

## Contents

|  |    |
|--|----|
| 1. PURPOSE .....   | 2  |
| 2. CODE OF CONDUCT .....   | 2  |
| 3. VALUES .....  | 2  |
| 4. PRINCIPLES OF CONDUCT FOR THE NACC BOARD .....  | 3  |
| 5. ACCOUNTABILITY .....  | 3  |
| 5.1 FOR PUBLIC EXPENDITURE .....   | 3  |
| 5.2 DECISION MAKING.....   | 3  |
| 6. USE OF NACC RESOURCES .....   | 3  |
| 7. USE OF CONFIDENTIAL INFORMATION .....   | 4  |
| 8. GIFTS AND BENEFITS .....  | 4  |
| 9. DISCLOSURE OF INTERESTS .....   | 4  |
| 10. RECOGNISING AND MANAGING CONFLICTS OF INTEREST .....   | 5  |
| 10.2 MECHANISMS FOR AVOIDING OR MANAGING POTENTIAL CONFLICT OF INTEREST.....   | 6  |
| 11. OTHER.....   | 6  |
| 11.1 SUPPORT BY THE BOARD .....  | 6  |
| 12. REVIEW .....   | 6  |
| 13. SUMMARY.....   | 7  |
| ATTACHMENT A - NACC BOARD MEMBER AGREEMENT AND RECORD OF COMMITMENT<br>TO THE CODE OF CONDUCT AND DUE DILIGENCE..... | 8  |
| ATTACHMENT B – NACC ANNUAL DECLARATION OF INTERESTS .....  | 9  |
| ATTACHMENT C – MEETING OF BOARD OF DIRECTORS DECLARATION OF INTERESTS .....  | 11 |

## 1. Purpose

This document outlines the fundamental values and principles that define the standards of behaviour expected of members of the NACC Board.

Professionalism requires that the Board act with integrity, care, skill and diligence in the interests of the Board. The Board should establish appropriate standards of behaviour based on the principles of selflessness, objectivity and honesty.

These guidelines apply to the Board and any of its advisory committees or working groups.

NACC is an independent incorporated body largely funded by the Australian Government's Caring for Our Country initiative with some State Government funding support.

The NACC Board comprises seven members elected by NACC members.

## 2. Code of Conduct

The code of conduct was initially developed as a collaborative undertaking by an extended committed of NACC and was formally endorsed by the then NACC Committee on 22 November 2005 and is reviewed on a regular basis.

Each Director is required to sign and abide by this Code of Conduct. (Attachment A)

The code of conduct is distinguished by a number of key features including:

### Ownership through a participative process

To influence behaviour, a Code must be an agreed document and one for which all those to whom it is intended to apply have a strong sense of ownership. The way to achieve this is by fully involving members in the development and implementation process. Without this involvement, a code will lack legitimacy and authority.

### Ongoing promotion

On introducing a Code, it is also important to conduct a well thought out and well-resourced implementation plan. The promotion of a particular code should be tailored to the needs of the particular Board or committee. Members should understand the importance of a Code, how it fits within the operation of the organisation and what it means in the context of the Board's responsibilities.

## 3. Values

The NACC Board agrees that it will take a visionary approach to provide leadership in relation to the future management of the land and water resources across the Northern Agricultural Region and, in doing so, is prepared to make difficult decisions. The Board is also committed to developing a healthy partnership with the community.

The Board and its members will abide by the principles set out in Section 4.

The Board's activities and Board members' behaviours will reflect courage, inclusiveness, commitment, respect, honesty, flexibility, practicality and mutual obligation.

#### 4. Principles of Conduct for the NACC Board

All members of the NACC Board need a clear understanding of their public duty and legal responsibilities and must act for the proper purpose and without exceeding their powers. The primary source of information on the role and functions of the Board or committee is the NACC Constitution, which establishes the Board and its functions. Board members must perform their functions with:

***standards of conduct and ethics that maintain public confidence and trust. Public confidence means that the public has the right to expect that publicly funded organisations demonstrate the highest integrity and competence, treating all citizens fairly, reasonably and equitably.***

Set out below are those principles developed and endorsed by the NACC Board

##### **Responsibility and impartiality**

This encompasses compliance with any relevant legislative, industrial and administrative requirements in order to fulfil its obligations to its funders.

Board members are to make available to the Board all data and information of which they are aware is relevant to the Board's work.

##### **Respect for people**

- Treat each other with professionalism, courtesy and respect.
- Not improperly influence other members.
- Members and officers of the Board should perform their duties in a professional and responsible manner, ensuring that decisions and actions are reasonable, fair and appropriate to the circumstances, based on a consideration of the relevant facts, and supported by adequate documentation.
- Board members are to consider Aboriginal culture (in natural resource management) in decision-making.

##### **Honesty, integrity and public interest**

The Board should always act honestly and in the public interest, rather than in the private interest of individual members.

#### 5. Accountability

The nature of work in using public funds requires a high standard of accountability, transparency and fairness.

##### **5.1 For Public Expenditure**

Members of the NACC Board and relevant committee members must ensure the efficient and responsible expenditure of public funds for which the Board is responsible in accordance with government legislation, NACC policies and guidelines.

##### **5.2 Decision Making**

Members of the NACC Board should attend all meetings of the Board and relevant committees as far as is possible, and allow the necessary time to prepare for meetings, as per constitutional requirements.

Decisions, reasons for those decisions, and processes of the Board or committee must be documented and minutes of all official meetings prepared and retained as official records.

A Board member has a duty to respect the decisions and policy directions of the Board.

#### 6. Use of NACC Resources

All NACC resources are to be used only for NACC Board or committee work and in accordance with any policy, guidelines or rules about the use of those resources.

## 7. Use of Confidential Information

Members of the NACC Board or members of its committees must not disclose confidential information or confidential documents acquired as a consequence of membership of the Board or committee other than is required by NACC or when the member has been given proper authority to do so.

## 8. Gifts and Benefits

Members of the NACC Board must:

- Not demand/solicit in connection with their official duties any personal fee, favour, reward, gratuity or remuneration of any kind.
- Not use their position for personal profit or gain.
- Not accept a gift if it could be perceived by the public, knowing the full facts, as intended or likely to cause a member to act in a particular way or deviate from their duty as a member of the NACC, and:
- If accepting a gift in value greater than \$100 that member shall report the fact at the next ordinary meeting of the Council.

## 9. Disclosure of Interests

All members of the NACC Board must disclose interests to the Board or its committees (which include positions and financial interests) in committees, organisations, corporations, partnerships or other businesses that may be relevant to the activities of the Board or committee.

A Declaration of Interests form has been developed for this purpose (Attachment B). A Board member's interests include those of an associate or close relative. A register of such interests should be maintained by the NACC Board and held by the NACC Executive Officer.

***Members should complete the form by listing any interests and send it marked "personal and private" to the CEO to file with the Board membership records. (Completing the form, does not negate the need to declare issues prior to discussions)***

The form includes some guidance on what to include as an interest, and includes interests that may result in appreciable, financial or other gain or loss to the member which appears to raise a conflict with the proper performance of the NACC. Family relationships and involvement in committees or organisations involved in the management of natural resources may also result in a conflict of interest. It is probably better to be inclusive rather than exclusive. Obvious interests are employment, properties and businesses that may result in financial or other gains or losses as a result of the development and implementation of the Strategy, which may potentially compromise the Board or committee member's performance.

To make the declarations relevant, members should also disclose any other interests in matters that are being considered, or are about to be considered by the Board. For some members their employer and, where relevant, the likelihood of their property receiving government investment as a result of strategy implementation should also be declared as potential financial interests.

If any financial interests arise during Board or committee meetings the member involved should immediately declare the interest(s).

Should a Board member identify an item in the Agenda which poses a conflict of interest a Meeting Declaration Form (Attachment C) should be signed and submitted to the CEO prior to the commencement of the meeting.

## Some Definitions

**Conflict of Interest:** A conflict of interest arises when a Committee member is influenced, or appears to be influenced, by personal interests. The perception of a conflict can be as damaging as an actual conflict because it undermines public confidence in the integrity of the NACC. Types of conflict of interest are:

**Financial Interest:** A financial or pecuniary interest is a conflict of interest which involves an actual or potential financial gain or loss. It may result from the Committee member or his or her family owning property, holding shares or a position in a company bidding for government work, accepting gifts or hospitality, or receiving income from a second job. Money does not have to change hands.

**Non-Financial Interests:** A non-financial or non-pecuniary interest is a conflict of interest which does not have a financial component. It may arise from personal or family relationships, or involvement in sporting, social or cultural activities.

**Related Party Transaction:** A related party transaction (or third party transaction) occurs when a member or a close associate of a member, has a financial or other interest in an organisation with which the NACC does business. This relationship may compromise or appear to compromise the conditions under which the transaction takes place and cast aspersions on the legitimacy of the transaction. Additionally, related party transactions may cast doubt on the integrity and objectivity with which the NACC conducts its affairs.

**Proximity Interest** – a person has a proximity interest in a matter if the matter concerns a proposal or land use in relation to and adjoining the person's land or land of a person with whom the person is closely associated, where 'adjoining' includes the special cases of land that is directly across a thoroughfare from the person's land or is within 250m of the person's land.

**Impartiality Interest** – an interest, not including a financial interest that would give rise to a reasonable belief that the impartiality person having the interest would be adversely affected.

### Trivial Interests and Interests in Common (see Standing Orders)

(a) Where a member has disclosed an interest in a matter Council may decide that the interest is a trivial interest or an interest in common.

(b) Where Council decides that an interest is a trivial interest or an interest in common Council may decide to allow the member to participate in the meeting relating to the matter.

(c) Where Council decides that an interest is a trivial interest or an interest in common the decision is to be recorded in the minutes of the meeting together with the extent of participation allowed by Council.

## 10. Recognising and Managing Conflicts of Interest

Members of the NACC Board have been elected or appointed for their expertise and skill in particular areas. As a consequence of their election or appointment in these areas of expertise there may be the potential for conflicts of interest to arise between a Board or committee member's duties to the Board or committee, and his or her personal interests (or the duties or interests of others).

A conflict of interest may arise for example from:

- Other directorships or employment
- Professional and business interests and associations
- Investment interests
- Family relationships
- Involvement in committees or organisations involved in the management of natural resources

## 10.2 Mechanisms for Avoiding or Managing Potential Conflict of Interest

To manage any possible conflict of interest and record reasons for that decision, the NACC Board has decided on the following action:

- The relevant Board or committee member must declare any potential conflict of interest prior to any discussion by the Board or committee relating to the interest or issue. This should be noted in the Minutes.
- The relevant Board or committee member must not vote on the matter.
- Where a potential conflict of interest has been determined the relevant member may not take part in any discussion of the Board or committee relating to the interest or issue, and not vote on the matter. This may include a requirement for the member to be absent from the meeting room when any discussion or vote is taking place and to not receive any relevant Board or committee papers. This should also be recorded in the Board or committee minutes.

In an extreme case of a potential conflict of interest, the member of the Board may consider:

- Resignation from the Board or committee
- Divestment of the interest/issue that is creating the conflict, for example the sale of shares
- Severing the connection; for example: resignation from a position on the Board or committee in the other organisation giving rise to the conflict.

Any Board or committee member who fails to observe the rules or policies of NACC can be suspended or removed from the membership of the Board or committee, as per the constitution.

***For information on dealing with conflicts of interest, contact the Department of Consumer and Employment Protection.***

## 11. Other

### 11.1 Support by the Board

An individual member of the NACC Board will not publicly, or in a written form, endorse any proposed or existing plans, projects, submissions, etc. However, the Board may choose to provide a letter that acknowledges consistency of any proposed or existing plans, projects, submissions, etc. with NACC policies.

## 12. Review

A code of conduct is not a static document. The NACC Board should review the document periodically and amend the code to reflect changing circumstances.

## 13. Summary

**NACC BOARD MEMBERS NEED TO:**

- **Understand their role and responsibility as per the constitution, including:**
  - Gain an understanding of depth of NRM in NAR.
  - Represent the breadth of NRM in NAR.
  - Provide leadership and guidance in NRM to NAR Community.
  - Facilitate communication between the community, the Association and the Board.
  - Participate in the Association's decision-making processes at meetings of the Association and the Board.
  - Participate in the communication and decision-making processes.
- **Act in good faith in the interests of the organisation.**
- **Show an intelligent and continuing interest in the organisation's business and affairs**
- **Place reliance on advisers when satisfied they are reliable and competent**
- **Ask questions until satisfied, when inquiry is warranted**
- **Avoid conflicts between organisational and personal interests and manage conflicts of duty**
- **At all times act honestly with care and diligence**
- **Complete Attachment A by agreeing and committing to this Code of Conduct, and signing the Due Diligence agreement.**
- **Complete Attachment B Declaration of Interests form and forward to NACC CEO for filing.**
- **Complete Attachment C Meeting Declaration of Interests form when any particular Agenda item may cause a potential for conflict of interest and present it to the CEO prior to the meeting commencement.**

**ATTACHMENT A - NACC BOARD MEMBER AGREEMENT AND RECORD OF COMMITMENT TO  
THE CODE OF CONDUCT AND DUE DILIGENCE**

| Name            | Position Held | Date of Appointment | Signature  |
|-----------------|---------------|---------------------|--|
| Dr Jill Wilson  | Chair         | 16/10/2013          |  |
| Kent Broad      | Deputy Chair  | 18/08/2011          |  |
| Beverley Logue  | Secretary     | 26/10/2015          |  |
| Claire Sullivan | Treasurer     | 26/10/2015          |  |
| Yvonne Marsden  | Director      | 16/10/2013          |  |
| Dr Robert Keogh | Director      | 26/10/2015          |  |
| Dean Revell     | Director      | 26/10/2015          |  |

Updated: 30/03/2016



## ATTACHMENT B – NACC ANNUAL DECLARATION OF INTERESTS



**Northern Agricultural Catchments Council**  
**ANNUAL DECLARATION OF INTERESTS REGISTER**

I, \_\_\_\_\_ a member of the NACC Board of Directors, have read and agree to abide by the disclosure of pecuniary interests. I understand that "pecuniary interests" means any interest that a member has in a matter being considered, or about to be considered, by the Board which is likely to result in appreciable financial or other gain or loss to the member (or person associated with the member) and which appears to raise a conflict with the proper performance of the member's duties. In pursuance of the above clause, I declare the following interests: **See Back Page for definitions.**

**Conflict of Interest:**

**Financial Interest:**

**Non-financial Interests:**

**Related Party Transaction:**

**Proximity Interest:**

**Impartiality Interest:**

**SIGNED:** \_\_\_\_\_  
 (Board Member)

**DATE:** \_\_\_\_\_

**SIGNED:** \_\_\_\_\_  
 (Witness)

**DATE:** \_\_\_\_\_

\_\_\_\_\_  
 (Witness Name)

The above particulars are to be recorded by the Board of Directors in a file that is kept for the purpose and is open at all reasonable hours for inspection by any person.

### *Some Definitions*

#### *Conflict of Interest:*

A Conflict of Interest arises when a Committee member is influenced, or appears to be influenced, by personal interests. The perception of a conflict can be as damaging as an actual conflict because it undermines public confidence in the integrity of the NACC. Types of Conflict of Interest are:

#### *Financial Interest:*

A financial or pecuniary interest is a conflict of interest which involves an actual or potential financial gain or loss. It may result from the Committee member or his or her family owning property, holding shares or a position in a company bidding for government work, accepting gifts or hospitality, or receiving income from a second job. Money does not have to change hands.

#### *Non-Financial Interests:*

A non-financial or non-pecuniary interest is a conflict of interest which does not have a financial component. It may arise from personal or family relationships, or involvement in sporting, social or cultural activities.

#### *Related Party Transaction:*

A related party transaction (or third party transaction) occurs when a member or a close associate of a member, has a financial or other interest in an organisation with which the NACC does business. This relationship may compromise or appear to compromise the conditions under which the transaction takes place and cast aspersions on the legitimacy of the transaction. Additionally, related party transactions may cast doubt on the integrity and objectivity with which NACC conducts its affairs.

#### *Proximity Interest:*

A person has a proximity interest in a matter if the matter concerns a proposal or land use in relation to and adjoining the person's land or land of a person with whom the person is closely associated, where 'adjoining' includes the special cases of land that is directly across a thoroughfare from the person's land or is within 250m of the persons land.

#### *Impartiality Interest:*

An interest not including, a financial interest that would give rise to a reasonable belief that the impartiality of a person having the interest would be adversely affected.

#### *Trivial Interests and Interests in Common (see Standing Order)*

- (a) Where a member has disclosed an interest in a matter Council may decide that the interest is a trivial interest or an interest in common.
- (b) Where Council decides that an interest is a trivial interest or an interest in common Council may decide to allow the member to participate in the meeting relating to the matter.
- (c) Where Council decides that an interest is a trivial interest or an interest in common the decision is to be recorded in the minutes of the meeting together with the extent of participation allowed by the Board.

**ATTACHMENT C – MEETING OF BOARD OF DIRECTORS DECLARATION OF INTERESTS**



**Northern Agricultural Catchments Council**

**MEETING OF BOARD OF DIRECTORS  
DECLARATION OF INTEREST**

**BOARD MEMBERS NAME:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

- TYPE OF INTEREST:**
- Conflict of Interest
  - Impartiality
  - Proximity
  - Non-Financial Interest
  - Related Party Transaction
  - Financial Interest

| Agenda Item Number | Description | Nature of Interest |
|--------------------|-------------|--------------------|
|                    |             |                    |
|                    |             |                    |
|                    |             |                    |

**SIGNED:** \_\_\_\_\_  
(Board Member)

**DATE:** \_\_\_\_\_

**In the event that a disclosure in relation to the extent of the interest is required then you should declare the extent of your interest below:**

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