

**NACC NRM Board Code of Conduct  
GO-05**



<b>Policy Number</b>	<b>GO-05</b>
<b>Purpose</b>	This document outlines the fundamental values and principles that define the standards of behaviour expected of directors of the NACC NRM Board.
<b>Scope</b>	NACC NRM Board, Committees and relevant NACC NRM Staff
<b>Definitions</b>	Refer to the NACC <i>Glossary of Terms and Acronyms</i> document.
<b>Procedure</b>	
<b>Related Policies / Documents</b>	NACC NRM Constitution HR-01 Staff Code of Conduct HR-20 Grievance Policy IM-02 Privacy and Confidentiality Policy Australian Privacy Principles Guidelines The Office of Australian Information Commissioner The Department of Commerce, A Guide for Incorporated Associations Privacy ACT (COMMONWEALTH) 1988

## EXECUTIVE SUMMARY

### NACC NRM Board Directors need to:

- Understand their powers, obligations and duties, including:
  - The Board undertakes to:
    - coordinate the business and implementation of the objects of the Association;
    - propose such amendments to these rules as the Board considers necessary to further the objects of the Association;
    - employ person/s to carry out certain duties as required;
    - appoint the CEO;
    - keep minutes of Board meetings; and
    - develop partnerships with the representatives of NRM sub-regional groups and any other organisation or group that can assist in the delivery of the objects of the Association.
  - The Directors have the power to manage the affairs of the Association.
  - Subject to the Act and these rules, the Board has the power to do all things necessary or convenient for the proper management of the affairs of the Association.
  - The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
  - The Directors must exercise their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
  - The Directors must exercise their powers and discharge their duties in good faith in the best interests of and in accordance with the objectives of the Association and for a proper purpose.
  - The Directors or former Directors must not at any time improperly use information obtained as a result of their holding office as a Director to:
    - Gain an advantage for themselves or any other person; or
    - Cause detriment to the Association.

- A Director who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of his/her interest to the Board and must not be present during discussion or voting on matters of material personal interest in accordance with Division 2 of the Act.
  - Subject to the provisions of the Privacy Act 1988. A Director may at any reasonable time inspect without charge the books, documents, records and securities of Northern Agricultural Catchments Council Inc. for the sole purpose and intent to fulfil their obligations and duties as a Director.
- 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 it to NACC NRM CEO or equivalent 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 or equivalent prior to the meeting commencement.

# NACC NRM Board Code of Conduct

## 1. Purpose

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

Respect – one of the core values of the organisation – requires that all Directors of the Board always act with integrity, for our natural environment, for colleagues and partners, and for others within the wider community in the best interests of the organisation. The Board should establish appropriate standards of behaviour based on the principles of selflessness, objectivity and honesty.

These guidelines apply to the Board and all of its Standing Committees and Advisory Panels.

The NACC NRM Board shall consist of five (5) to seven (7) elected Directors.

## 2. Code of Conduct

The NACC NRM Board Code of Conduct was initially developed and endorsed by NACC NRM on 22 November 2005. It is reviewed on a regular basis.

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

The Code of Conduct is distinguished by ownership through a participative process, i.e., to influence behaviour, the Code must have a strong sense of ownership by all those to whom it is intended to apply. This will be achieved by fully involving all sitting Directors in the development, implementation, and periodic review of the Code of Conduct. Without this involvement, the Code will lack legitimacy and authority.

NACC NRM strongly supports the Australian Institute of Company Directors (AICD) Not-for-profit Governance Principles and as such expects all Directors to abide by these principles as well as the principles outlined in NACC NRM's own Code of Conduct.

## 3. Culture and Values

When representing or acting in the interests of the organisation, NACC NRM Directors will champion, lead and abide by NACC NRM's Purpose, Way and Impact Statements and Values, and in doing so, agree that they 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.

The Board and its Directors will abide by NACC NRM's Purpose, Way, Impact Statements and Values (see below), and the principles set out in Section 4.

The Board's activities and Directors' behaviours will reflect:

### Purpose

NACC NRM's **Purpose** is to ensure that the Northern Agricultural Region (NAR) community values and actively protects our region's natural capital, consistent with the Aspirations and Goals of NARvis - the community-led regional natural resource management strategy.

### Way

We Do this by Catalysing Community Conservation through passionate delivery of collaborative on-ground projects and education.

## Impact

Our **Impact** will be that the health of the natural resources and environment of the NAR are improved.

## Values

The overarching organisational values that guide NACC NRM and which are embedded in all of our activities are:

- **Passion** – For delivering our Purpose, Way and Impact, and for making a lasting **positive** contribution to our region's precious and unique natural environment.
- **Collaboration** – Encompassing both **teamwork** within the organisation, and **partnerships** with external organisations and the wider community in working towards shared outcomes.
- **Leadership** – Demonstrating **initiative** and **innovation** aimed at ensuring that we and our communities thrive and adapt to ever-changing circumstances.
- **Respect** – For our natural environment, for colleagues and partners, and for others within the wider community.
- **Impartiality** – Remaining politically impartial in the way in which we conduct our business and interact with individuals, groups and government and in so doing make informed decisions based on balanced and sound scientific information.

The application of these values, principally as they apply to NACC NRM Directors is detailed in the section below.

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

All Directors of the NACC NRM 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 NRM Constitution, which establishes the Board and its functions. Board Directors 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 NRM 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 Directors 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 Directors.
- Directors 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.
- Directors 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 Directors.

## 5. Accountability

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

### 5.1 For Public Expenditure

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

### 5.2 Decision Making

Directors of the NACC NRM 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 Director has a duty to respect the decisions and policy directions of the Board.

## 6. Use of NACC NRM Resources

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

## 7. Use of Confidential Information

Directors of the NACC NRM Board or Directors 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 NRM or when the Director has been given proper authority to do so.

## 8. Gifts and Benefits

Directors of the NACC NRM 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 Director to act in a particular way or deviate from their duty as a Director of NACC NRM, and:
- If accepting a gift in value greater than \$100 that Director shall report the fact at the next ordinary meeting of the Board.

## 9. Disclosure of Interests

All Directors of the NACC NRM 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 Director's interests include those of an associate or close relative. A register of such interests should be maintained by the NACC NRM Board and held by the NACC NRM Executive Assistant or equivalent.

***Directors should complete the form by listing any interests and send it marked "personal and private" to the CEO or equivalent 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 Director which appears to raise a conflict with the proper performance of NACC NRM. 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 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 Director's and ultimately the Board's performance.

To make the declarations relevant, Directors should also disclose any other interests in matters that are being considered or are about to be considered by the Board. For some Directors, 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 Director involved should immediately declare the interest(s).

Should a Board Director 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 or equivalent prior to the commencement of the meeting.

### Some Definitions

**Conflict of Interest:** A conflict of interest arises when a Committee Director 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 NRM. 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 Director 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 Director or a close associate of a Director, has a financial or other interest in an organisation with which the NACC NRM 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 NRM 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 Director has disclosed an interest in a matter the Board may decide that the interest is a trivial interest or an interest in common.

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

(c) Where the Board 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.

## 10. Recognising and Managing Conflicts of Interest

Directors of the NACC NRM 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 Director'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 the reasons for that decision, the NACC NRM Board has decided on the following action:

- The relevant Director 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.
- Where a conflict of Interest is identified, the relevant Director may not vote on the matter, but at the discretion of the Chair may participate in the discussion of the matter.
- Where a potential conflict of interest has been determined, the Board may decide that the relevant Director 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 Director 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 Director 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 Director who fails to observe the rules or policies of NACC NRM can be suspended or removed from the membership of the Board or Committee, as per the constitution.

***For further information on dealing with conflicts of interest, contact the Department of Mines, Industry Regulations and Safety***

## **11. Other**

### **11.1 Support by the Board**





An individual Director of the NACC NRM Board will not publicly, or in a written form, endorse any proposed or existing plans, projects or submissions without the approval of the Board. However, the Board may choose to provide a letter that acknowledges the consistency of any proposed or existing plans, projects, submissions, etc. in line with NACC NRM policies.

## **12. Review**

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

**ATTACHMENT A | NACC NRM BOARD DIRECTOR AGREEMENT AND RECORD OF COMMITMENT TO THE CODE OF CONDUCT AND DUE DILIGENCE**

*Directors are encouraged to remind themselves of the code of conduct content regularly.*

<b>Name</b>	<b>Position Held</b>	<b>Date of Appointment</b>	<b>Signature</b>
Elisabeth McLellan	Chair	26/10/2021	
Catherine Galli	Deputy Chair	26/10/2023	
Susanne Levett	Treasurer	26/10/2021	
Karleigh Barras	Secretary	17/07/2023	
William Easton	Director	26/10/2023	

ATTACHMENT B | NACC NRM ANNUAL DECLARATION OF INTERESTS



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

I, \_\_\_\_\_ a Director of the NACC NRM 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 Director 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 Director (or person associated with the Director) and which appears to raise a conflict with the proper performance of the Director’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 Director)

**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**

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### **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 Director has disclosed an interest in a matter the Board may decide that the interest is a trivial interest or an interest in common.
- (b) Where the Board decides that an interest is a trivial interest or an interest in common the Board may decide to allow the Director to participate in the meeting relating to the matter.
- (c) Where the Board 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 DIRECTORS 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 Director)

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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