

MANLY EAGLES BASEBALL CLUB

# Board Member Code of Conduct

Governance policy • 2026 Review

**Our commitment**

MEBC welcomes members who are willing to serve. Board Members will be supported to contribute meaningfully and will be treated with the respect due to people who volunteer their time, skills and judgment for the Club.

|                          |                                                                                                                                    |
|--------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| <b>Policy owner</b>      | MEBC Board                                                                                                                         |
| <b>Applies to</b>        | All elected and appointed Board Members and office bearers                                                                         |
| <b>Approval body</b>     | MEBC Board / members, where required by the Constitution                                                                           |
| <b>Approval date</b>     | To be inserted                                                                                                                     |
| <b>Next review</b>       | Two years after approval, or earlier if required                                                                                   |
| <b>Related documents</b> | MEBC Constitution; conflicts register; complaints and discipline policies; applicable Baseball NSW and national integrity policies |

**Status note:** This draft should be checked against the current MEBC Constitution before approval. If there is any inconsistency, the Constitution and applicable law prevail.

## 1. Purpose

This Code sets the standards of conduct expected of every MEBC Board Member. It supports sound decision-making, respectful participation, accountability to members and confidence in the governance of the Club.

## 2. Scope and standing

This Code applies whenever a Board Member is acting, communicating or reasonably perceived to be acting on behalf of MEBC, including at meetings, club activities, competitions, sponsor or community events, online and through electronic communications.

The Code operates alongside the MEBC Constitution, applicable legislation and policies adopted by MEBC, Baseball NSW or other governing bodies. It does not replace any higher obligation. If provisions conflict, the Constitution and applicable law prevail.

## 3. Club purpose and governance values

MEBC provides opportunities for people to participate in and develop through baseball, from community involvement to high-performance pathways. The Board's role is to protect the Club's long-term interests, traditions, people, assets and reputation.

Board Members will demonstrate:

- Integrity — acting honestly, in good faith and for a proper purpose.
- Respect — treating people fairly, listening to different views and supporting a safe, inclusive club environment.
- Service — putting the interests of MEBC and its members as a whole ahead of personal or sectional interests.
- Accountability — accepting responsibility for decisions, use of resources and agreed actions.
- Teamwork — contributing constructively and supporting collective Board decisions.
- Excellence — preparing properly, seeking reliable information and continuously improving the Club's governance.

## 4. Core duties

Each Board Member must:

- act honestly, in good faith and in the best interests of MEBC as a whole;
- exercise reasonable care, skill and diligence, including asking questions where information is unclear or incomplete;
- act for a proper purpose and within the authority of their role;
- comply with the Constitution, applicable laws, Board policies and lawful Board decisions;
- protect MEBC's financial sustainability, assets, information, people and reputation; and
- not improperly use their position or information obtained through their role to gain an advantage for themselves or another person, or to cause detriment to MEBC.

## 5. Expected conduct

### 5.1 Respectful and inclusive behaviour

- Treat fellow Board Members, members, players, coaches, officials, volunteers, employees, sponsors, visitors and governing-body representatives with courtesy and dignity.
- Encourage participation and genuinely consider different perspectives.
- Do not bully, harass, discriminate, intimidate, victimise or engage in abusive, threatening or humiliating conduct.
- Support the safety and wellbeing of children, young people and other participants and comply with applicable safeguarding and member-protection requirements.
- Avoid conduct, including online conduct, that could reasonably bring MEBC or baseball into disrepute.

### 5.2 Board meetings and decision-making

- Attend Board meetings regularly and on time. If unable to attend, submit an apology as early as practicable and seek leave of absence where an extended absence is expected.
- Read meeting papers, prepare for discussion and provide reports and assigned work accurately and on time.
- Respect the Chair's role in conducting meetings and follow agreed meeting procedures.
- Debate issues constructively, focus on the matter rather than the person, and allow others to speak without interruption.
- Base decisions on relevant information, the Club's purpose, risks, finances and the interests of members as a whole.
- Record dissent or an abstention in the minutes when requested. Once a decision is made, do not undermine it publicly; concerns about legality, safety or serious wrongdoing must instead be raised through an appropriate reporting channel.

### 5.3 Collective authority and operational boundaries

Authority rests with the Board collectively unless the Constitution, a Board resolution, a delegation or a position description gives authority to an individual. A Board Member must not:

- represent a personal view as an official MEBC position;
- commit MEBC to expenditure, contracts, public statements or actions without authority; or
- individually direct employees, contractors, coaches, volunteers or operational personnel unless authorised to do so.

### 5.4 Communications and public comment

- Use authorised spokespersons and communication channels for official announcements.
- Make clear when a personal opinion is not the view of MEBC.
- Communicate accurately, respectfully and in a way that protects confidential information, privacy and legal obligations.
- Do not use social media, group chats or email to attack individuals, relitigate confidential Board discussions or disclose restricted information.

## 6. Conflicts of interest

A conflict of interest arises where a Board Member's personal, family, professional, financial, business or other interests could influence, or could reasonably be perceived to influence, the proper performance of their Board duties. Conflicts may be actual, potential or perceived.

### 6.1 Examples

- The Board Member, a close associate or family member may benefit from a contract, appointment, selection, program, payment or other decision.
- The Board Member provides, or proposes to provide, professional goods or services to MEBC.
- The Board Member holds a role or material interest in another organisation whose activities or interests overlap, compete or conflict with MEBC.
- The Board Member has a close personal relationship, dispute or loyalty that could affect impartial judgment.
- The Board Member could use confidential or inside information for personal or professional advantage.

### 6.2 Disclosure and management

- Disclose a conflict to the Chair or Secretary as soon as it becomes known and before the relevant matter is considered. If the Chair has the conflict, disclosure must be made to the Board or Deputy Chair/other authorised officer.
- Keep standing interests current in the Club's conflicts register and declare relevant conflicts again at the meeting where the matter arises.
- Provide enough information for the non-conflicted Board Members to assess the nature and significance of the conflict.
- Unless the non-conflicted Board Members determine otherwise in accordance with the Constitution and law, do not receive restricted papers, take part in discussion, remain in the room or vote on the matter.
- Accept any management plan determined by the non-conflicted Board Members, which may include disclosure, restricted access, abstention, withdrawal, independent advice or another proportionate measure.
- Ensure the disclosure, management decision, absence from discussion and voting outcome are recorded in the minutes and any required register.

#### **When in doubt, disclose**

Disclosure does not itself imply wrongdoing. Early disclosure protects the Board Member, the Club and the integrity of the decision.

## 7. Confidentiality, privacy and records

- Keep confidential all information designated confidential or that a reasonable person would understand to be sensitive, including personal, financial, legal, disciplinary, selection, employment, commercial and security information.
- Use confidential information only for authorised Club purposes and share it only with people who are authorised and need it for their role.
- Store and transmit Board papers and Club information securely. Promptly report loss, misdirection or unauthorised access.
- Avoid discussing confidential Board business where conversations may be overheard or messages may be seen by others.
- Return, transfer or securely dispose of Club records when directed or when leaving office, while respecting any legal recordkeeping requirement.
- Continue to observe confidentiality obligations after leaving the Board.

Confidentiality does not prevent a Board Member from making a protected disclosure, reporting suspected unlawful conduct, seeking confidential professional advice, or providing information when legally required.

## 8. Club resources, gifts and benefits

- Use MEBC money, equipment, systems, intellectual property, contacts and facilities only for authorised purposes and with proper care.
- Do not seek or accept any gift, hospitality, discount, favour, fee or other benefit that could influence, or be perceived to influence, a Board decision or official duty.
- Declare any gift or benefit connected with the role in accordance with Board requirements. Gifts of more than nominal value may only be retained if approved by the non-interested Board Members and recorded.
- Ensure reimbursements and expenses are reasonable, supported by records and approved under the Club's financial controls.

## 9. Fitness to serve and legal compliance

- Maintain eligibility for office under the MEBC Constitution and applicable law.
- Promptly disclose to the Chair or Secretary any circumstance that may affect eligibility, capacity to perform the role, or the Club's legal or safeguarding obligations.
- Do not participate in Board duties while impaired by alcohol, illicit drugs or another condition that makes safe and sound judgment unlikely.
- Complete required declarations, checks, induction and training relevant to the role.

## 10. Raising concerns

A Board Member who reasonably believes that a decision, action or omission may be unlawful, unsafe, seriously improper or contrary to the Board's public and member duties should raise the concern promptly with the Chair. If that is inappropriate or the concern involves the Chair, it should be raised with the Deputy Chair, Secretary, another non-conflicted Board Member or an appropriate external authority.

Concerns must be raised in good faith. MEBC will not tolerate retaliation against a person who makes a genuine report or participates in an authorised review.

## 11. Suspected breaches and consequences

A suspected breach should be addressed promptly, fairly, confidentially as far as practicable, and in accordance with the MEBC Constitution and any applicable complaints, disciplinary or integrity policy.

The process should include:

1. the concern being documented and referred to an appropriate, non-conflicted decision-maker;
2. the Board Member being told the substance of the concern and given a reasonable opportunity to respond;
3. relevant information being considered impartially, with external or independent assistance where appropriate;
4. a decision being made on the balance of probabilities, with reasons and an appropriate record; and
5. the outcome and any review or appeal avenue being communicated to affected parties, subject to privacy and confidentiality.

Depending on seriousness, frequency and the powers available under the Constitution, responses may include guidance, an apology, training, mediation, a management plan, removal of a delegation or portfolio, formal warning, referral under another policy, a request to resign, or action to remove or suspend the Board Member in accordance with the Constitution and law.

### Procedural fairness

Nothing in this section gives the Board a power it does not otherwise have under the Constitution or law. Urgent interim measures may be taken to protect people, information, assets or a fair process, but they should be proportionate and reviewed promptly.

## 12. Induction, acknowledgment and review

- The Code will be provided to each Board Member on appointment or election and included in Board induction.
- Board Members must confirm that they have read, understood and agree to comply with the Code.
- The Board will review the Code at least every two years, and earlier following a material legal, constitutional, governance or integrity change.
- The Board may approve administrative corrections that do not alter the substance of the Code. Material changes require the approval process specified by the Constitution.

## 13. Definitions

### Board

The governing committee of MEBC, however described in the Constitution.

### Board Member

An elected or appointed committee member, director or office bearer who forms part of the Board.

### Club / MEBC

Manly Eagles Baseball Club.

### Close associate

A person or entity whose relationship with a Board Member could reasonably affect, or appear to affect, the Board Member's judgment.

### Confidential information

Non-public information obtained through the Board role that is sensitive by nature, designation, law or reasonable expectation.

**Amendment history**

| Version | Review date | Effective date | Summary                                                                       |
|---------|-------------|----------------|-------------------------------------------------------------------------------|
| 1.0     | 13/08/26    | 13/08/26       | Comprehensive replacement of the former Board Members Policy Code of Conduct. |