



Board of Management Code of Conduct

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Signature:	

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1 Purpose

The Centennial Park Cemetery Authority (the Authority) has as its stated core values, Compassion, Inclusion, Innovation and Excellence.

The Authority is committed to maintaining the highest standards in its dealings with the community and all its stakeholders.

The Board of Management (the Board) Code of Conduct (the Code) sets out the expected standard of conduct to assist Board Members in effectively carrying out their duties and responsibilities.

2 Statement of Commitment

Our community is entitled to expect that:

- The business of the Authority will be conducted with efficiency, impartiality and integrity;
- Board Members will obey the spirit and letter of the law, particularly in relation to all relevant statutes, regulations and instruments;
- Board Members will act with dignity and respect in all their dealings on behalf of the Authority;
- Duty to the public will always have absolute priority over the private interests of Board Members, with specific reference to the conflict of interest clause below.

This Code does not override any legislation or regulations applicable to the Authority.

3 Conflict of Interest and Disclosure

3.1. Conflict of Interest

Conflicts of interest are regulated by Chapter 5 Part 4 Division 3 of the Local Government Act 1999 (SA) (the LG Act).

It is essential that the public, when dealing with the Authority, are confident that when making decisions Board Members are free of any conflicts of interest.

Board Members must ensure that opportunities do not exist for their interest, or those people close to them or organisations of which they are a member, to conflict with the impartial performance of their public or professional duties.

In considering whether or not there is a possible conflict of interest, it is always important to think about how others would view the situation.

A conflict of interest can be pecuniary or non-pecuniary, and would exist where:

- A Board Member has a personal interest that could lead them to be influenced in the way that they carry out their Authority work or public duties; or
- A Board Member has a personal interest that could lead a fair person to think that they could be influenced in the way that they carry out their Authority work or public duties; or
- A family member, relative, friend, associate or anybody close to a Board Member who has an interest that could lead to them being influenced, or a fair person to think that they could be influenced, in the way that they carry out their Authority work or public duties.

Any conflicts of interest are declared at the commencement of each Board meeting as a standing agenda item and minuted.

3.2. Elected Council Members

Section 74 of the LG Act prescribed the actions which must be taken by a Board Member if he or she has a material conflict of interest. These actions are that the Board Member must:

- a) Declare the conflict of interest at the meeting; and
- b) Leave the meeting and take no part in discussions or voting on the matter.

However, Section 74(6) of the LG Act and regulation 8AAB of the *Local Government (General) Regulations 2013* (LG Regulations) exempt a Board member from disclosure and exclusion requirements of section 74 if the discussion, recommendation or decision relates to the purpose for which the subsidiary is established, and the relevant interest in the matter is the interest of the council which appointed (or nominated for appointment) the Board Member. Section 74(6) further exempts the requirements if the above two criteria are met and the relevant benefit or loss would be enjoyed or suffered in common with all or a substantial proportion of the constituent councils of the subsidiary.

4 Personal Benefit

4.1. Use of Confidential Information

Board Members must not use confidential information obtained in the course of Authority business for anything other than for Authority purposes.

Information available to the public must be released in accordance with official procedures.

4.2. Improper and Undue Influence

Board Members must not take advantage of their position to influence members of staff in the performance of their work in order to gain, either directly or indirectly, an undue or improper advantage or gain, either for themselves or for any other person or body.

Board Members, in their personal capacity, will be afforded the same level of customer service as any other member of the public.

4.3. Gifts and Bribery

Gifts are offered for a number of different reasons from tokens of appreciation to those which could be considered bribes from tenderers, suppliers and developers.

A gift or benefit may include:

- Offers of cash or shares;
- Gifts, such as bottles of wine, manufacturers' samples or personal items;
- Promotional materials, including clothing, books or compact discs;
- Sponsored travel;
- Benefits under loyalty schemes, such as frequent flyer schemes;
- Airline competition prizes;
- Meals or other hospitality;
- Accommodation and hire car discounts;
- Entertainment, such as meals, seats at sporting or theatre events or golf days;
- Discounts on commercial items; and
- Free or discounted places on training and development courses (other than contra-deals associated with the presentation of papers).

Token gifts which have not been solicited, do not have any significant monetary value, are inconsequential or trivial and are not offered on a regular basis may be accepted but must be reported to the Chief Executive Officer (CEO).

Board Members shall take into account the following issues when considering whether a gift is of a token kind or hospitality is moderate:

- What an impartial observer may think;
- The scale, lavishness or expense/cost/value of the gift or benefit;
- The frequency of occurrence; and
- The degree of openness surrounding the occasion or gift.

When deciding whether to accept a gift or benefit, the reputation of the Authority is paramount. A useful test is to consider how they might answer questions from the media. If it would be embarrassing, then perhaps the gift or benefit should not be accepted.

The offer of cash (any amount) is never considered acceptable. It is acknowledged that in some cultures it is custom to offer envelopes with either real or "spiritual" money enclosed to the service providers. In these circumstances it may be considered offensive to the family not to accept the envelope and the recipient is expected to accept the envelope and pass it on to the CEO once the service is complete.

To ensure that all transactions involving cash are above reproach, each receipt of cash will be entered in to a Cash Gifts Receipts Register indicating date, recipient, and amount and signed by the recipient and the CEO who will verify the declaration. Disbursement of cash gifts are at the discretion of the CEO.

Board Members should not seek any immediate or future gift, reward or benefit for themselves or for any other person or body and should not accept any gift, other than described above, which in any way relates to their status with the Authority or their performance of any duty or work which is connected with the Authority.

Acceptance of gifts or benefits is not appropriate from a person or company if they are involved in a tender process with the agency, either for the procurement of goods and services or sale of assets.

4.4. Entertainment

Offers of entertainment are often used in private business to make relevant business contacts and improve business relationships. In some instances, accepting an offer of entertainment may improve stakeholder relationships.

The Board Member should ensure that accepting the offer would not create an actual or perceived conflict of interest.

4.5. Hospitality

The Authority may provide official hospitality if it furthers the conduct of public business. Expenditure on official hospitality must be publicly defensible on the basis that the primary purpose of the event is work-related.

Offers of hospitality from sources outside the Authority have the potential to cause perceived or actual conflicts of interest. However, offers of hospitality may be accepted if they genuinely assist the Authority to develop and maintain constructive relationships with stakeholders.

If any gift, reward or benefit is offered to the CEO or Board Members, other than described above, the matter should be reported promptly and fully to the Chair of the Board for the CEO or Board Members. In the case of Board Members, the Chair, following consultation, will determine the appropriate course of action including whether to report the actual or

perceived conflict of interest to the Constituent Council owners or the Centennial Park Cemetery Authority Owners' Executive Committee.

5 Conduct of Board Members

5.1. Personal Behaviour

The Authority is committed to maintaining an ethical workplace where Board Members uphold the principles of honesty, integrity and impartiality.

Board Members should not make any allegations which are improper or derogatory and must refrain from any form of conduct, in carrying out their official or professional duties, which might cause any personal offence or embarrassment.

Board Members should at all times obey the law and act in good faith in the interests of the Authority and the community.

Board Members should act with sobriety at all times when representing the Board, and at Authority functions.

Elected Board Members should not engage in activities that are for party political purposes when engaging in Authority duties.

5.2. Honesty and Integrity

Board Members should observe the highest standards of honesty, integrity and impartiality and avoid any form of conduct that would bring the Authority or its officers into disrepute.

Board Members and Staff should be frank and honest but sensitive in their official dealings with each other.

5.3. Administration and Management Practices

Board Members should comply with proper, responsible and reasonable administrative practices in the performance of their professional or civic duties.

Upon request to the CEO, Board Members should be provided access to relevant information required for them to perform their duties and responsibilities.

5.3.1. Instructions to Employees

No Board Members and/or officers of owner Councils shall give instructions to employees of the Authority other than through resolutions of the Board, which will be implemented by the CEO.

Board Members requiring action on a particular issue that they consider has not been dealt with satisfactorily by staff may:

- Request the CEO to list it on the next appropriate Agenda of the Board;
- Write a letter for presentation to the next appropriate meeting of the Board; or
- Report their concerns to the Board's Chair, who may refer the matter to the Board for consideration.

5.3.2. Board / Staff Relations

Board Members who have a criticism of staff shall direct it to the CEO for response and resolution.

Criticism of the Board Chair or CEO will be managed by the Board.

5.3.3. Copyright

Board Members are obligated to comply with all relevant legislation including the Copyright Act 1968. Copyright is relevant as follows:

- Board Members must protect information which may be deemed to be “original” and which could provide the Authority with a competitive advantage e.g. processes, technology, procedures, policies, data, and artwork amongst others.
- Board Members must not breach the Copyright Act by using information which has not been assigned by the copyright owner or for which the copyright owner has not been accredited.

Breaches of copyright may have a financial remedy and include a disciplinary process.

6 Dealing with the Authority’s Property

6.1. Use of the Authority’s Facilities, Funds, Staff and Equipment

Resources are provided to Board Members to enable them to execute their responsibilities to the Authority, and should be used effectively and economically.

Authority resources may not be used for private purposes unless otherwise agreed to by a resolution of the Board.

6.2. Travelling and Sustenance Expenses

Board Members should only claim or accept travelling or sustenance expenses that have a direct bearing on the services, policies and business of the Authority.

7 Corporate Obligations

7.1. Communication with the Community

Board Members should promote accountability and responsibility by actively seeking opportunities to communicate with customers and the community and promoting their participation in significant areas of decision-making. Communication should occur in a dignified and respectful manner.

7.2. Dealing with Media Inquiries

The media spokesperson for the Authority is the CEO, unless the matter relates to the CEO in which case the spokesperson is the Chair of the Board.

The CEO may delegate the responsibility of media spokesperson on a particular subject to an identified subject matter expert of the Board or management of the Authority who has been suitably briefed on the Authority’s position on the matter.

7.3. Health, Well-being and Safety

Board Members should ensure that the Authority’s premises are safe, that a smoke-free working environment is maintained and the workplace health, safety and well-being of staff, Board Members and members of the public are ensured.

8 Roles and Responsibilities

8.1. Chair of the Board of Management

The Chair of the Board of Management in conjunction with the Chief Executive Officer is responsible for the oversight and adherence to the Code of Conduct.

9 Deviation

Deviations from this policy must be authorised by the Board of Management and all deviations recorded.

10 Compliance

All Policies and Procedures comply with the formatting and definitions contained within 30.0 Governance Statement Policy.

11 Confidentiality

Board Members will observe the confidentiality of non-public information acquired by them in their role as Board member of the Authority and not disclose that information to any other party in accordance with this policy, without the prior consent of the Chair

I have read, understood, and agree to abide by the above Board of Management Code of Conduct.

Board member signature: _____ Date: ____/____/____

Board member Name: _____

12 Document Control

Author (to whom changes are to be recommended)			
Position		Incumbent	
Chief Executive Officer		Janet Miller	
Contributors			
Position		Incumbent	
Reviewed by			
Position		Incumbent	Next Review date
Chief Executive Officer		Janet Miller	March 2021 or following the next review of the Charter, whichever occurs first.
Approved by			
Position		Incumbent	Approval date
Board of Management			22-03-2018
History			
Date	Author	Revision	Nature of change
22-03-2018	Janet Miller	V8.0	<ul style="list-style-type: none"> Minor typos; add confidentiality and signing clauses; and clarify conflict clauses
04-09-2015	Bryan Elliott	V7.0	<ul style="list-style-type: none"> Updated into new Policy format
Related documents – (to be read in conjunction with)			
Title of document			Document number
Governance Statement Policy			30.0
Whistleblowers' Protection Policy			4.0
Charter			D2015/33758
Delegations of Authority			2.0
Roles & Responsibilities of a Board Member			4.0
Legislation and Standards			
<ul style="list-style-type: none"> Copyright Act 1968 (Cwlth) Local Government Act 1999 Local Government (Procedures at Meetings) Regulations 2013 			
Controlled document location (native)			
TRIM (F2014/178) – GOVERNANCE – Policy – Board of Management Code of Conduct			
Controlled document location (published)			
Intranet – Corporate Documents – Governance Documents			
Website – View Corporate Information - Policies			