



## BOARD CODE OF CONDUCT



## 1 Why Do We Have This Code?

- 1.1 Directors need to set high standards of ethical behaviour, model this behaviour and hold management accountable for delivering these standards throughout the organisation. Long term, ethics enhances our brand and stakeholder confidence.
- 1.2 This code documents, on a principles basis, the minimum standards of ethical and personal behaviour to which the Directors of Airways are expected to adhere. It sets out the expectations for ethical decision-making and personal behaviour.
- 1.3 However, this code is not an exhaustive list of the standards of conduct expected of Airways Directors. Rather, the intention is to outline the key principles in order to assist Directors to make decisions that are consistent with Airways' organisational values and the Just Culture principles and that uphold the trust and confidence placed in Airways by its stakeholders .

## 2 Who Does This Code Apply To?

The Directors of Airways and its subsidiaries.

## 3 Airways Values and Just Culture

- 3.1 The Board recognises the importance of values and culture on employee engagement and wellbeing, and company performance.
- 3.2 As the governing body, the Board recognises and celebrates the values and the Just Culture that Airways and its people have developed, that underpin the way its people work and behave. These organisational values are below, and the Just Culture principles (which foster a fair and just environment which enables Airways to be a learning organisation) can be found in Airways' Just Culture Booklet.



**We are safe**

Safety is at the forefront of everything we do. We are committed to the safety of our people, operations and the communities we serve.



**We strive for excellence**

We deliver our best work each and every day, and look for ways to continue to improve what we do



**We are One Airways**

We all have our own areas of expertise and by working together, collaborating and sharing knowledge, we achieve our aspiration



**We celebrate success**

We recognise our people's achievements, big and small, and celebrate our successes

## 4 Key Principles

4.1 The Board recognises that the conduct of individual Directors and the Board as a whole directly impacts Airways' reputation and the trust and confidence placed in Airways by its stakeholders. Without limiting the specific the obligations on Directors set out in the Board Charter and other Airways policies, the Directors of Airways will observe the following key principles:

### 4.1.1 Integrity:

- (a) Directors act honestly and with high standards of personal and professional integrity.
- (b) Directors act in good faith when dealing with each other, the Shareholders, customers, employees, suppliers, competitors and other stakeholders.
- (c) Directors act transparently, proactively identifying and declaring conflicts of interest and ensuring their actions are not affected by personal interests or relationships.
- (d) Directors do not bring Airways or the Shareholders into disrepute or into a position of embarrassment through their private activities.
- (e) Directors act in a politically impartial manner and conduct themselves in a way that enables them to act effectively under current and future governments. This includes not making political statements, engaging in political activity in relation to the functions of Airways, and acting in ways that places Ministers or entities that responsible for in a position of embarrassment.

### 4.1.2 Leadership:

- (a) Directors lead by example – they act in accordance with Airways' values and Just Culture principles and they display and encourage high ethical standards to positively influence the culture, behaviour and reputation of Airways.
- (b) Once the Board has reached a decision, all Directors adhere to and promote the Board's collective position at all times and do not take or promote any contrary view in either private or public, nor do Directors publicly criticise Airways.

### 4.1.3 Responsible:

- (a) Directors act in good faith and in the best interests of Airways.
- (b) Directors are aware of and comply with their obligations under relevant laws, regulations, the constitution of Airways and the Owners' Expectations Manual. Directors are expected to be cognisant of other guidance regarding conduct issued from time to

time by Treasury and Monitoring Agency, the Office of the Auditor General and the Public Service Commission.

- (c) Directors are familiar with and adhere to all applicable Airways policies, codes and such other requirements as the Board may from time to time specify. Relevant policies include the Board Charter, Board Conflicts of Interest Policy, Gifts and Koha Policy and Whistleblowers Policy.
- (d) Directors properly receive and use Airways' information, property and assets for their intended purpose.
- (e) Directors exercise a duty of care, diligence and skill, giving proper attention to the matters before them.

## **5 Implementation**

The Board will ensure a system is in place to implement and review this code. The Board will monitor adherence to this code and ensure Directors are held accountable for acting in accordance with the key principles set out in this code.