



Code of Conduct for  
Board and Committee Members  
and Employees of the  
Laynhapuy Homelands Aboriginal Corporation  
  
2020

As approved at the LHAC Board Meeting of 30 April 2020

## **1. INTRODUCTION**

- 1.1 Organisations must have a Code of Conduct as this is good business and good corporate governance.
- 1.2 This Code of Conduct applies to:
- a) persons appointed to the Board of Laynhapuy Homelands Aboriginal Corporation (the Corporation) and its subsidiaries;
  - b) persons appointed to a committee of the Corporation and its subsidiaries;
  - c) persons appointed by the Corporation to represent it on other boards and committees;
  - d) persons employed by the Corporation.
- 1.3 This Code sets the minimum standard of conduct for persons mentioned under Clause 1.2.
- 1.4 This Code is to assist persons covered by the Code to:
- a) understand and comply with the standard of conduct expected of them;
  - b) enable them to fulfil their statutory duty to act honestly and exercise a reasonable degree of care and diligence in accordance with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI)* and any other relevant legislation;
  - c) act in a way that enhances public confidence in the decision-making and conduct of the Corporation.
- 1.5 Failure to comply with the standards of conduct prescribed under this Code may constitute misconduct. The Board and the Corporation as the Employer may initiate disciplinary action for alleged breaches of the Code by Board Members and Employees.
- 1.6 There is a range of disciplinary actions up to and including termination of employment for employees and removal from the Board for Board Members.
- 1.7 This Code of Conduct replaces all previous documents called “code of conduct” or intended to be used as such.
- 1.8 Nothing in this Code supersedes, amends or cancels legal obligations contained in legal agreements including, but not limited to, contracts of employment and residential tenancy agreements.

## **2. GENERAL CONDUCT OBLIGATIONS**

### General conduct

- 2.1 Persons covered by this Code must show respect for Yolngu culture and a commitment to working in support of the Homelands.

- 2.2 Persons covered by this Code must obtain the right permits and permissions to go to Homelands and to go on to Yolngu country.
- 2.3 Non-Member Directors appointed to the Board, a subsidiary or committee and Non-Yolngu employees must not get involved in the politics or internal affairs of the Homelands or Yirrkala community unless this activity is approved by the Board or is required by law. The Board or the Chairperson have absolute discretion in deciding what is acceptable employee behaviour in cultural matters.
- 2.4 Persons covered by this Code must not conduct themselves in a manner that:
- a) is likely to bring the Corporation, its Board, Members or employees into disrepute
  - b) is contrary to the Corporation's policies
  - c) is improper or unethical
  - d) is an abuse of power
  - e) causes, comprises or involves intimidation or verbal abuse
  - f) involves the misuse of your position to obtain a private benefit
  - g) constitutes harassment or bullying behaviour under this code or is unlawfully discriminatory.
- 2.5 Persons covered by this Code must act lawfully and honestly and exercise a reasonable degree of care and diligence in carrying out their functions.

#### Fairness and equity

- 2.6 Persons covered by this Code must consider work-related issues consistently, promptly and fairly. Persons covered by this Code must deal with matters in accordance with established procedures, in a non-discriminatory manner.
- 2.7 Persons covered by this Code must take all relevant facts known to them, or that they should be reasonably aware of, into consideration and have regard to the particular merits of each case. Persons covered by this Code must not take irrelevant matters or circumstances into consideration when making decisions.
- 2.8 An act or omission in good faith, whether or not it involves error, will not constitute a breach.

#### Harassment and discrimination

- 2.9 Persons covered by this Code must not harass or unlawfully discriminate against others, or support others who harass or unlawfully discriminate against others, on the grounds of sex, pregnancy, breastfeeding, race, age, marital or domestic status, homosexuality, disability, transgender status, infectious disease, carer's responsibilities or political, religious or other affiliation.
- 2.10 For the purposes of this code, "harassment" is any form of behaviour towards a person that:
- a) is not wanted by the person
  - b) offends, humiliates or intimidates the person, and
  - c) creates a hostile environment.

## Bullying

2.11 Persons covered by this Code must not engage in bullying behaviour towards others.

2.12 For the purposes of this Code, “bullying behaviour” is any behaviour in which:

- a) a person or a group of people repeatedly behaves unreasonably towards another person or a group of persons and
- b) creates a risk to health and safety.

2.13 Bullying behaviour may involve, but is not limited to, any of the following types of behaviour:

- a) aggressive, threatening or intimidating conduct
- b) belittling or humiliating comments
- c) spreading malicious rumours
- d) teasing, practical jokes or ‘initiation ceremonies’
- e) exclusion from work-related events
- f) unreasonable work expectations, including too much or too little work, or work below or beyond a worker's skill level
- g) displaying offensive material
- h) pressure to behave in an inappropriate manner.

2.14 Reasonable management action does not constitute bullying behaviour for the purposes of this code. Examples of reasonable management action may include, but are not limited to:

- a) performance management processes
- b) disciplinary action for misconduct
- c) informing a worker about unsatisfactory work performance or inappropriate work behaviour
- d) directing a worker to perform duties in keeping with their job
- e) maintaining reasonable workplace goals and standards
- f) legitimately exercising a regulatory function
- g) legitimately implementing a Corporation policy or administrative processes.

## Work health and safety

2.15 Persons subject to this Code are subject to the statutory duties under the *NT Work Health Act 2011* (the Act).

2.16 They must comply with their duties under the Act and their responsibilities under any policies or procedures adopted by the Corporation to ensure workplace health and safety. Specifically, they must:

- a) take reasonable care for their own health and safety;
- b) take reasonable care that their acts or omissions do not adversely affect the health and safety of other persons;
- c) comply, so far as they are reasonably able, with any reasonable instruction that is given to ensure compliance with the Act and any policies or procedures adopted by the Corporation to ensure workplace health and safety;

- d) cooperate with any reasonable policy or procedure of the Corporation relating to workplace health or safety that has been notified to employees;
- e) report accidents, incidents and near misses to the Chief Executive Officer or such other persons nominated by the Chief Executive Officer, and take part in any incident investigations;
- f) so far as is reasonably practicable, consult, co-operate and coordinate with all others who have a duty under the Act in relation to the same matter.

#### Regulatory functions

- 2.17 Persons subject to this Code must ensure that regulatory decisions are properly made, and that all parties are dealt with fairly. They must avoid any occasion for suspicion of improper conduct in the exercise of regulatory functions.
- 2.18 In exercising regulatory functions, a person must ensure that no action, statement or communication between them and others conveys any suggestion of willingness to improperly provide concessions or preferential or unfavourable treatment.

#### Obligations in relation to Board Meetings

##### 2.19 Board Members:

- a) must comply with rulings by the Chair unless a motion dissenting from the ruling is passed;
- b) must not engage in bullying behaviour towards the Chair, other Members, employees and any members of the public present during the Board or committee meetings or other proceedings of the Board (such as, but not limited to, workshops and briefing sessions);
- c) must not engage in conduct that disrupts meetings or other proceedings (such as, but not limited to, workshops and briefing sessions), or that would otherwise be inconsistent with the orderly conduct of meetings;
- d) must not engage in any acts of disorder or other conduct that is intended to prevent the proper or effective functioning of the Board, or of a committee, including but not limited to
  - (i) leaving a meeting for the purposes of depriving the meeting of a quorum;
  - (ii) submitting a rescission motion with respect to a decision for the purposes of voting against it to prevent another Board Member from submitting a rescission motion with respect to the same decision;
  - (iii) deliberately seek to impede the consideration of business at a meeting;
- e) must make all reasonable efforts to attend meetings by ensuring that they have no conflicting commitments (e.g. other Board appointments, cultural obligations, medical appointments) and, if unable to attend, they must inform the Secretary as soon as the conflict is known so that their non-attendance is recorded as an “apology” and not “absent”.

### 3. PECUNIARY INTERESTS

#### What is a pecuniary interest?

- 3.1 A pecuniary interest is an interest that a person covered by the Code has in a matter because of a reasonable likelihood or expectation of appreciable financial gain *or* loss to them, a relative or a person with whom they have a significant relationship (e.g. de facto spouse).
- 3.2 A “relative” includes a parent, grandparent, brother, sister, uncle, aunt, nephew, niece, lineal descendant or adopted child or a person classified as such in accordance with Yolngu cultural tradition, a spouse’s or de facto partner’s parent, grandparent, brother, sister, uncle, aunt, nephew, niece, lineal descendant or adopted child or the spouse or de facto partner of a person referred to in this clause; and “de facto partner” has the same meaning as defined by common law.
- 3.3 Persons covered by this Code will not have a pecuniary interest in a matter:
- a) If the interest is so remote or insignificant that it could not reasonably be regarded as likely to influence any decision they might make in relation to the matter;
  - b) If they are unaware of the relevant pecuniary interest of their spouse, de facto partner, relative, partner, employer or company or other body;
  - c) If just because the person is a member of, or is employed by the Corporation or a statutory body, or is employed by the Crown; or
  - d) If just because the person is a member of, or a delegate of the Corporation to, a company or other body that has a pecuniary interest in the matter, so long as the person has no beneficial interest in any shares of the company or body.

#### What interests do not have to be disclosed?

- 3.4 Persons covered by this Code do not have to disclose the following interests:
- a) as an ordinary member of the Laynhapuy Homelands Aboriginal Corporation;
  - b) as an ordinary employee of the Laynhapuy Homelands Aboriginal Corporation where the interest relates to their terms and conditions of employment, including salary;
  - c) an interest they have in any matter relating to the terms on which the provision of a service or the supply of goods or commodities is offered to the public generally, or to a section of the public that includes persons who are not subject to this code;
  - d) an interest they have in any matter relating to the terms on which the provision of a service or the supply of goods or commodities is offered to their relative by the Corporation in the same manner and subject to the same conditions as apply to persons who are not subject to this code;
  - e) an interest they have as a member of a club or other organisation or association, unless the interest is as the holder of an office in the club or organisation (whether remunerated or not);

- f) if as a Corporation committee member, an interest obtained as a person chosen to represent the community, or as a member of a non-profit organisation or other community or special interest group, if you have been appointed to represent the organisation or group on a Corporation committee;
- g) an interest relating to a contract, proposed contract or other matter, if the interest arises only because of a beneficial interest in shares in a company that does not exceed 10 per cent of the voting rights in the company;
- h) an interest arising from the proposed making by the Corporation of an agreement between the Corporation and a corporation, association or partnership, being a corporation, association or partnership that has more than 25 members, if the interest arises because your relative is a shareholder (but not a director) of the corporation, or is a member (but not a member of the committee) of the association, or is a partner of the partnership;
- i) an interest arising from the making by the Corporation of a contract or agreement with your relative for, or in relation to, any of the following, but only if the proposed contract or agreement is similar in terms and conditions to such contracts and agreements as have been made, or as are proposed to be made, by the Corporation in respect of similar matters with other residents of the area;
- j) any other service to be rendered, or act to be done, by the Corporation by or under any Act conferring functions on the Corporation, or by or under any contract;
- k) an interest relating to the payment of fees, expenses and the provision of facilities to Board Members;
- l) an interest arising from the passing for payment of a regular account for the wages or salary of an employee who is a relative of a person covered by the Code;
- m) an interest arising from being covered by, or a proposal to be covered by, indemnity insurance as a Board Member or a committee member;
- n) an interest arising from the appointment of a Board Member to a body as a representative or delegate of the Board, whether or not a fee or other recompense is payable to the representative or delegate.

What disclosures must be made by a designated person?

- 3.5 Designated persons are the Secretary to the Board and the Chief Executive Officer.
- 3.6 The designated persons must receive and record written returns of interests as required and must disclose pecuniary interests when required.
- 3.7 A designated person must disclose in writing to the Chairperson of the Board or the Chief Executive Officer the nature of any pecuniary interest reported to them as soon as practicable after becoming aware of the interest.
- 3.8 On receiving a disclosure from a designated person, the Chairperson of the Board or the Chief Executive Officer must deal with the matter or refer it to another person to deal with as soon

as practicable.

What disclosures must be made by employees?

- 3.9 An employee must disclose in writing to the Chief Executive Officer the nature of any pecuniary interest they have in a matter they are dealing with as soon as practicable after becoming aware of the interest.
- 3.10 The Chief Executive Officer must, on receiving a disclosure, deal with the matter to which the disclosure relates or refer it to another person to deal with as soon as practicable.

What disclosures must be made by the Corporation advisers?

- 3.11 A person who, at the request or with the consent of the Board or a committee, gives advice on any matter at any meeting of the Board or committee, must disclose the nature of any pecuniary interest the person has in the matter to the meeting at the time the advice is given.
- 3.12 The person is not required to disclose the person's interest as an adviser.
- 3.13 A person does not commit a breach if the person did not know, and could not reasonably be expected to have known, that the matter under consideration at the meeting was a matter in which they had a pecuniary interest.

Disclosures of Interests by a Board Member or committee member

- 3.14 A Board Member or a committee member must prepare and submit written returns of his/her interests and disclose pecuniary interests when required.
- 3.15 A Board Member or a committee member must make and lodge with the Secretary a written return disclosing the Member's interests on being appointed to the Board or the committee within ninety days of the appointment.
- 3.16 On becoming aware of a pecuniary interest a Board member or committee member must disclose in writing to the Secretary the nature of the interest as soon as practicable, but before the next meeting of the Board or committee.
- 3.17 This obligation is waived on cessation of their term as Board Member or committee member.
- 3.18 A Board Member or committee member must not make and lodge a return that the person knows or ought reasonably to know is false or misleading in a material particular.
- 3.19 The Secretary must keep a register of returns required to be made and lodged.
- 3.20 Information contained in returns made and lodged is to be made publicly available within fourteen days on written request (by email or by document) to the Secretary.

Disclosure of pecuniary interests at meetings

- 3.21 A Board Member or committee member who has a pecuniary interest in any matter with which the Board is concerned, and who is present at a Board or committee meeting at which the matter is being considered, must disclose the nature of the interest to the meeting as



soon as practicable after the commencement of the meeting under the item “Conflict of Interest”.

- 3.22 A disclosure made at a meeting of the Board or committee must be recorded in the minutes of the meeting under the item “Conflict of Interest”.
- 3.23 In the case of a meeting of a Board of a joint organisation (including a subsidiary company), a voting representative is taken to be present at the meeting where they participate in the meeting by telephone or other electronic means.
- 3.24 A Board Member or a committee member is not prevented from being present at and taking part in a meeting at which a matter is being considered, or from voting on the matter, merely because the Board Member or committee member has an interest in the matter of a kind referred to in this section.
- 3.25 A person does not commit a breach if the person did not know, and could not reasonably be expected to have known, that the matter under consideration at the meeting was a matter in which they had a pecuniary interest.
- 3.26 A Board Member or a committee member who has a pecuniary interest in a matter may participate in a decision to delegate consideration of the matter in question to another body or person.

#### **4. NON-PECUNIARY CONFLICTS OF INTEREST**

##### What is a non-pecuniary conflict of interest?

- 4.1 Non-pecuniary interests are private or personal interests which commonly arise out of family or personal relationships, or out of involvement in sporting, social, religious or other cultural groups and associations, and may include an interest of a financial nature. Personal or political views do not constitute a private interest.
- 4.2 A non-pecuniary conflict of interest exists where a reasonable and informed person would perceive that a person could be influenced by a private interest when carrying out official functions in relation to a matter.
- 4.3 Non-pecuniary conflicts of interest must be identified and appropriately managed to uphold community confidence in the probity of the Board’s decision-making. The onus is on the Board or committee member to identify any non-pecuniary conflict of interest they may have in matters that are dealt with, to disclose the interest fully and in writing, and to take appropriate action to manage the conflict.
- 4.4 When considering whether or not a person has a non-pecuniary conflict of interest in a matter, it is always important to think about how others would view the situation.

##### Managing non-pecuniary conflicts of interest

- 4.5 When a person has a non-pecuniary conflict of interest in a matter, the person must disclose the relevant private interest, preferably in writing, as soon as practicable after becoming aware of the non-pecuniary conflict of interest and on each occasion on which the non-

pecuniary conflict of interest arises in relation to the matter.

- 4.6 In the case of Board Members, a disclosure is to be made to the Secretary to the Board.
- 4.7 In the case of the Chief Executive Officer, such a disclosure is to be made to the Chairperson.
- 4.8 In the case of employees, such disclosure is to be made to the Chief Executive Officer.
- 4.9 If a disclosure is made at a Board or committee meeting, both the disclosure and the nature of the interest must be recorded in the minutes on each occasion on which the non-pecuniary conflict of interest arises. This disclosure constitutes disclosure in writing.
- 4.10 How a non-pecuniary conflict of interest is managed will depend on whether or not it is *significant*.
- 4.11 Generally, a non-pecuniary conflict of interest will be significant where it involves:
- a) a relationship between persons covered by this Code in which one party is likely to be affected by a decision or a matter under consideration by the other person. Such relationships could be between relatives, friends, or business associates, including consultants and contractors. Closeness is defined by the nature of the friendship or business relationship, the frequency of contact and the duration of the friendship or relationship;
  - b) an affiliation between a person covered by the Code and an organisation (such as a sporting body, club, religious, cultural or charitable organisation, corporation or association) that is affected by a decision or a matter under consideration. The strength of the person's affiliation with an organisation is to be determined by the extent to which they are on the governing board of such an organisation, actively participate in the management, administration or other activities of the organisation;
  - c) membership, as the Corporation's representative, of the board or management committee of an organisation that is affected by a decision or a matter under consideration, in circumstances where the interests of the Corporation and the organisation are potentially in conflict in relation to the particular matter;
  - d) a financial interest such as the conferral or loss of a personal benefit other than one conferred or lost as a member of the community or a broader class of people affected by a decision.
- 4.12 Significant non-pecuniary conflicts of interest must be managed by either the person having the conflict of interest
- a) not participating in consideration of, or decision making in relation to, the matter in which the person has a conflict of interest, and the matter being allocated to another person for consideration or determination,
  - b) or if the significant non-pecuniary conflict of interest arises in relation to a matter under consideration at a Board or committee meeting, by managing the conflict of interest as if the person had a pecuniary interest in the matter by complying with this Code.

- 4.13 If it is determined that a person has a non-pecuniary conflict of interest in a matter that is not significant and does not require further action, when disclosing the interest, then the person must also explain in writing why they consider that the non-pecuniary conflict of interest is not significant and does not require further action in the circumstances.
- 4.14 If an employee other than the Chief Executive Officer, the decision on which option should be taken to manage a non-pecuniary conflict of interest must be made in consultation with, and at the direction of, the Chief Executive Officer.
- 4.15 In the case of the Chief Executive Officer, the decision on which option should be taken to manage a non-pecuniary conflict of interest must be made in consultation with, and at the direction of, the Chairperson.
- 4.16 A Board Member or committee member who has a significant non-pecuniary conflict of interest in a matter, may participate in a decision to delegate consideration of the matter in question to another body or person.
- 4.17 Committee members are not required to declare and manage a non-pecuniary conflict of interest when it arises from an interest they have as a person chosen to represent the community, or as a member of a non-profit organisation or other community or special interest group, if they have been appointed to represent the organisation or group on a Corporation committee.

#### Other business or employment

- 4.18 The Chief Executive Officer must not engage, for remuneration, in private employment, contract work or other business outside the service of the Corporation without the approval of the Board.
- 4.19 An employee must not engage, for remuneration, in private employment, contract work or other business outside their employment that relates to the business of the Corporation or that might conflict with the employee's duties unless they have notified the Chief Executive Officer in writing of the employment, work or business and the Chief Executive Officer has given their written approval for the employee to engage in the employment, work or business.
- 4.20 The Chief Executive Officer may at any time prohibit an employee from engaging, for remuneration, in private employment, contract work or other business outside the service of the Corporation that relates to the business of the Corporation, or that might conflict with the employee's duties.
- 4.21 An employee must not engage, for remuneration, in private employment, contract work or other business outside the service of the Corporation if prohibited from doing so.
- 4.22 Employees must ensure that any outside employment or business they engage in:
- a) will not conflict with their employment contract;
  - b) will not involve using confidential information or the Corporation resources obtained through their work with the Corporation including where private use is permitted;
  - c) will not require them to work while on duty;
  - d) will not discredit or disadvantage the Corporation;

- e) pose a risk to their health or safety, or to the health and safety of their co-workers due to fatigue arising from the employment or business.

#### Personal dealings with the Corporation

- 4.23 Persons covered by this Code may have reason to deal with the Corporation in their personal capacity. They must not expect or request preferential treatment in relation to any matter in which they have a private interest because of their position. They must avoid any action that could lead members of the public to believe that they are seeking preferential treatment.
- 4.24 They must undertake any personal dealings with the Corporation in a manner that is consistent with the way other members of the community deal with the Corporation. They must also ensure that they disclose and appropriately manage any conflict of interest they may have in any matter in accordance with the requirements of this Code.

### **5. PERSONAL BENEFIT**

- 5.1 A gift or a benefit is something offered to or received by persons covered by this Code, or someone personally associated with them, for their personal use and enjoyment.
- 5.2 A reference to a gift or benefit in this Part does not include:
  - a) a gift provided to the Corporation as part of a cultural exchange or sister-city relationship that is not converted for the personal use or enjoyment of any person covered by this Code, or someone personally associated with them;
  - b) attendance by a Board Member, committee member or employee at a work-related event or function for the purposes of performing their official duties, or
  - c) free or subsidised meals, beverages or refreshments of token value provided in conjunction with the performance of official duties such as, but not limited to: the discussion of official business, work-related events such as Corporation-sponsored or community events, training, education sessions or workshops, conferences, Corporation functions or events, social functions organised by groups, such as Corporation committees and community organisations.

#### Gifts and benefits

- 5.3 Persons covered by this Code must avoid situations that would give rise to the appearance that a person or body is attempting to secure favourable treatment from them or from the Corporation, through the provision of gifts, benefits or hospitality of any kind to them or someone personally associated with them.
- 5.4 A gift or benefit is deemed to have been accepted where it is physically received and kept and not returned to the person offering the gift or benefit.
- 5.5 All offers of gifts or benefits should be politely refused in the first instance. If the refusal would cause offence, then the gift or benefit should be accepted and the process for handling gifts and benefits followed (see 5.7-5.9).

5.6 Persons covered by this Code must not:

- a) seek or accept a bribe or other improper inducement;
- b) seek gifts or benefits of any kind;
- c) accept any gift or benefit that might create a sense of obligation on them, or might be perceived to be intended or likely to influence the person in carrying out their public duty;
- d) accept any gift or benefit of more than token value;
- e) accept an offer of cash or a cash-like gift, regardless of the amount;
- f) participate in competitions for prizes where eligibility is based on the Corporation being in or entering into a customer–supplier relationship with the competition organiser;
- g) personally benefit from reward points programs when purchasing on behalf of the Corporation.

5.7 When a gift or benefit of any value is received it must be disclosed immediately to the Secretary or the Chief Executive Officer depending on the person involved.

5.8 The Secretary or Chief Executive Officer must ensure that the following details are recorded in The Corporation’s gift register:

- a) the nature of the gift or benefit;
- b) the estimated monetary value of the gift or benefit;
- c) the name of the person who provided the gift or benefit; and
- d) the date on which the gift or benefit was received.

5.9 The gift or benefit must be surrendered to the Secretary or the Chief Executive Officer unless the nature of the gift or benefit makes this impractical.

#### Gifts and benefits of token value

5.10 Gifts and benefits of token value may be accepted if they do not exceed \$50 when aggregated over the financial year.

5.11 Such token gifts and benefits include invitations to and attendance at local social, cultural or sporting events with a ticket value that does not exceed \$50; ties, scarves, coasters, tie pins, diaries, chocolates or flowers or the like; prizes or awards that do not exceed \$50 in value.

#### Gifts and benefits of more than token value and “cash-like” gifts

5.12 Gifts or benefits that exceed \$50 in value must not be accepted.

5.13 “Cash-like gifts” include but are not limited to, gift vouchers, credit cards, debit cards with credit on them, prepayments such as phone or internet credit, lottery tickets, memberships or

entitlements to discounts that are not available to the general public or a broad class of persons.

- 5.14 Gifts and benefits of more than token value include, but are not limited to, tickets to major sporting events (such as international matches or matches in national sporting codes) with a ticket value that exceeds \$50, corporate hospitality at a corporate facility at major sporting events, free or discounted products or services for personal use provided on terms that are not available to the general public or a broad class of persons, the use of holiday homes, artworks, free or discounted travel.
- 5.15 If a person covered by this Code has accepted a gift or benefit of token value from a person or organisation, they must not accept a further gift or benefit from the same person or organisation or another person associated with that person or organisation within a single 12-month period where the value of the gift, added to the value of earlier gifts received from the same person or organisation, or a person associated with that person or organisation, during the same 12-month period would exceed \$50 in value.
- 5.16 For the purposes of this Part, the value of a gift or benefit is the monetary value of the gift or benefit inclusive of GST.

#### Improper and undue influence

- 5.17 A person covered by this Code must not use their position to influence other persons covered by this Code in the performance of their official functions to obtain a private benefit for anyone.
- 5.18 A Board Member will not be in breach of this clause where they seek to influence other persons through the proper exercise of their role as prescribed under the CATSI Act.
- 5.19 A person must not take advantage (or seek to take advantage) of their status or position with the Corporation, or of functions they perform for the Corporation, in order to obtain a private benefit for anyone or any organisation or company.

## **6. RELATIONSHIPS BETWEEN THE BOARD AND EMPLOYEES**

### Obligations of the Board

- 6.1 The Board is the governing body and it is responsible for developing and endorsing strategic plans, programs, strategies and policies, including those relating to workforce policy, and to keep the Corporation's performance under review.
- 6.2 As such, Board Members must not:
- a) direct employees other than the Chief Executive Officer;
  - b) in any public or private forum, direct or influence, or attempt to direct or influence, employees in the exercise of the functions of the employees;
  - c) contact an employee unless in accordance with the policy and procedures governing the interaction of Board Members and employees that have been authorised by the Board and

the Chief Executive Officer;

- d) contact or issue instructions to any of the Corporation's contractors, including auditors, funding bodies and legal advisers, unless exercising their delegated functions as necessary for the performance of their ordinary duties.

6.3 Board Members may contact the external auditor or the Registrar to obtain information so as to effectively perform their functions.

#### Employee Obligations

6.4 The role of the Chief Executive Officer includes conducting the Corporation's day-to-day management in accordance with its strategic plans, programs, strategies and policies; implementing without undue delay, lawful decisions of the Board; and ensuring that the Chairperson and other Board Members are given timely information and advice and the administrative and professional support necessary to effectively discharge their official functions.

6.5 Employees must:

- a) give their attention to the business of the Corporation while on duty;
- b) ensure that their work is carried out ethically, efficiently, economically and effectively;
- c) carry out reasonable and lawful directions given by any person having authority to give such directions;
- d) give effect to the lawful decisions, policies and procedures of the Corporation, whether or not the employee agrees with or approves of them;
- e) ensure that any participation in political activities outside the service of the Corporation does not interfere with the performance of their official duties.

#### Inappropriate interactions

6.6 The following can be considered inappropriate interactions:

- a) Board Members approaching employees and employee organisations to discuss individual or operational employee matters (other than matters relating to broader workforce policy), grievances, workplace investigations and disciplinary matters;
- b) Employees approaching Board Members to discuss individual or operational employees matters (other than matters relating to broader workforce policy), grievances, workplace investigations and disciplinary matters;
- c) Employees refusing to give information that is available to other Board Members to a particular Board Member;
- d) Board Members being overbearing or threatening to employees;

- e) Employees being overbearing or threatening to Board Members;
- f) Board Members making personal attacks on employees (including criticisms of their workplace performance) or engaging in conduct towards employees that would be contrary to this Code in public forums and by email or letter (including social media) to persons who are not employed by the Corporation or appointed as a Board Member;
- g) Board Members directing or pressuring employees in the performance of their work, or recommendations they should make;
- h) Employees providing ad hoc advice to Board Members without recording or documenting the interaction as they would if the advice was provided to a member of the community.

## **7. ACCESS TO INFORMATION AND THE CORPORATION'S RESOURCES**

### Access to information

- 7.1 The Chief Executive Officer is responsible for ensuring that Board Members can access information necessary for the performance of their official functions. The Chief Executive Officer is also responsible for ensuring that members of the public can access publicly available information in accordance with the CATSI Act.
- 7.2 Employees must provide full and timely information to Board Members sufficient to enable them to exercise their official functions in accordance with the CATSI Act and any other relevant legislation.
- 7.3 Employees who provide any information to a particular Board Member in the performance of their official functions must also make it available to any other Board Member who requests it and in accordance with the Corporation's procedures.
- 7.4 Board Members who have a private interest only in the Corporation's information have the same rights of access as any member of the public.
- 7.5 Board Members who are precluded from participating in the consideration of a matter under this Code because they have a conflict of interest in the matter, are not entitled to request access to the Corporation information in relation to the matter unless the information is otherwise available to members of the public, or the Corporation has determined to make the information available under the CATSI Act.

### Board Members to properly examine and consider information

- 7.6 Board Members must ensure that they comply with their duty under the CATSI Act to act honestly and exercise a reasonable degree of care and diligence by properly examining and considering all the information provided to them relating to matters about which they are required to make a decision.

### Refusal of access to information

- 7.7 Where the Chief Executive Officer determines to refuse access to information requested by a Board Member, employee or member of the public, they must act reasonably.



7.8 In reaching this decision the Chief Executive Officer must take into account whether or not the information requested is necessary for the Board Member or employee to perform their official functions and whether the Chief Executive Officer has disclosed a conflict of interest in the matter the information relates to that would preclude their participation in consideration of the matter or use of the information.

7.9 The Chief Executive Officer must state the reasons for the decision if access is refused.

#### Use of certain Corporation information

7.10 In regard to information obtained in a person's capacity as a Board Member or an employee, they must:

- a) only access the Corporation's information needed for the Corporation's business;
- b) not use the Corporation's information for private purposes;
- c) not seek or obtain, either directly or indirectly, any financial benefit or other improper advantage for anyone, or any other person or body, from any information to which the person has access to by virtue of their office or position with the Corporation;
- d) only release the Corporation's information in accordance with established Corporation policies and procedures and in compliance with relevant legislation.

#### Use and security of confidential information

7.11 Persons covered by this Code must maintain the integrity and security of confidential information in their possession, or for which they are responsible.

7.12 In addition to general obligations relating to the use of the Corporation's information, they must:

- a) only access confidential information they have been authorised to access and only do so for the purposes of exercising their official functions;
- b) protect confidential information;
- c) only release confidential information if the person has authority to do so;
- d) only use confidential information for the purpose for which it is intended to be used;
- e) not use confidential information gained through their official position for the purpose of securing a private benefit for anyone;
- f) not use confidential information with the intention to cause harm or detriment to the Corporation or any other person or body;
- g) not disclose any confidential information discussed during a confidential session of a Board or committee meeting or any other confidential forum (such as, but not limited to, workshops or briefing sessions).

### Personal information

7.13 When dealing with personal information Persons covered by this Code must comply with all relevant legislation and Corporation policies.

### Use of Corporation resources

7.14 Persons covered by this Code must use the Corporation's resources ethically, effectively, efficiently and carefully in exercising their official functions, and must not use them for private purposes, except when supplied as part of a contract of employment (but not for private business purposes), unless this use is lawfully authorised and proper payment is made where appropriate.

7.15 Union delegates and consultative committee members may have reasonable access to the Corporation's resources and information for the purposes of carrying out their industrial responsibilities, including but not limited to:

- a) the representation of members with respect to disciplinary matters;
- b) the representation of employees with respect to grievances and disputes;
- c) functions associated with the role of the local consultative committee.

7.16 Persons covered by this Code must be scrupulous in their use of the Corporation's property, including intellectual property, official services, facilities, technology and electronic devices and must not permit their misuse by any other person or body.

7.17 Persons covered by this Code must avoid any action or situation that could create the appearance that the Corporation's property, official services or public facilities are being improperly used for their benefit or the benefit of any other person or body.

7.18 Corporation letterhead, crests, email or social media or other information that could give the appearance it is official Corporation's material must not be used for non-work purposes.

7.19 Corporation property must not be sold or converted for personal or community use unless authorised by the Chief Executive Officer.

### Internet access

7.20 The Corporation's computer resources, mobile or other devices must not be used by anyone (including relatives) to search for, access, download or communicate any material of an offensive, obscene, pornographic, threatening, abusive or defamatory nature, or that could otherwise lead to criminal penalty or civil liability and/or damage to the Corporation's reputation.

### Record keeping

7.21 All information created, sent and received by persons covered by this Code is a Corporation record and must be managed in accordance with the requirements of the CATSI Act and The Corporation's approved records management policies and practices.

- 7.22 All information stored in either soft or hard copy on resources (including technology devices and email accounts) provided by the Corporation is deemed to be related to the business of the Corporation and will be treated as the Corporation's records, regardless of whether the original intention was to create the information for personal purposes.
- 7.23 The Corporation's information and records must not be destroyed, altered, or disposed of unless authorised to do so by the Chief Executive Officer.
- 7.24 Alteration does not include the normal preparation of draft documents.

#### Board Member access to Corporation buildings

- 7.25 Board Members are entitled to have access to the Board Room and other offices and public areas of the Corporation's buildings during normal business hours and for meetings. Board Members needing access to these facilities at other times must obtain authority from the Chief Executive Officer.
- 7.26 Board Members must not enter employee-only areas of the Corporation's buildings without the approval of the Chief Executive Officer (or his/her delegate) or as provided for in the procedures governing the interaction of Board Members and employees.
- 7.27 Board Members must ensure that when they are within an employee-only area they refrain from conduct that could be perceived as improperly influencing the Corporation's employees' decisions.

### **8. MAINTAINING THE INTEGRITY OF THIS CODE**

#### Complaints made for an improper purpose

- 8.1 Persons covered by this Code must not make or threaten to make a complaint or cause a complaint to be made alleging a breach of this Code for an improper purpose.
- 8.2 A complaint is made for an improper purpose where it is trivial, frivolous, vexatious or not made in good faith, or where it otherwise lacks merit and has been made substantially for one or more of the following purposes:
- a) to bully, intimidate or harass another person covered by this Code;
  - b) to damage another person's reputation;
  - c) to obtain a political advantage;
  - d) to influence a Board Member or employee in the exercise of their official functions or to prevent or disrupt the exercise of those functions;
  - e) to influence the Board in the exercise of its functions or to prevent or disrupt the exercise of those functions;
  - f) to avoid disciplinary action;

- g) to take reprisal action against a person for making a complaint alleging a breach of this Code;
- h) to take reprisal action against a person for exercising a function;
- i) to prevent or disrupt the effective administration of this Code.

#### Detrimental action

- 8.3 Persons covered by this Code must not take detrimental action or cause detrimental action to be taken against a person in reprisal for a complaint they have made alleging a breach of this Code or for any function they have exercised under the Code.
- 8.4 Detrimental action is an action causing, comprising or involving any of the following:
- a) injury, damage or loss;
  - b) intimidation or harassment;
  - c) discrimination, disadvantage or adverse treatment in relation to employment;
  - d) dismissal from, or prejudice in, employment;
  - e) disciplinary proceedings.

#### Compliance

- 8.5 Persons covered by this Code must not engage in conduct that is calculated to impede or disrupt the consideration of a matter under this Code.
- 8.6 Persons covered by this Code must comply with a reasonable and lawful request made by a person exercising a function under this Code. A failure to make a written or oral submission will not constitute a breach of this clause.
- 8.7 A Board Member or the Chief Executive Officer must comply with any Board resolution requiring the person to take action as a result of a breach of this code.

#### Disclosure of information about the consideration of a matter

- 8.8 Allegations of breaches of this Code must be assessed by a designated person or delegated to another person by a designated person.
- 8.9 Allegations of breaches of this Code can only be made in accordance with the Code.
- 8.10 Information about allegations must not be disclosed to any person other than the designated persons or delegated persons except for the purpose of seeking legal advice or undertaking an investigation of the allegation.
- 8.11 Complaints alleging a breach of this Part by persons covered by this Code are to be managed by a person appointed by the Board or the Chief Executive Officer.