

CODE OF CONDUCT FOR GREENPEACE AUSTRALIA PACIFIC GENERAL ASSEMBLY INCLUDING BOARD MEMBERS

A well-functioning and empowered General Assembly (GA) is vital to the effective governance and operations of Greenpeace Australia Pacific (GPAP). A well-functioning GA needs both a shared dedication to the protection of the natural environment and a shared understanding about, and commitment to an inclusive culture. This document proposes a code of conduct to set out and clarify how the GA, including board members, will conduct themselves:

- in their interactions with each other and staff both in meetings and in communications between meetings, and
- in the public sphere.

It is expected that this code of conduct will be primarily used as a benchmark for behaviour by the GA itself.

General principles

1. GA members, including those on the Board, are expected to conduct themselves with:
 - **Respect:** Act with respect for each other and for staff and for each person's contribution and points of view.
 - **Courtesy:** Ensure that they give no other person (GA member, Board member or staff) reason to feel disrespected, belittled or intimidated.
 - **Fairness:** Help to ensure that each person has a proper opportunity to voice their opinion and contribute, and that no person is unfairly subjected to criticism.
 - **Honesty and integrity:** Be trustworthy and honest in all dealings and communications, protect the GA's and GPAP's confidential information, and ensure that they disclose all relevant personal interests.
 - **Recognition of equality, diversity and non-discrimination:** Create a safe, inclusive space free from discrimination, bullying and harassment.
 - **The upholding of GPAP's interests:** Strive to uphold and support the best interests of GPAP and its objectives. There will be differences of opinion about where the interests of GPAP and its objects lie and vigorous, respectful, debate about this in relation to matters for decision at meetings is encouraged.

Conduct at meetings

2. GA and board members should conduct themselves consistent with the above at Greenpeace Australia Pacific meetings, including:
 - a. disclosing any and all personal interests they may have in matters the subject of discussion or decision making,
 - b. respecting and following the directions of the Chair,
 - c. speaking in turn and not over the top of other people,
 - d. listening to what other people are saying and being prepared to learn from and be persuaded by them,
 - e. addressing other people and their points of view politely,

Communications between meetings

3. All communications between meetings – including email communications should conform to the above principles. This means that communications should be respectful, honest and responsible.

In the public sphere

4. Greenpeace's public image and standing is an important asset. GA members may not make a public statement in any media (including social media) that may be interpreted as an official view of GPAP or Greenpeace unless specifically authorised.
5. If a GA member has cause to speak to the media or make statements in the media in some other capacity, he or she must not claim these statements are made on behalf of GPAP or Greenpeace.

Review

6. The policy shall be reviewed within the first year.

PROTOCOL FOR MANAGING ISSUES AND CONCERNS

This Protocol has been designed to:

- ensure the GA including the board, function constructively and in line with this Code and the vision and values of GPAP;
- detail the process for addressing issues and concerns arising between members;
- apply to all members of the GA including board members but does not override the board member behavioural expectations and legal responsibilities outlined in the Board Manual, the GPAP Constitution or relevant legislation; and
- enable members to uphold this code and act where behaviour falls short of the agreed standard.

Whistleblowers

If the individual raising the concern has witnessed or experienced violence, harassment, bullying, discrimination, coercion, fraud or other serious misconduct and seeks to remain anonymous, they can choose to make a complaint to the Whistleblower Policy Compliance Officer and follow the process outlined in the GPAP Whistleblower Policy. The individual making the disclosure should note that anonymous disclosures are often more difficult to investigate.

Members are encouraged, where appropriate, to use GPAP internal processes to raise and resolve issues. Nothing in this code prevents a member from exercising any right they have to make a complaint to the appropriate external agency or authority.

Roles and responsibilities

Conciliators: Members of the GA and Board will be elected as Conciliators to support the GA and the board in maintaining effective conduct. Conciliators, elected to the Conciliation Committee are the first point of contact for any issues or concerns that GA members have in relation to GA Code of Conduct breaches.

Up to six (6) Conciliators will be elected at the Annual General Meeting (AGM) by ballot, or by any other method the board considers appropriate. The Chair of the board will communicate the names

and contact details of the Conciliators to the GA. Conciliators will continue in their role until the second AGM after their election. Conciliators should:

- be contactable;
- be committed to confidentiality;
- be willing to uphold the values of GPAP;
- understand and be willing to comply with the processes outlined in this Protocol and any related policies;
- have a thorough understanding of Greenpeace Australia Pacific's Constitution as it applies to this Protocol;
- be unpaid volunteers with relevant expertise;
- have served at least twelve (12) months as a member; and
- have the capacity to attend relevant training as required.

Conciliation Committee: If a GA member raises a concern about a breach of the Code of Conduct with a Conciliator, a Conciliation Committee may be formed to assist in the resolution of that concern. The Conciliation Committee will comprise of a minimum of three (3) members – ideally one (1) board member and two (2) members of the GA who are not board members. The Chair of the Conciliators will appoint the Conciliation Committee, taking into account the skill set of the Conciliators, their capacity and any potential conflicts of interest.

Chair of Conciliators: The Chair of the Conciliators will be elected at the first meeting of the Conciliators by majority vote. The Conciliators must call a meeting within two (2) weeks of the AGM to elect their Chair.

Protocol

Step 1 'Self resolution': If appropriate, those involved in the dispute must try to resolve it between themselves within fourteen (14) calendar days of knowing about it. If there has been a clear and intentional breach of the Constitution or illegal activity has occurred the member should contact the Company Secretary or the relevant authority.

Step 2 'Disclosure': If the member was unable to resolve the dispute, the member may raise their concern with an individual Conciliator or the Conciliation Committee. The member may choose to:

1. Contact the Conciliators via their shared email address <cau@greenpeace.org>. Only the Conciliators have access to this address. This contact method is appropriate for general concerns and clarifications on processes concerning the management of issues and concerns for members; or
2. For specific issues rather than general issues the member may contact an individual Conciliator via text requesting a phone call. It is important that the member respects the volunteer nature of the Conciliator's role and texts to arrange a meeting time. Please do not call the Conciliator.

Following the email reply or phone call, if the member feels that the issue requires further investigation, the member making the disclosure should email the relevant Conciliator and identify:

1. the issue including any specific details and background information;
2. any witnesses or members involved or impacted; and
3. their expectations and desired resolution.

The Conciliator who received the email disclosure will endeavour to respond within ten (10) business days of receiving the disclosure with next steps. If an issue is beyond the remit of the Conciliator, the Conciliator will redirect the individual making the disclosure to the appropriate forum.

Step 3 ‘Clarification’: After receiving a disclosure, the Conciliator will respond to such concerns and as appropriate may:

1. contact other parties involved for further information;
2. request that the Chair of the Conciliators appoint a Conciliation Committee to the matter so that the Conciliator can present the issue and possible outcomes to the Conciliation Committee for discussion and decision making; and/or
3. provide or source mediation for the individuals involved, in accordance with article 76 of the GPAP Constitution.

If the Conciliation Committee deems it appropriate, they may choose to escalate a matter in accordance with the ‘Step 4 ‘Escalation’ process without undertaking the ‘clarification’ or ‘proposed resolution’ steps.

Step 3 ‘Proposed resolution’: Following the Clarification process, the Conciliation Committee will present all relevant parties with a proposed resolution. The parties are expected to respond to the resolution within ten (10) business days. Where there is agreement regarding a course of action, and the matter can be resolved to the satisfaction of all parties involved, the matter will be considered to be resolved. Where one or more of the parties involved rejects the proposed resolutions, that party must include an alternative resolution. This alternative resolution will then be circulated to all parties, who will respond to the alternative resolution within five (5) business days.

Step 4 ‘Escalation’: If the parties are not in agreement regarding the proposed resolution (or alternate resolution if one was proposed), the Conciliation Committee will consult with the parties involved and if the parties want to take the matter further the Conciliation Committee may

1. refer the matter to the Board who may:
 - a. refer the matter to an external agency to assist with the resolution of the dispute; and/or
 - b. vote on a resolution to expel a member where:
 - i. the member has breached the GPAP Constitution;¹
 - ii. the member is guilty of an act or omission which, in the opinion of the Board is causing, has caused, or is likely to cause harm to the Company, or is prejudicial to the interest of the Company;² or
 - iii. the member holds an office, property or circumstance which may reasonably conflict or inhibit the applicant’s ability to fulfil the duties expected of a Member on an ongoing basis.³
2. refer the matter to the GA where there is a reasonable likelihood based on the investigation that the misconduct occurred, and the misconduct is of such severity that escalation is required.⁴

¹ Article 23.1(d) of GPAP Constitution – “A Member will cease to be a Member if they are found by the Board to be in breach of a provision of this Constitution and the Board resolves to expel the Member”.

² Article 23.1(e) of GPAP Constitution – “A Member will cease to be a Member if they are guilty of any act or omission which, in the opinion of the Board is causing, has caused, or is likely to cause harm to the Company, or is prejudicial to the interest of the Company and the Board resolves to expel the Member”.

³ Article 24.2 of GPAP Constitution – “Where the Board considers that the Member’s ongoing membership may result in significant detriment to the Company, the board may make a resolution in writing to expel the Member without first giving the Member notice of the proposed exclusion or an opportunity to provide an explanation”.

⁴ Article 23.1(g) of the GPAP Constitution – “A Member will cease to be a Member if they are excluded by Special Resolution of the General Assembly”.

Records and Privacy

A minimum of 21 days prior to an AGM, the Chair of the Conciliation Committee will provide the Company Secretary with an anonymised report outlining the number of issues and types of issues submitted by GA members to the Conciliations Committee since the last AGM.

This report will assist the Company Secretary to identify any systemic issues and provide the opportunity to target training and relevant communications to GA members to prevent and alleviate such issues in the future. In order to preserve the privacy of members, the Conciliation Committee will delete all information they hold in relation to a matter at the conclusion of their term as a Conciliator. Where a matter is ongoing, they will provide a handover to the incoming Conciliators. Conciliators will maintain the confidentiality of a disclosure, except where disclosure is necessary to facilitate an investigation or resolution.

Nomination to become a Conciliator

Up to six (6) Conciliators will be elected to the Conciliation Committee at the Annual General Meeting (AGM) by ballot, or by any other method the board considers appropriate.

Following the 2019 AGM, if this Protocol is adopted, nominations will be sought, assessed and chosen by the immediate past chair of the Nominations Committee and the immediate past chair of the Governance Committee. Where both immediate past chairs are Board members, one GA member from either Committee will be assigned to the assessment team. The nominations will be assessed on the criteria outlined in the subsection titled 'Conciliators' above in the 'Roles and responsibilities' section.

At every subsequent AGM, there will be a standing item for the appointment of GA members to the Conciliation Committee, with nominations sought as part of the work of the Nominations Committee and suitable candidates presented to the AGM for consideration and adoption. The AGM will vote on up to 4 members of the Committee by ballot at the AGM, or by any other method the board considers appropriate.

Board members will select up to two (2) candidates at the Board meeting immediately following the AGM. If the Nominations Committee has not received enough nominations from General Assembly members to ensure that the four (4) positioned are filled, applications will be taken 'from the floor' at the AGM.

The GA members who are not board members and who are elected to the Conciliation Committee will be appointed for a period of two (2) years except where their tenure as a GA member expires. The board members will be appointed for a period of two (2) years, except where their tenure as a board member expires. In the event that they are not a board member in the second year, the board will elect a new board member to fill the position.

If a Conciliator's term has expired, the Conciliator may reapply for election in subsequent years.

If a matter is ongoing at the time of an AGM, the current Conciliation Committee may choose to continue assisting the parties or may hand the matter over to a new Conciliation Committee.

Decision making

The Conciliation Committee will attempt to reach decisions by consensus, or by majority vote if that is not possible. Each member of the Committee holds one vote. If a disclosure is made which alleges that a Conciliator has breached the code, that Conciliator will be suspended until the issue has been resolved. Conciliators found to be in breach of this Code will be removed from the Conciliation Committee. If the Conciliator was on a Conciliation Committee at the time of their expulsion or suspension as a Conciliator, the Chair of the Conciliators will allocate an existing Conciliator to that Conciliation Committee.

Conciliators must inform the Chair of Conciliators of any potential conflicts of interest, including personal relationships the Conciliator has with GA members who are involved in the issue at hand.

Review

This Protocol will be reviewed no later than two years from the general meeting at which it is approved.