



CODE OF CONDUCT

Applies to all directors, officers, employees, Contractors and agents of Racing Victoria Limited (**Racing Victoria**)

Version: 26 October 2022



***Racing
Victoria***

Message from our Leadership Team

Our vision is ‘racing for all’ — more people, more often, engaging and enjoying our sport.

Our right to exist, to continue operating, is very much dependent on the leadership we deliver in terms of equine welfare, adherence to our stated values and integrity.

The success of Racing Victoria and the Victorian Thoroughbred Racing Industry requires the highest levels of integrity and professionalism being consistently demonstrated by those working in the industry.

This Code of Conduct defines the actions, behaviours and practices expected of and required by Racing Victoria’s directors, officers, employees, Contractors and agents.

This Code of Conduct has been approved by the Board of Racing Victoria. If you are in doubt about the interpretation or application of this Code, please seek advice from your immediate Manager or from the People & Culture Team (or if you are a director or officer, the Chair of the Board).

SCOPE

The aim of this Code of Conduct is to:

- (a) provide guidance on the standard of behaviour expected of Racing Victoria’s directors, officers, employees, Contractors and agents;
- (b) ensure the highest ethical standards are maintained within Racing Victoria; and
- (c) ensure the reasonable expectations of Racing Victoria’s stakeholders are met.

The Code of Conduct applies to, and is binding on, all Racing Victoria employees, directors and other officers, and all others who work for, act on behalf of, or represent Racing Victoria, including Contractors and consultants (all, **RV People**).

Where we refer to “Contractors” in this Code of Conduct, we are referring to those contractors (and their personnel) who are subject to this Code of Conduct pursuant to the terms of their legal agreement with Racing Victoria.

Where we refer to “policies” in this Code of Conduct, please note that Racing Victoria has other policies and procedures in place and that RV People should access these documents via The Stable.

This Code of Conduct supersedes all prior Codes of Conduct (or documents of a similar name or purpose) applicable to RV People.

Our Right to Exist

OUR VISION

“Racing for all” – more people, more often, engaging and enjoying our sport.

OUR PURPOSE

To lead and champion great horse racing in Victoria.

OUR VALUES



WE VALUE	HONESTY	EXCELLENCE	ENGAGEMENT	SAFETY & WELLBEING
RV People	<ul style="list-style-type: none">• are trustworthy• operate with integrity• take ownership & hold each other accountable• are genuine in our communication• make decisions that are transparent, fair & based on best practice	<ul style="list-style-type: none">• go above & beyond• are innovative, solutions focused & challenge the status quo• strive for success & celebrate achievements• deliver on our promises• are leaders in our industry	<ul style="list-style-type: none">• build strong relationships• are passionate about what we do• are advocates for ourselves, our team, our organisation & our industry• empower those around us to achieve common goals• embrace diverse cultures, communities & points of view	<ul style="list-style-type: none">• champion safe work practices• foster a happy & healthy environment• focus on safety being at the forefront of what we do• work collaboratively & support each other• create work / life balance

Personal and Professional Conduct

At Racing Victoria, we behave in a professional manner that fosters trust, confidence and goodwill in the thoroughbred racing industry. At all times we will:

- Act in the best interests of Racing Victoria
- Work within Racing Victoria's values
- Treat others with dignity, fairness and respect
- Devote our whole time, attention and ability to the business of Racing Victoria while at work
- Refrain from knowingly participating in any illegal or unethical activity
- Refrain from entering into any arrangement or participating in any activity that would conflict with Racing Victoria's best interests or would be likely to negatively affect Racing Victoria's reputation
- Refrain from taking advantage of the property or information of Racing Victoria or its customers for personal gain, or to cause detriment to Racing Victoria or its customers
- Comply with all policies, procedures and laws applicable to our role and hold ourselves accountable and beyond reproach for our actions

Use and Release of Information & Social Media

CONFIDENTIAL INFORMATION

Confidential information is a valuable business asset and includes all information concerning any past, present or future business, operations or affairs of Racing Victoria, and its related bodies corporate and affiliates, that is not publicly available.

You must not use, copy or disclose confidential information obtained in the course of your employment or engagement by Racing Victoria for any purpose, unless appropriately authorised by Racing Victoria to do so or if required by law. You must also use your best endeavours to ensure that third parties do not use, disclose or copy Racing Victoria's (or its related bodies corporates or affiliates') confidential information, except to the extent necessary for the third party to perform their duties to Racing Victoria.

You must not use any confidential information gained in the course of your employment or engagement by Racing Victoria to obtain a personal advantage for yourself or any other person, or in a way that may cause damage to Racing Victoria (or its related bodies corporate and affiliates) or the Victorian Thoroughbred Racing Industry.

You are prohibited from disclosing any information or opinion concerning Racing Victoria (or its related bodies corporate and affiliates) or the Victorian Thoroughbred Racing Industry to the media, unless permission is granted as per Racing Victoria policy. Refer all media enquiries you receive to your Manager, and at all times adhere to the Racing Victoria Media Policy.

Your obligation to maintain the confidentiality of Racing Victoria's confidential information continues after your employment or engagement ends.

PRIVATE INFORMATION

It may be that you have access to personal information relating to other employees or participants in the Victorian Thoroughbred Racing Industry. Such information is confidential, having been provided on the understanding that it will be used for specific purposes only and will remain confidential. You must store this information securely and not disclose it to any person except as required in the course of your official duties.

PUBLIC AND SOCIAL MEDIA COMMENT

Any comments made on social media platforms like Facebook, Twitter, Instagram, etc. **are public remarks** and can be copied, distributed and shared with a wider audience than intended. This is the case regardless of your applied privacy settings.

You must not make any adverse public comment on matters relating to Racing Victoria or to the Victorian Thoroughbred Racing Industry unless you are expressly authorised to do so. You are strongly advised not to publicly air personal views, anonymously or otherwise, that may be inaccurate and/or that may reflect poorly on Racing Victoria or the Victorian Thoroughbred Racing Industry. You must make sure that your personal views on matters of interest to Racing Victoria are clearly labelled as being your own views, and make sure that your personal views are not interpreted as official comment.

Refer: Racing Victoria Media Policy

Refer: Racing Victoria Social Media Policy

Conflict of Interest

A conflict of interest may arise during the course of performing your duties for Racing Victoria. This may occur for various reasons, including where private interests conflict with your duties to Racing Victoria. It is not possible to define all potential areas in which a conflict of interest may arise. If you are in doubt as to whether a conflict exists, raise this with your Manager (or if you are a director or officer, the Chair of the Board).

Remember that the mere appearance of a conflict of interest can itself jeopardise other people's perception of your integrity. The test of whether a conflict of interests exists is whether you may be seen to have been potentially influenced by your personal or business interests – not whether you were in fact so influenced – or whether you may have used your position and personal or business affiliations to unduly influence a situation.

Often you will be the only person who knows that there is a potential conflict of interest. It is therefore up to you to declare to your Manager (or the Chair of the Board, as applicable) any conflict of interest that arises or is likely to arise. Disclose every occasion on which you deal, in the course of duties, with relatives, close friends or business acquaintances. Your disclosure will be kept confidential, unless we are required by law or by a regulator (for example, the Office of the Racing Integrity Commissioner) to disclose it.

You should not participate in any decision-making process where you may be compromised or perceived to be compromised. You should also consider, if you are or may be perceived to be compromised, removing yourself from the process entirely (i.e. not receiving any information about the decision and leaving the room when it is discussed).

You must not take advantage of property, information, or other opportunities arising from your position within, or engagement by, Racing Victoria. For example, if a raceday official has a connection to a runner that gives rise to a conflict of interest in a race at which they are officiating, there are specific restrictions that apply. Raceday officials must refer to the Conflict of Interest Policy and refer to their direct Manager for appropriate actions.

Refer: Conflict of Interest Policy

OUTSIDE EMPLOYMENT

If you are an employee or director of Racing Victoria (or a related body corporate), you must not engage in outside employment or the conduct of a business, trade or profession without prior written approval from your Manager (or the Chair of the Board, as applicable) if such work or business may conflict with your work with Racing Victoria. Approval for you to engage in outside employment will depend mainly on whether the outside employment would interfere with the proper performance of your duties for Racing Victoria and whether it would give rise to a conflict of interest.

Refer: Conflict of Interest Policy Annexure: Outside Employment Policy and Conflict of Interest Policy

Gifts, Financial Probity and Accountability

Racing Victoria is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. Accordingly, Racing Victoria applies a zero-tolerance approach to bribery and corruption.

REPORTING GIFTS

You must never make or accept, or agree to make or accept, such payments or engage in conduct that is, or may reasonably be considered, as being corrupt.

Immediately report to your Manager any circumstances where you are offered a benefit or gift from a third party. You should do this regardless of whether it is accepted or not. This does not include hospitality offered by racing clubs or other industry partners to attend race meetings or functions, where this is a working engagement and it is offered without the expectation of something in return.

Where a gift is given without your prior knowledge or consent or where a gift is given as a token of goodwill to Racing Victoria, inform your Manager (or the Chair of the Board, as applicable) as soon as possible.

OWNERSHIP OF GIFTS

Gifts and benefits of low material value (less than \$300 in total from any one organisation or person) may be accepted in circumstances approved by Racing Victoria.

All other gifts that you receive in respect of the performance of your duties belong to Racing Victoria and must be handed to your Manager accordingly. In exceptional circumstances, an SMT member may approve exceptions in consultation with the People & Culture team.

Refer: Conflict of Interest Policy

PATRONAGE AND FAVOURITISM

You must not use your position to obtain a private benefit for someone else. Your decisions must not be improperly influenced by family or other personal relationships.

FINANCIAL PROBITY AND ACCOUNTABILITY

Ensure that in financial matters, including the handling of monies, there is full accountability in relation to any advice or transaction in which you may be involved. Where your position within Racing Victoria requires the exercise of financial responsibilities, all necessary protocols and professional standards, including relevant Racing Victoria policies and procedures, must be adhered to. Should you be unsure of these, notify your Manager as a matter of priority.

POTENTIAL CONSEQUENCES

Bribery and corruption are very serious offences. Breach of this policy by you:

- (a) could expose you to severe criminal penalties (a fine or imprisonment or both) and/or civil penalties (a fine); and
- (b) will be regarded by Racing Victoria as serious misconduct that will lead to disciplinary action, including termination of employment or engagement, or removal from office (as applicable).

Refer: Fraud Management Policy, Anti Bribery & Corruption Policy

COMPLIANCE WITH LAWS

You must respect and comply with all laws and regulations that apply to Racing Victoria and its operations. This means you should understand the laws and regulations relevant to you in relation to your specific job. You are expected to comply not only with your legal obligations but also to act ethically and responsibly in your interactions with others and in representing Racing Victoria.

Racing Victoria reserves the right to inform the appropriate authorities where it considers that you have engaged in criminal activity or a breach of the law.

Anti-Discrimination, Anti-Sexual Harassment & Anti-Bullying

DISCRIMINATION AND WORKPLACE BULLYING

Every person employed or engaged by Racing Victoria is to be treated fairly and must not be discriminated against on the basis of any personal attribute such as gender, race, religion, etc.

Racing Victoria is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

Refer: Anti-Discrimination Policy

Workplace bullying is defined as repeated, unreasonable behaviour directed toward a person, or group of people, that creates a risk to health and safety. Bullying can include, but not be limited to, verbal threats or abuse, excluding or isolating, psychological or emotional harassment, assigning meaningless tasks unrelated to the person's job, physical threats or intimidation, and setting impossible assignments or goals.

Refer: Anti-Workplace Bullying Policy

ZERO TOLERANCE OF SEXUAL HARASSMENT

Sexual harassment is any unwanted or uninvited sexual behaviour which is offensive, embarrassing, intimidating or humiliating.

Sexual harassment is an unacceptable and unlawful form of behaviour which will not be tolerated under any circumstances. All people have the right to work in an environment which is free of sexual harassment and victimisation and Racing Victoria will vigorously protect that right. Sexual harassment is not just illegal during working hours or in the workplace itself. Such behaviour is illegal in any work-related context, including business or field trips, work-related travel, conferences and work functions and parties.

If you are subjected to, or witness or hear of behaviour that you consider or suspect constitutes discrimination, workplace bullying, or sexual harassment, immediately notify your Manager or a representative of the People & Culture Team.

Refer: Sexual Harassment Policy

Whistleblower Policy

Workplace Health and Safety & Leadership

Racing Victoria's priority is maintaining a healthy and safe working environment for all of its personnel and contractors. All applicable laws and internal regulations (including occupational health and safety laws) should be fully complied with.

You must not be impaired by alcohol or legal or illegal drugs while at work or when performing your duties, and you must respect all restrictions applying to cigarette smoking.

If you are a manager or supervisor within Racing Victoria, you must:

- (a) provide leadership, information, resources, training, support and the relevant policies and procedures to assist the employees and contractors you supervise, to reach the required level and safety of performance in a fair and consistent manner;
- (b) treat employees, contractors and other Racing Victoria stakeholders fairly and equitably, in accordance with Racing Victoria's policies and procedures; and
- (c) ensure that Racing Victoria's premises adequately provide for the health, welfare and safety of employees, contractors and other stakeholders of Racing Victoria (including visitors).

Racing Victoria's Property

You must use Racing Victoria's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of Racing Victoria. Unauthorised access to confidential information is prohibited.

You must take all necessary steps to ensure that:

- (a) Racing Victoria's resources and assets, including funds, equipment and information, are protected; and
- (b) Racing Victoria's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance with Racing Victoria's policies and procedures.

Unless otherwise provided for in your contract with Racing Victoria, if you participate in the development of processes or products that will be used by Racing Victoria, or have access to the results of that type of work, you must treat the intellectual property associated with those processes or products as the property of Racing Victoria both during and after your period of employment or engagement by Racing Victoria, and you must take any further action reasonably required by Racing Victoria to register Racing Victoria as the owner of such intellectual property.

Directors' Obligations

If you are a director or officer of Racing Victoria, or one of its related bodies corporate, you must comply with the additional duties in the Annexure to this Code of Conduct.

Breaches of this Code: Getting Advice

BREACHES OF THE CODE

You should be familiar with your responsibilities under this Code of Conduct. Action may be taken against you if you breach the Code. The action may vary from counselling, a warning or disciplinary action including, in extreme cases and after proper processes, potentially a termination of your employment or engagement.

GETTING ADVICE

If you need any advice regarding this Code of Conduct or any matters not addressed here, you can obtain confidential assistance and advice from your Manager (or the Chair of the Board, as applicable) or directly from the People & Culture Team. All enquiries will be treated in the strictest confidence.

MAKING COMPLAINTS

If you have grounds for complaint arising out of any matter related to your work, whether ethical or otherwise, you should discuss and attempt to resolve the matter with your Manager (or the Chair of the Board, as applicable), or if this is not possible, escalate it to a senior Manager or to the People & Culture Team. If you are still dissatisfied, you may lodge a personal grievance to have the matter resolved. You will be required to carry out your duties until the matter is resolved.

You will be protected against victimisation for reporting unethical behaviour or wrongdoing, providing your claim is not determined to be vexatious and/or unconscionable and you have reported the matter to an appropriate person including your Manager, other Managers or the People & Culture Team.

Refer: Whistleblower Policy

My Commitment to the Code of Conduct and Professional Behaviour

As an employee or contractor of Racing Victoria my personal and professional behaviour should contribute to a productive and harmonious workplace and reflect favourably on me, my colleagues, our service and profession, and Racing Victoria.

As such, I will:

- Carry out my duties in a lawful, professional, responsible and conscientious manner,
- Not act corruptly or support anyone else acting corruptly,
- Not harass or bully others,
- Abide by the dress code and etiquette of “business casual”,
- Maintain and develop knowledge in my professional fields and areas of responsibility,
- Exercise my best judgment in the interests of Racing Victoria and make decisions fairly and without bias using the best factual information available,
- Maintain adequate documentation to support the decisions I make,
- Behave at all times with courtesy, honesty, sensitivity and consideration to co-workers, service users and the public, respecting their dignity,
- Comply with legislative, industrial or administrative requirements, and lawful and reasonable directions given by persons in authority,
- Comply with any and all conditions of access to or use of the Racing Victoria’s resources and facilities,
- Ensure that my claims for work related expenses are accurate,
- Not attend work under the influence of alcohol or other drugs,
- Maintain the confidentiality, integrity and security of official information, intellectual property and copyright for which I am responsible,
- Respect the personal privacy and security of information of others,
- Avoid wherever possible real and perceived conflicts of interest,
- Actively seek to minimise and prevent theft, fraud or corrupt conduct throughout the organisation,
- Be aware of the requirements of Anti-Discrimination and Work Health and Safety legislation and the responsibilities these place on me,
- Not post material that may be considered obscene, defamatory, threatening, bullying, harassing, discriminatory or hateful to another person or entity, including Racing Victoria, its employees, contractors, clubs, partners, participants, competitors and or other racing related individuals or organisations,
- Immediately notify my Manager if, at any stage during the course of employment or engagement, I am charged or convicted with a serious offence under any law of the Commonwealth or a State or Territory of Australia (for example, in relation to dishonesty, misconduct, contempt of court or any criminal charges or pending criminal proceedings), or I am found to have committed an offence under the Rules of Racing of Racing Victoria and/or the Australian Rules of Racing. If I am unaware whether an offence is serious or not, I will check with the People & Culture Team. I understand I am not required to disclose parking fines or speeding tickets, unless the circumstances or frequency of offending indicate a disregard for the law (e.g. multiple speeding tickets over a three month period),

- Act responsibly when becoming aware of any unethical behaviour or wrong-doing by any other employee or stakeholder, by making a report to a senior member of Racing Victoria.
- Recognise that Racing Victoria's Board has the ultimate right to determine what is to be done in the planning and provision of services.

As a Manager I understand that in addition to the above, this Code of Conduct requires me to:

- Provide leadership, information, resources, training, support and the relevant policies and procedures to assist the employees I supervise to reach the required level of performance in a fair and consistent manner,
- Treat employees and others concerned with the business fairly and equitably, in accordance with Racing Victoria policies and procedures,
- Ensure that Racing Victoria premises adequately provide for the health, welfare and safety of employees, volunteers, external stakeholders and clients.

ACKNOWLEDGEMENT

I acknowledge that I have read my copy of the Racing Victoria Code of Conduct. I have had an opportunity to clarify any issues with my Manager/Supervisor. I agree to abide by this Code.

Signature: _____

Print Name: _____

Date: _____

ANNEXURE

DIRECTORS' OBLIGATIONS

1. APPLICATION

The requirements and obligations set out in this Annexure apply to any director or officer of Racing Victoria.

2. GENERAL LAW DUTIES

Directors and officers must:

- (a) exercise their powers and fulfil their duties bona fide in the best interests of Racing Victoria as a whole;
- (b) exercise their powers for the purposes for which they were conferred;
- (c) not fetter the future exercise of directors' and officers' powers; and
- (d) avoid being placed in a position of conflict of interest (or the appearance of a conflict of interest).

3. STATUTORY DUTIES

Directors and officers must:

- (a) at all times exercise the degree of care and diligence that a reasonable person would exercise if they were a director of a company in Racing Victoria's circumstances and occupied the office held by, and had the same responsibilities with, the company as the director or officer;
- (b) at all times exercise their powers and discharge their duties in good faith and in the best interests of Racing Victoria and for a proper purpose; and
- (c) not make improper use of their position or any information to gain, directly or indirectly, an advantage to themselves or for any other person or to cause detriment to Racing Victoria.

4. ATTENDANCE AND INVOLVEMENT

- (a) Directors must endeavour to attend all Board meetings of Racing Victoria. Where attendance is not possible, appropriate steps should be taken to obtain a leave of absence from the Chair of the Board.
- (b) Directors and officers must maintain the confidentiality of matters discussed at Board meetings (other than Board resolutions unless otherwise resolved by the Board) and of information acquired in the course of fulfilling their role as director or officer. Directors and officers must refrain from publicly commenting on considerations and determinations by the Board unless authorised by the Board to do so.
- (c) Directors and officers must ensure that they are fully informed about the activities and affairs of Racing Victoria and the racing industry generally, including relevant statutory and regulatory requirements, and the physical, political and social environment in which Victorian thoroughbred racing is conducted.
- (d) Directors must take reasonable endeavours to ensure that they have sufficient information on any matter to be discussed at a Board meeting, ahead of the meeting. It may be necessary for the Director to obtain expert advice on a matter, in which case such advice should be as objective and independent as possible and be procured on a confidential basis.

5. CONFLICTS OF INTEREST

(a) Directors will at all times give primacy to the interests of RVL, and will not allow their personal interests, or the interests of any associated person, to conflict with those of RVL.

(b) Directors will ensure that in any circumstances where an actual or potential conflict between their personal interests and those of RVL may arise, the affected Director will:

- (i) immediately disclose the nature of that conflict to the Chair; and
- (ii) accept the directions of the Board in respect of the resolution of the conflict.
- (c) Directors acknowledge that the directions of the Board may include a requirement that the affected Director not receive Board papers in relation to the subject matter of the conflict and/ or that the affected Director absent themselves from any discussion at a Directors' meeting in relation to the subject matter of the conflict.

6. DISCLOSURE OF INTERESTS

Each Director must, no later than the first Board meeting after they are appointed, provide to the Chair of the Board a complete list of the Director's Private Interests (as that term is defined in Racing Victoria's Private Interest and Probity Policy). Thereafter, the Director must keep this list up to date at all times.

7. PROBITY CHECKS

Directors and officers must co-operate with Racing Victoria in providing their personal information for the purpose of completing probity checks by the police or other relevant authorities and inform the Chair of the Board of any change in circumstances that is likely to have a material effect on the Director or officer's probity status.

8. DISSENT

Directors must make every effort to resolve disagreements of the Board to avoid dissension. Where agreement cannot be reached, directors should consider doing any or all of the following:

- (a) make the extent of their dissent known to the Board, providing adequate reasons (and ensuring that the dissent and reasons are recorded in the minutes);
- (b) request additional legal, accounting or other professional advice if it would assist the Board;
- (c) request that the decision be postponed to the next meeting to allow time for further consideration and informed discussion;
- (d) tabling a statement dissent and asking that it be recorded in the minutes; and/or
- (e) writing to the Chair or the Board, asking that the letter be filed with the minutes.

Notwithstanding the above, once a decision has been made, Directors and officers must not ignore or attempt to subvert or frustrate the decision of the Board, or pursue a private agenda.



Racing
Victoria

Racing Victoria Limited

400 Epsom Road, Flemington, Victoria 3031
RACINGVICTORIA.COM.AU