

BOARD CODE OF CONDUCT

Section:	Governance
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Related documents:	Board Charter Board Conflict of Interest
Approved by:	Board
Owner:	Company Secretary
Scope:	GPH Board of Directors

1. PURPOSE

This Board Code of Conduct outlines the expected behaviour of GPH directors, promoting positive conduct, effective decision-making, and teamwork to ensure that the board functions effectively in line with GPH's values, GPH Code of Conduct, and strategic goals.

2. PRINCIPLES

1. Honesty, Integrity, and Best Interests of the Company

- Act honestly, in good faith, and in the best interests of the company as a whole.
- Use care and diligence in fulfilling their functions and exercising the powers attached to their office.

2. Proper Use of Powers and Resources

- Use the powers of their office for proper purposes, acting always in the best interests of the company.
- Use company resources responsibly and efficiently, ensuring that corporate assets are protected and not misused for personal advantage.

3. Stakeholder Consideration

- While the primary responsibility of directors is to the company, directors must also consider the interests of key stakeholders, including employees, consumers, and the community.

4. Respect for Confidentiality

- Confidential information remains the property of the company and should not be disclosed without proper authorisation unless required by law.
- Directors must ensure they do not improperly use information acquired as part of their directorial role for personal benefit or to the detriment of the company.

5. Conflict of Interest

- Properly manage conflicts of interest in the company's interest, disclosing any actual or perceived conflicts immediately.

- Prioritise the best interests of GPH over personal or external interests.

6. Independence in Judgment and Actions

- Directors are obligated to be independent in judgment and actions.
- Take all reasonable steps to ensure they are satisfied with the soundness of the decisions taken by the board.

7. Ethical and Constructive Conduct

- Maintain the highest standards of ethical conduct, ensuring that decisions are made with integrity and aligned with GPH's values.
- Exhibit positive and constructive behaviour, focusing on solutions and addressing issues, not personalities.

8. Proper Use of Information and Position

- Do not take improper advantage of the position to gain benefits for themselves or others.
- Avoid using board meetings to demonstrate superior intellect or knowledge over colleagues.

9. Punctuality, Preparation, and Professionalism

- Arrive on time for meetings and come fully prepared, having read all board papers beforehand.
- Keep presentations concise, limited to five minutes, and avoid repetition of written materials. Contributions to discussions should be made within three minutes.

10. Teamwork and Collaboration

- Directors must work as a cohesive team, respecting the views and contributions of their fellow board members.
- Personal agendas must be set aside to ensure effective collective decision-making.

11. Compliance with Law and Spirit of the Code

- Comply with both the letter and spirit of the law, as well as with this Code and GPH's policies.
- Ensure that conduct upholds the integrity and reputation of GPH.

12. CEO and Executive Relations

- Foster an environment where executive managers can express alternative viewpoints openly.
- Ensure executive opinions are respected while providing oversight and guidance.

13. Monitoring and Continuous Improvement

- Participate in self-assessments and peer evaluations for continuous board performance improvement.
- Periodically review board effectiveness, addressing any areas of dysfunction or underperformance.

14. Constructive Debate and Productive Discussion

- Focus on addressing issues, not personalities. Ensure that discussions remain professional.
- Encouraging constructive disagreement, always expressing contrary views respectfully to improve decision-making.
- Contributions should be concise and relevant, with three minutes being sufficient to make a point. Offer alternative solutions instead of merely opposing views.

15. Collegiality and Team Dynamics

- Work collaboratively, valuing the diverse viewpoints of colleagues.
- Promote a respectful and inclusive team culture, maintaining professionalism when tensions arise.
- Meetings should focus on mutual respect, clear communication, and productive decision-making.

3. VERSION HISTORY

Date	Version No.	Owner	Approved by	Reason for update
March 2018	1	Company Secretary	Board	Inclusion in CDMS
February 2020	2	Company Secretary	Board	Review cycle. Inclusion of conflict of interest statement
November 2022	3	Company Secretary	Board	Review cycle. Updated guiding principles. Change to three year review cycle
October 2024	4	Company Secretary	Board	Updated to align with enhanced governance suite.