or where not possible to avoid, appropriate procedures are put in place to allow the conflict to be managed in such a way so as to not affect the Board's decision-making. If decisions are made by the Board that involve a conflict of interest, such decisions may be legally challenged and may ultimately result in potential personal liability of *all* directors.

The Chief Executive and the Chairman are available to discuss potential conflicts of interest with directors. Full disclosure of conflicts or potential conflicts must be made as soon as possible after the director becomes aware of the conflict or potential conflict of interest.

8.1 Duty to Declare

As a director, you owe a duty of continuous disclosure to GRNSW to ensure that you do not allow a

conflict of interest to compromise your position. You must declare any actual or potential conflict of interest or any circumstance that might reasonably be thought to be a conflict of interest. You can declare an interest at a meeting of the Board or in writing to the Chief Executive. For your own protection, if in doubt about whether there is a conflict of interest, err on the side of caution and declare it.

You must declare any conflict of interest of which you are aware on the part of any member of your family or household, any close acquaintance, or any individual or entity with whom you have a significant personal or financial relationship.

8.2 Board meetings

When a matter in which the director has declared an interest is to be discussed, you must leave the room, with the reason and timing of the exit noted in the minutes. The director may not remain present as a silent or non-voting observer, unless the other directors are satisfied that they should not be removed from the meeting. The declaration of a conflict of interest on a matter precludes the Board member from participating in the debate and/or voting. The director should also consider whether to arrange that the relevant Board Papers are not sent, or in an extreme case whether to resign from GRNSW.

8.3 Board Papers

Before circulating Board papers, the Chief Executive, in consultation with the Chairperson, unless the Chairperson has a perceived conflict of interest, will consider whether any matter relates to your conflicts of interests that you have previously declared. If so, information relating to the matter will be withheld. You will be told the nature of the information withheld and the reason for withholding it. You must notify the Chief Executive if you receive Board papers or information relating to a matter in which you have an interest.

9. Pecuniary Interests

Clause 6 of Schedule 2 of the Act sets out the following.

- (1) If:
 - (a) a director has a pecuniary interest in a matter being considered or about to be considered at a meeting of the Board; and
 - (b) the interest appears to raise a conflict with the proper performance of the director's duties in relation to the consideration of the matter,the director must, as soon as possible after the relevant facts have come to the director's knowledge, disclose the nature of the interest at a meeting of GRNSW or the committee.
- (2) A disclosure by a director at a meeting of the Board that the director:
 - (a) is a director, or is in the employment, of a specified company or other body; or
 - (b) is a partner, or is in the employment, of a specified person; or
 - (c) has some other specified interest relating to a specified company or other body or to a specified person,is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).
- (3) Particulars of any disclosure made under this clause must be recorded by the Board in a book kept for the purpose and that book must be open at all reasonable hours to inspection by any person on payment of a reasonable fee determined by the Board.
- (4) After a director has disclosed the nature of an interest in any matter, the director must not,

unless the Board otherwise determines:

- (a) be present during any deliberation of the Board with respect to the matter; or
 - (b) take part in any decision of the Board with respect to the matter.
- (5) For the purpose of the making of a determination by the Board under subclause (4), a director who has a pecuniary interest in a matter to which the disclosure relates must not:
- (a) be present during any deliberation of the Board for the purpose of making the determination; or
 - (b) take part in the making by the Board of the determination.
- (6) A contravention of this clause does not invalidate any decision of the Board.
- (7) This clause applies to a member of a committee of the Board and the committee in the same way as it applies to a director of the Board and the Board.

Under clause 7 of Schedule 2 of the Act:

- (1) A pecuniary interest is an interest that a person has in a matter because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person or another person with whom the person is associated.
- (2) A person does not have pecuniary interest in a matter if the interest is so remote or insignificant that it could not reasonably be regarded as likely to influence any decision the person might make in relation to the matter.
- (3) A person is taken to have a pecuniary interest in a matter if:
 - (a) the person's spouse or de facto partner or a relative of the person, or a partner or employer of the person, has a pecuniary interest in the matter; or
 - (b) the person, or a nominee, partner or employer of the person, is a member of a company or other body that has a pecuniary interest in the matter.
- (4) However, a person is not taken to have a pecuniary interest in a matter as referred to in subclause (3):
 - (a) if the person is unaware of the relevant pecuniary interest of the spouse, de facto partner, relative, partner, employer or company or other body; or
 - (b) just because the person is a director of, or is employed by, a statutory body or is employed by the Crown; or
 - (c) just because the person is a member of a company or other body that has a pecuniary interest in the matter, so long as the person has no beneficial interest in any shares of the company or body.

However, it is important to note that the requirements set out under the Act are a minimum requirement on disclosure of conflicts and restriction of voting at Board meetings. If considered necessary, the Board may put in place additional policies and procedures that restrict a director's powers in situations of actual or perceived conflict.

10. Due Diligence

A director should attend all Board meetings, however where attendance at meetings is not possible, appropriate steps should be taken to obtain leave of absence.

A director must acquire knowledge and keep abreast of the statutory and regulatory requirements

affecting directors in the discharge of their duties to GRNSW and be aware of the physical, political and social environment in which it operates. Ultimately, a ‘good’ decision made by the Board is one which is appropriate in the context in which GRNSW operates, which means any decision of the Board must ensure not only the commercial viability of GRNSW, but also exhibit a sense of social responsibility in relation to greyhound welfare and aim to achieve public trust and confidence by promoting the sustainability of the industry in NSW.

In order to be fully effective, a director should insist upon access to all relevant information to be considered by the Board. The information should be made available in sufficient time to allow proper consideration of all relevant issues. In the extreme circumstances where information is not provided, the director should take an appropriate protest about the failure on the part of GRNSW to provide the information and if necessary abstain from voting on the particular matter on the basis that there has not been the time necessary to consider the matter properly. Any abstention, and the reasons for it, should be included in the minutes. It may also be appropriate to vote against the motion or move for deferment until proper information is available.

A director should endeavour to ensure that systems are established within GRNSW to provide the Board, on a regular and timely basis, with necessary information to enable the directors to make a reasoned judgment and so discharge their duties of care and diligence. An internal audit of systems supporting the Board should be conducted regularly.

The reason for this is not only to allow directors to properly discharge their duty to GRNSW, but also to the general public. At all times, directors will be required to act transparently in their dealings with GRNSW, which means any parties affected by a decision of the Board must be able to understand the basis of the decision and the material relied upon in making that decision.

A director must be able to give an account for or justify any decisions that have been made, and how those decisions are subsequently implemented.

11. Gifts, Hospitality, Benefits and Gratuities

In their dealings with other individuals and entities in the industry, directors must always act to foster GRNSW’s reputation for independence, impartiality, and scrupulous adherence to ethical standards, at all times seeking to increase the public’s trust in the operation of the greyhound racing industry in NSW.

During your term of appointment as a director, you may be offered certain gifts or benefits due to your position in office. As a director, you must not solicit or accept gifts, rewards or benefits in connection with the performance of your duties, or which might compromise or be seen to compromise your independence and objectivity, or which might give rise to a real or apparent conflict of interest. The receipt of gifts and benefits may compromise directors in that they may be perceived to be unable to make unbiased decisions in the future with respect to the person or organisation that was the source of the gift or benefit.

To avoid the possibility of being compromised, you may accept minor hospitality offered in the course of your duties if:

- The total value is nominal;
- The offer is in accord with normal social practice; and
- The level of hospitality is not more than the Board would provide in similar circumstances.

Accepting such gifts or benefits is essentially a matter of judgment. However, you must be satisfied, and must be able to demonstrate that you were satisfied, that your position will not in any way be

compromised or appear to be compromised by acceptance.

You must never accept, under any circumstance, an offer of:

- Money; and
- Services or favoured treatment, even if of no measurable value, relating to greyhound racing.

If you receive any offer of a gift or benefit, you must report it to the Chief Executive or the Chairperson or the Greyhound Welfare and Integrity Commission.

As a private individual you may accept a benefit if it is offered equally to, and accepted by, the public or the industry at large.

A Register of Gifts must be maintained by the Board to enable the receipt and disposal of gifts to be conducted in an open and transparent manner. The information recorded should include who made the offer, who received the gift or benefit, the date, its value and the decision made on its allocation. The Register of Gifts must be made available for inspection by the Minister at any time.

12. Wagering

Directors of GRNSW are prohibited from betting, either in their own name or otherwise, on greyhound racing. Directors of GRNSW may bet on other racing and sporting events only if the bets are placed:

- in their own name, and
- through their personal betting accounts, if such accounts are registered with GRNSW.

13. Improper or Undue Influence

Directors must take care not to use their position on the Board to influence any other directors or staff at GRNSW in the performance of their duties or functions for the purpose of obtaining any advantage for themselves or any other person.

14. Maintenance and Promotion of Public Confidence

Directors must not engage in conduct likely to bring discredit upon GRNSW or otherwise diminish public trust and confidence in greyhound racing or of participants in the greyhound racing industry in NSW.

Directors must report to the Chairman any actions by others which may adversely affect, either directly or indirectly, the public confidence in the integrity of GRNSW.

It is the duty of each director to act in the public interest and in the interests of the greyhound racing industry as a whole in NSW.

15. Dissent

Directors should recognise that their responsibilities to their colleagues, the public and GRNSW as a whole require that, where disagreement occurs, every effort be made to resolve the issue and avoid dissension.

Nevertheless there may be times when a director feels so strongly about a matter of principle that the director is unable to acquiesce in a decision of the Board.

In such cases the director should consider taking some or all of the following steps:

- Making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
- Asking for additional legal, accounting or other professional advice;
- Asking that the decision be deferred 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; or
- Writing to the Chairman, or all directors of GRNSW and/or asking that the letter be filed with the minutes.

Directors, do not have the right to usurp decisions of GRNSW to pursue a private agenda when they do not agree with the majority decision. In that vein, directors must act fairly and impartially and where disputes such as those set out above arise, directors must behave in a manner that is free of favouritism and self-interest, at all times ensuring that they are acting in the best interests of GRNSW and the NSW greyhound racing industry.

16. Enforcement of the Code

Directors' activities may be reported to and subject to investigation by the Greyhound Welfare and Integrity Commission.

In addition to legal obligations applying to directors generally, breaches of this Code may result in:

- GRNSW recommending to the Minister responsible for the administration of the Act that the director be removed from office (in accordance with Schedule 2 clause 5(2) of the Act); and/or
- the Minister removing the entire GRNSW Board and appointing an Administrator, should the Minister be satisfied that the Board has failed to properly exercise its functions or to comply with a written direction by the Minister to rectify a matter under GRNSW's operating licence (in accordance with section 22 of the Act).

17. Summary of Principles

To meet the requirements of this Code, directors must:

- Be accountable for their decisions, and be able to justify and account for any decisions made;
- At all times act honestly and with integrity in order to increase public trust and confidence in GRNSW and the greyhound racing industry in NSW;
- At all times exercise due care in the performance of their duties;
- Be diligent, attend Board meetings and make themselves knowledgeable about, and keep abreast of, the Rules and legal requirements, the operations of GRNSW and the industry and social environment in which it operates;
- Ensure that systems are established within GRNSW to provide sufficient and accurate data on a regular and timely basis, to enable directors to discharge their duties of care and diligence;
- Act at all times in the interest of GRNSW as a whole rather than any sectional interest, not using the position of director to influence any third parties in the performance of their duties or functions for the purpose of obtaining any advantage for anyone other than GRNSW;
- Avoid conflicts of interest;

- Declare and disclose pecuniary interests;
- Be independent and objective in decisions, judgments and actions;
- Not to release confidential information outside the Board room;
- Not to accept any offer of a gift or benefit, without first reporting it to the Chief Executive or the Chairperson or the Greyhound Welfare and Integrity Commission;
- Leadership: promote and support these principles by example; and
- Report to the Chairman or Chief Executive any actions by others which could adversely affect, either directly or indirectly, the honest and impartial exercise of their duties as a director.

APPENDIX A

BOARD MEMBER'S CONFIRMATION AND DISCLOSURE OF INTERESTS

To:

*Chairman
PO Box 170
Concord West NSW 2138*

From: _____

I confirm that I have read and agree to abide by the GRNSW Board Code of Conduct.

The information provided below is for disclosure at relevant meetings and for inclusion in the register of pecuniary and other interests.

I declare that I and/or my associates have the following pecuniary interests which may or may appear to raise a conflict with the proper performance of my duties as a member of the Board of GRNSW.

1. Memberships of racing clubs, committees, sub committees and associations:

2. Directorship and similar position:

3. Interests by my spouse, de facto or relatives, partners or employees:

4. Interests by companies or other bodies of which I, my nominee, partner or employee are members:

(attach an additional sheet if further space is required)

I agree to advise any changes to these circumstances as soon as soon as possible after the relevant facts have come to my knowledge.

Signed: _____ Date: _____