

# Code of Conduct For Crown Entity Board Members



**Te Kawa Mataaho**  
Public Service Commission

Crown entities deliver public services, exercise significant powers and directly impact the lives of New Zealanders. To be effective, Crown entities must have the trust and confidence of New Zealanders and the Government.

## ACTING IN THE SPIRIT OF SERVICE

Boards oversee the operations and performance of Crown entities. As board members we bring to our roles a spirit of service to the community and a desire to improve the wellbeing of New Zealand and New Zealanders, including of Māori consistent with Te Tiriti o Waitangi. A key requirement of our roles is to act with the highest levels of integrity and professional and personal standards.

## RESPONSIBILITIES UNDER THIS CODE

### PERSONAL INTEGRITY

#### **We are honest and open**

**We act with honesty and with high standards of professional and personal integrity.**

We are truthful and open. We speak up in board meetings on decisions or advice that may be detrimental to the public interest.

#### **We are fair**

**We deal with people fairly, impartially, promptly, sensitively and to the best of our ability.**

We do not act in a way that unjustifiably favours or discriminates against particular individuals or interests. We help create an environment where diverse perspectives and backgrounds are encouraged and valued. We treat other members and staff employed by the entity with courtesy and respect.

#### **We speak up**

**We report unethical behaviour when we see it. We treat all concerns raised by others seriously.**

We support the entity to have clear policies and procedures in place that help expose serious threats to the public interest, and encourage open organisation cultures where all staff feel safe speaking up.

### PROFESSIONAL CONDUCT

#### **We use our positions properly**

**When acting as a member, we do not pursue our own interests at the expense of the entity's interests.**

We do not misuse official resources for personal gain or for political purposes. We behave in a way that reflects well on the reputation of the entity and do not do anything to harm that reputation.

We never seek gifts, hospitality or favours for ourselves, members of our families or other close associates. We inform the Chair or other proper authority, or otherwise follow our entity's procedures, in relation to any offers of gifts or hospitality. We ensure that, where a gift or hospitality is accepted, it is recorded in a register as required under the entity's procedures.

*Issued by the Public Service Commissioner under section 17(3) of the Public Service Act 2020 to apply to board members of statutory entities (excluding corporations sole) and Crown entity companies (excluding Crown Research Institutes and their subsidiaries)*



## IMPLEMENTATION

This Code sets out minimum standards of integrity and conduct. The board should put in place a board charter or governance manual to guide its governance activities, which includes ethics provisions for board members as appropriate, to support these standards and suit the entity's particular circumstances.

This Code should be read in conjunction with the collective and individual duties of members as set out in the Crown Entities Act 2004. This Code does not override any statutory provisions including those in an entity's empowering legislation, the Crown Entities Act 2004, the Public Service Act 2020, the Public Finance Act 1989 and the Companies Act 1993. This code is not intended to limit the ability of an entity or statutory officer to act independently in regard to any statutorily independent function.

## We use information properly

**We use information we gain in the course of our duties only for its intended purpose and never to obtain an advantage for ourselves or others or to cause detriment to the entity.**

We are well informed about privacy, official information and protected disclosures legislation. We fully comply with entity procedures and only disclose official information or documents when required to do so by law, in the legitimate course of duty or when proper authority has been given.

## We are politically impartial

**We act in a politically impartial manner. Irrespective of our political interests, we conduct ourselves in a way that enables us to act effectively under current and future governments. We do not make political statements or engage in political activity in relation to the functions of the Crown entity.**

When acting in our private capacity, we avoid any political activity that could jeopardise our ability to perform our role or which could erode the public's trust in the entity. We discuss with the Chair any proposal to make political comment or to undertake any significant political activity.<sup>1</sup>

## We use care, diligence and skill

**We carry out our work with care, diligence and skill.**

We give proper consideration to matters and seek and consider all relevant information.

## ACTING LAWFULLY

### We meet our statutory and administrative requirements

**We understand and act in accordance with all statutory and administrative requirements relevant to our roles.**

We play a full and active role in the work of the board and fulfil all our duties responsibly. We respect the principle of collective decision-making and corporate responsibility. This means once the board has made a decision, we support it. We follow board protocols for public comment.

### We identify and manage conflicts of interest

**We identify, disclose, manage and regularly review all interests.**

We become familiar with, and follow, all conflicts of interest requirements, including those of the board, the entity, and all statutory and professional requirements including the Crown Entities Act 2004, sections 62-72.

<sup>1</sup> These provisions apply to elected board members in the same way as to appointed members. However elected board members have a relationship with their constituency in addition to their accountability to the responsible Minister. Elected Board Members must consider how to maintain that relationship while, as for all members, ensuring their actions do not jeopardise the effective governance of the entity.