

Outback Communities Authority Business Conduct

Member Induction and Procedures

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1. Purpose

This document outlines the role, rights and responsibilities of members as they carry out their duties on behalf of the Outback Communities Authority (the Authority), and as members of the Authority's Board. The intent is to identify and quantify how the Authority's decisions, actions and activities will be conducted and managed.

2. Introduction

The Authority was established pursuant to section 5 of the *Outback Communities (Administration and Management) Act 2009* (the Act) as the successor to the Outback Areas Community Development Trust.

The Authority's role is to oversee the implementation and performance of the Act.

The main purposes (objectives) of the Act (S4) are to:

- a) provide for efficient and accountable administration and management of outback communities;
- b) promote participation of outback communities in their administration and management; and
- c) raise revenue for public services and facilities in the outback.

The Authority's functions (S6(1)) are to:

- a) manage the provision of public services and facilities to outback communities;
- b) promote improvements in the provision of public services and facilities to outback communities; and
- c) articulate the views, interests and aspirations of outback communities.

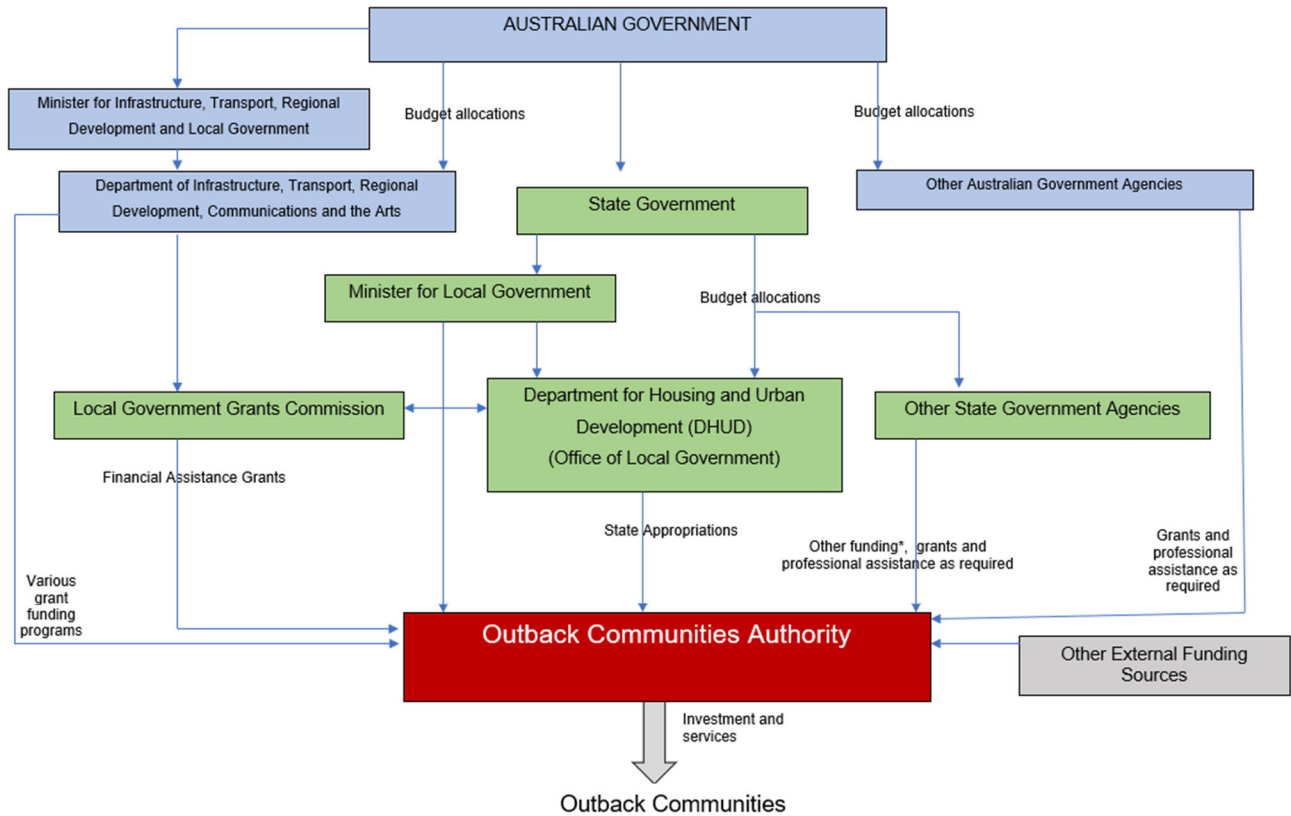
The objects of the Act and the Authority's functions should underpin all of its activities and undertakings. Members are required to have a working understanding of the Act.

3. What is a Statutory Authority?

A Statutory Authority is an entity established by an act of Parliament, the statute, and in the case of the Authority, is governed by a board. While boards are ultimately accountable to Parliament this accountability is usually exercised by the Minister.

A statutory authority established by Parliament and subject by statute to ministerial direction differs in nature and function from a company established under Corporations Law. Like companies, statutory authorities have the power to enter contracts, sue and be sued, hold land and property and spend money from their own accounts. However, the differences are significant. Statutory authorities generally have a public service element which requires them to pursue social benefits to the community which may be in conflict with financial objectives.

In legal terms, the main difference is that they do not have consensual shareholders; instead Parliament is responsible for creating the authority. (Terlet, 1994)



*Other State Government funding received includes Andamooka (unsealed) roads maintenance, matching RAUP funding, project specific funding etc.

Due to a Machinery of Government change the OCA's host agency changes to the Department for Housing and Urban Development from 1 July 2024. The MoJ with the Department for Infrastructure and Transport for support with finance & procurement, HR, Information Services, Legal, Commercial and Assurance remains until the MoG transition is completed.

Figure 1: OCA interaction with Government and other agencies

4. Office for the Outback Communities Authority (OCA) Staff

Staff are public service employees assigned to support the Authority. Administratively, staff are attached to a Government agency. Currently the Authority is aligned with the Department for Housing and Urban Development.

Occasionally, Machinery of Government changes will result in staff being transferred to other agencies. The agency responsible for the staff at any given time will also have responsibility for some administrative aspects of the OCA.

5. Authority Members

Establishing Members

The Authority consists of up to seven members appointed by the Governor for a term not exceeding three (3) years. Of the seven (7) members, at least four (4) must be members of different outback¹

¹ The term *Outback* is defined in the Act and its regulations

communities. The Governor appoints one of the members to be the Authority's Presiding Member. The power to remove any Authority member resides with the Governor.

Role and Responsibilities

Members are appointed for their professional expertise, skills, abilities, interest and/or knowledge of outback affairs. Their role is to represent outback communities, not a particular stakeholder or interest group. Members are accountable to the Minister.

Those serving on boards with statutory functions bear significant responsibilities that can be subject to public scrutiny. Members must act in a way that is effective, lawful and justifiable by having a good understanding of the objects of the relevant legislation and a good working knowledge of the requirements of the Acts applicable to their role.

Members of a government board hold a position of trust. The community expects a high standard of ethical behaviour from the public sector, and to so this expectation is met, public sector appointees operate under a framework of rules governing honesty and accountability. The framework is created by three Acts of Parliament:

- the *Public Sector (Honesty and Accountability) Act 1995*, which covers appointees' legal duties;
- the *Criminal Law Consolidation Act 1935*, which covers criminal offences committed by public officers; and
- The *Public Sector Act 2009*, which covers immunity from civil liability.

Members are required to hold a current working with children clearance and a National Police Clearance.

Members should strive to attend most, if not all meetings, and be prepared for their participation by familiarising themselves with the agenda and papers provided beforehand. If a member becomes aware that they are unable to attend a particular meeting it is expected that their apology is offered as soon as possible, either to the Presiding Member or the Director.

Members are required to exercise a reasonable degree of care and diligence at all times in the performance of their functions. If found guilty of culpable negligence, members may be liable for a fine of up to \$15,000 (current as of February 2024). If a member is acting in accordance with a direction from the Minister, the member cannot be found guilty of culpable negligence.

Members may not improperly seek, accept, or agree to accept a benefit from another person as a reward or inducement for:

- an act or omission in their official capacity; or
- the exercise of power or influence you have, or purport to have, by virtue of public office.
- Members must not improperly:
 - exercise power or influence they have by virtue of their public office;
 - refuse or fail to perform an official duty or function; or
 - use information gained by virtue of their current or former public office, with the intention of:
 - securing a benefit for themselves or somebody else; or
 - causing injury or detriment to somebody else. (DPC, 2011)

Members are required to formally acknowledge that all induction information has been provided prior to attending their first meeting.

Remuneration and Reimbursements

Authority members will receive remuneration for service in accordance with section 13 of Premier and Cabinet Circular PC016.

If a member incurs certain expenses in the services of the Authority the member is eligible to receive reimbursement. Reimbursement will be in accordance with the Commissioner for Public Employment, Determination 3.2 - Employment Conditions – Remuneration – Allowances and Reimbursements.

Eligible reimbursement claims must be submitted using the appropriate agency claim form, including as much information as is necessary to satisfy agency requirements. Expense claims should be submitted within three months of incurring the expense. Claims are to be approved by the Director. Remuneration and reimbursements paid to the member will be included on the public record.

Claims for payment of travel, meal and accommodation expenses are to be made in accordance with Commissioner's Determination 3.2. A reference to a CE or employer in that document is to be read as a reference to the agency responsible for paying the board member. Board members are entitled to reimbursement of expenses necessarily incurred in connection with their role as a board member. However, reimbursement of expenses which are clearly the member's responsibility, such as car parking and child care expenses, are not to be provided. (DPC, 2016)

Members required to travel a distance of greater than 40 kilometres one-way to attend meetings are entitled to costs necessarily incurred for meals and accommodation and:

- where public transport is used: actual travel costs necessarily incurred; or
- where a private motor vehicle is used: an allowance at the rate specified in Commissioner's Determination 3.2.

The Chief Executive of the Department of the Premier and Cabinet is authorised to assess and recommend remuneration for members of government appointed part-time boards and committees. The Authority is a category 1 level 6 (annual remuneration) board. Where a board member ceases to hold office for any reason, the individual's entitlement to remuneration ends effective from the relevant date. Annual fees cover all work of the board, including preparation for meetings and discussions held outside of formal meetings.

In accordance with the *Superannuation Guarantee (Administration) Act 1992* (Cth), employers are required to contribute a prescribed minimum amount to the superannuation fund account of all employees. The prescribed superannuation guarantee (SG) contribution rate is currently 11%.

Board members are eligible for membership of the Government's Triple S Scheme. Once this occurs, and the individual concerned is a member of the Triple S Scheme, employer contributions at the SG rate must be paid to the Triple S Scheme for future payments of any amount.

The Boards and Committees Information System (BCIS) is a database developed to record the membership and remuneration details of government boards and committees. The database is held and maintained by the Boards and Committees Unit, DPC. Membership and remuneration details of Authority members are required to be recorded on BCIS.

As part of the government's commitment to transparency, accountability and good corporate governance, the information recorded on BCIS is reported to Parliament annually as at the end of each financial year and published on the DPC website.

In accordance with the government's Information Privacy Principles Instruction, issued as DPC Circular 12, board members are advised that their personal details are collected for the purposes of inclusion on BCIS.

6. Board Meetings

Meeting Overview

All meetings of the Authority will be open, transparent, and accessible to the community. For consistency in its processes, the Authority will use this document as a basis for its meeting procedures.

Order of Business

Welcome/Apologies:

The Presiding Member will:

- recognise the traditional landowners of the meeting place;
- welcome all present; and
- ask for apologies received from Authority members to be recorded in the Minutes.

Deputations/Presentations

To request deputation/representation to appear before the Authority, interested parties must submit a written request to the Director 14 days prior to the meeting. The Presiding Member may deny a deputation's appearance, with such refusals reported to the Authority. The Authority may decide to permit a deputation to appear despite a contrary ruling of the Presiding Member. Deputations will be restricted to 15 minutes.

Declaration of Conflict of Interest/Duty

The Authority is a corporate entity under an Act of the South Australian Parliament (Department of Premier and Cabinet, "Honesty and Accountability for Members of Government Boards") therefore Authority members are members of a corporate agency. Consequently, members of the Authority are subject to the conflict of interest/duty provisions under the following acts:

- Public Sector (Honesty and Accountability) Act 1995; and
- Outback Communities (Administration and Management) Act 2009.

These Acts outline the rules and regulations for corporate agency members and their associates (includes a relative of the person or of the person's spouse or domestic partner; a body corporate; a trustee of a trust) concerning conflicts of interest/duty, disclosure and the penalties for failing to comply with requirements.

Additional provisions addressed by the Acts include:

- Neither the Authority nor the Presiding Member can absolve a member of their duty with respect to conflict of interest/duty – the onus is on each member to comply with the relevant rules and regulations.
- Members of the Authority are not considered to have a direct or indirect interest in a matter solely because they share similar views with members of an outback community or a sizable portion of its members.

The Presiding Member will ask members to disclose any standing conflicts of interest/duty (actual, potential or perceived). Authority members must reveal conflicts before discussing a specific agenda item and leave the room during that discussion.

Further information about conflict of interest / duty is provided in section 12 of this policy.

Minutes of Previous Meeting

The Minutes from the previous meeting, having been circulated to all members, will be confirmed and accepted as a true and accurate record of the previous meeting.

Adjourned Matters

Any adjourned items will commence discussion at the point of adjournment. This will usually occur if additional information is needed to enable the Authority to make a decision. Adjourned items will be addressed before any new business is considered.

OCA Business

Matters requiring an Authority decision will be presented in a written report containing clear, concise information and recommendations. If the Authority's decision is contrary to the recommendations, reason(s) for the variance must be included in the motion.

Urgent Business

The Authority may discuss and consider urgent business matters after the closing of the agenda. Ideally, urgent business matters should be accompanied by a written report, however a verbal report may suffice depending on the level of urgency. The Presiding Member will determine if a matter is minor and can be deferred to the next meeting.

Presiding Member / Members' Reports

Typically, reports from the Presiding Member and members are verbally presented, with a summary included in the minutes. If a written report is submitted by the Presiding Member or a member, it will be included as part of the minutes.

Director's Report

Normally the Director will provide a verbal report with a summary included in the minutes.

Correspondence Register

A register is provided noting correspondence received since the previous meeting.

Confidential Order

Occasionally, the Authority may hold discussions for resolution in camera. The matters for which the Authority may hold in camera discussions are limited to those set out at section 90 (3) of the *Local*

Government Act 1999. The general public and, at the Presiding Member's discretion, staff, will be excluded from attendance at that part of the meeting. Minutes of in camera discussions (Confidential Order) will be kept by the member presiding over those discussions. All Confidential Orders will have a review date, a proposed release date and a reference to the relevant section of the *Local Government Act 1999* for which the in camera discussions are held.

Date of the Next Meeting

Where possible the date of the next meeting will be confirmed at the conclusion of the meeting.

Questions

On Notice: Members must submit questions on notice to the Director at least 21 working days before the date of the meeting where the question will be raised. The question, along with a written response, will be included on the agenda. If a response cannot be provided within a specified timeframe the matter will remain on the agenda as a question on notice.

Without Notice: Members can pose impromptu questions through the Presiding Member. Members are to confine themselves to questions only and avoid lengthy statements. A response may be provided immediately if sufficient information is available for a complete response.

7. Procedures

The Agenda

An agenda will be discussed with the Presiding Member and relevant staff, prior to being circulated to members one week prior to the meeting.

The Presiding Member

The Presiding Member will lead an Authority meeting when present. If the appointed Presiding Member is absent, the members at that meeting will collectively determine who will preside.

The Authority's Decision Making Process

The Authority prefers that decisions are made by consensus. If a vote is required a majority vote of members at a meeting constitutes an Authority decision. Each member present at an Authority meeting holds one (1) vote. If the votes are equal, the member presiding at the meeting may use a casting vote.

Minutes of a Meeting

The Minutes of a Meeting should adequately capture the proceedings and decisions. As a minimum the minutes will include:

- The names of the members present at the meeting, identifying the member presiding.
- Any apologies provided by members unable to be present at the meeting.
- Each motion carried or lost at the meeting.
- Questions on notice and the subsequent answer.
- Any conflict/duty of interest disclosure made by a member (and confirmation the member left the meeting room).
- Details of the making of an order to exclude the public from a meeting.

Minutes will be circulated to all members at least 10 working days prior to the next meeting. Minutes accepted at the next meeting will be made available for inspection free of charge.

Meetings

Meetings may be held in person or electronically. Dates, times and locations will be set as far in advance as possible.

When the Authority is required to make a decision 'out of session' the proposed resolution becomes a valid decision of the Authority despite it not being voted on at a meeting if:

- notice of the proposed resolution is given to all members of the Authority in accordance with procedures determined by the Authority
- a majority of the members express concurrence in the proposed resolution via email or other written form.

8. Establishment of Sub-Committees

The Authority may establish sub-committees, that include persons who are not Authority members, to assist in the performance of its functions.

Subject to Authority direction, a committee may determine its own procedures outlined in its terms of reference. If a sub-committee, comprising non-Authority members, is delegated Authority functions or powers, consent of the Minister responsible for the Act must be obtained. A sub-committee of the Authority is subject to the same Government direction as the Authority itself.

Non-Authority members of a sub-committee may be eligible for remuneration subject to Premier and Cabinet Circular 16 (PC016).

9. Representation on Other Boards, Committees, Conferences and Functions

The Authority recognises that member representation on some government or non-government boards or committees, and attendance at conferences or events may be desirable in order to meet its strategic objectives.

Membership on another board or committee, whether representing the Authority or not, is subject to the *Public Sector (Honesty and Accountability) Act 1995*² and the Business Conduct Member Induction and Procedures. It is important to disclose, manage and notify any conflict/duty of interest related to an Authority member's role. Unapproved memberships will not be eligible for expense reimbursements.

Prior to a member nomination or nomination acceptance to represent the Authority on another board or committee, formal approval must be obtained at a meeting of the Authority.

Members must provide information that includes any reimbursements of expenses received or likely to be sought. In considering the matter, the Authority must consider the benefit to the Outback and the budget impact.

² Specifically s 8(5)–(7).

The time devoted to serving on another board or committee, or attending a conference or event is included within the member's remuneration package. The member may be eligible for reimbursement of expenses in accordance with Commissioner Determination 3.2 provided no other reimbursement of expenses is available through another avenue.

Any member representing the Authority on another board or committee must report on relevant matters at the subsequent meeting. The report must include detail all expenses incurred by the Authority including reimbursements paid to the member for travel and accommodation. The report will form a part of the minutes of that meeting and will be included on the public record.

If a member serves on an external board or committee in a personal capacity, they must declare this as a standing conflict of interest. If the Authority is discussing a matter that directly or indirectly affects the board or committee that the member is part of, the Presiding Member may:

- Request the member leave the meeting when the matter is being discussed. A request for the member to do this will be recorded in the meeting minutes.
- Request that an alternative member undertake work / discussion with the relevant body.

Members can represent the Authority at events with the approval of the Presiding Member. Reimbursement of expenses for attendance at these events will be approved by the Director. Any member representing the Authority at an event is expected to report on the event at the following - meeting of the Authority.

Attendance at conferences and functions where the member is not representing the Authority is at the member's discretion. Members should be mindful of any real or perceived conflict with their Authority role in their decisions.

The Presiding Member is able to attend functions at their discretion. Reimbursement for expenses will only be made for attendance at functions relevant to the Authority. The Presiding Member may delegate attendance at an event to member/s or the Director.

10. Member Professional Development

Members are appointed for their professional expertise, skills, abilities, interest and/or knowledge of outback affairs, however occasionally additional or specific professional development needs arise.

Members must obtain formal approval at an Authority meeting before engaging in professional development that involves seeking remuneration, incurring expenses or reimbursements. Approval is subject to evaluating the development opportunity, its benefits to the Authority and potential impact of remuneration or expenses impact on the budget.

The time devoted to the professional development activity is included within the member's remuneration package. The member may be eligible for reimbursements of expenses in accordance with Commissioner Determination 3.2 provided no other reimbursements are available through another avenue.

Any member representing the Authority in a professional development activity must report on their learning and development at the subsequent meeting. The report must include detail of all expenses incurred by the Authority including reimbursements paid to the member for travel and

accommodation. The report will form a part of the minutes of that meeting and will be included on the public record.

Professional development not directly relevant to the Authority is at the member's discretion, however it should not cause conflict with the member's Authority role. Only professional development approved by the Authority qualifies for expense reimbursement.

11. Code of Ethics

By accepting a position with the Authority, members agree to uphold the strong values and ethics that guide decisions and conduct in accordance with *Code of Ethics for the South Australian Public Sector*.

12. Conflict of Interest/Duty

By accepting a position with the Authority, members acknowledge they are public officials performing official functions and duties with statutory powers to promote or preserve the public interest for the common good.

This commits members to a high standard of ethical conduct and decision making without any actual, potential or perceived conflict of interest/duty. Members are expected to exercise care and diligence in the performance of their functions and to act honestly at all times.

Members are subject to specific statutory duties with respect to managing conflicts of interest. These are contained in the *Public Sector (Honesty and Accountability) Act 1995*, as modified by the *Outback Communities (Administration and Management) Act 2009*.

A member who has a direct or indirect personal or pecuniary interest in a matter decided or under consideration by the Authority:

- must, as soon as reasonably practicable, disclose in writing to the Authority full and accurate details of the interest; and
- must not take part in any discussion by the Authority relating to that matter; and
- must not vote in relation to that matter; and
- must be absent from the meeting room when any such discussion or voting is taking place.

There are two important qualifications to the above rules, namely:

- A member of the Authority will not be taken to have a direct or indirect interest in a matter by reason only of the fact that the member has an interest in a matter that is shared in common with members of an outback community or a substantial section of members of an outback community.
- A member will be taken to have an interest in a matter if an "associate" of the member has an interest in the matter. A person is an "associate" of another person if:
 - the other person is a relative of the person, or of the person's spouse or domestic partner;

- the other person is a body corporate and the person or a relative of the person or of the person's spouse or domestic partner has, or two or more such persons together have, a relevant interest or relevant interests in shares in the body corporate the nominal value of which is not less than 10 per cent of the nominal value of the issued share capital of the body corporate; or
- the other person is a trustee of a trust of which the person, a relative of the person or of the person's spouse or domestic partner or a body corporate referred to above is a beneficiary.

Where a member has or acquires a personal or pecuniary interest, or is or becomes the holder of an office, such that it is reasonably foreseeable that a conflict might arise with his or her duties as a member of the Authority, the member must, as soon as reasonably practicable, disclose in writing to the Authority full and accurate details of the interest or office. A disclosure must be recorded in the minutes of the Authority and reported to the Minister.

13. Policy Development

The Authority will develop and adopt policies relevant to its governance responsibilities in a balanced manner, consistent with the expectations of outback communities, its stakeholders and within any applicable State Government policy frameworks.

Development of policies may be undertaken when:

- changes to the external operating environment occur;
- changes to government policy or legislation occur;
- a review of the strategic directions of the Authority is undertaken;
- new initiatives within or across management areas arise; or
- a need for consistency across areas of service delivery is identified.

Policies will be clear, simple statements of how the Authority intends to make decisions, take actions and undertake activities. They will provide a set of guiding principles to help with decision making and procedures for their implementation.

Policies will be reviewed by the Authority according to the policy review schedule.

All Authority policies will be publicly available including on its website.

14. Correspondence

Correspondence addressed to the Authority or individual members, received at the OCA will be recorded in a correspondence register. Each piece of hard correspondence will be scanned as an electronic copy and both hard and soft copies will be stored in accordance with the *State Records Act 1997*. Correspondence received by individual members is to be forwarded to the OCA where it will be treated as incoming mail.

All correspondence to the Authority or its members will be directed through the Director to the Presiding Member. The OCA will coordinate incoming and outgoing correspondence and will endeavour to have a response within four (4) weeks.

Correspondence from members to an external party will be directed through the Presiding Member.

Correspondence is classified as any document (letters, email, record of telephone conversation etc.) that constitutes a record under the *State Records Act 1997*. It does not include publications, marketing materials, invoices, and other administrative documents. Time frames are indicative and can be shorter or longer depending on the level of research needed to prepare a proper response.

15. Interaction with Staff

Outside of meetings the primary point of contact for Authority business is between the Presiding Member and the Director.

A member wishing to communicate with OCA staff will do so through the Presiding Member to the Director. A member of staff who wishes to communicate with Authority members will do so through the Director to the Presiding Member.

A member with a direct relationship with an outback community may contact the OCA directly on matters relating specifically to that community's business, however this contact is made as a community member and not as a member of the Authority.

16. Interaction with Media

Only the Presiding Member and the Director may issue press statements on behalf of the Authority. In certain circumstances the Presiding Member and the Director may authorise a member or staff to make a statement to the press. Press statements should generally be limited to issues relevant to those living and working in the outback. Anyone making a statement to the press must comply with guidelines and protocols as required by the South Australian Government.

17. Related Documents and Links

These procedures should be read in conjunction with the Business Conduct Policy.

The procedures outlined in this document have regard to:

- Treasurer's Instructions 2 – Financial Management;
- Treasurer's Instructions 7 – Corporate Governance;
- Treasurer's Instructions 8 – Financial Authorisations;
- Treasurer's Instructions 28 – Financial Management Compliance Program (https://www.treasury.sa.gov.au/_data/assets/pdf_file/0016/36322/ti28-29-may-2014.pdf);
- Premier and Cabinet Circular 16 – Remuneration for Government Appointed Part-Time Boards and Committees;
- Premier and Cabinet Circular 22 – Establishment and Governance Requirements for Government Boards and Committees; (<https://www.dpc.sa.gov.au/resources-and-publications/premier-and-cabinet-circulars/DPC-Circular22-Establishment-governance-requirements-government-boards-committees.pdf>)
- Commissioner's Determination 3.2 – Employment Conditions – Remuneration – Allowances and Reimbursements;

https://www.publicsector.sa.gov.au/_data/assets/pdf_file/0010/212401/Commissioners-Determination-3.2-FINAL-FOR-RELEASE.pdf);

- Government Boards and Committees (Guidelines for Agencies and Board Members (<http://dpc.sa.gov.au/documents/rendition/B17636>);
- DPTI Gifts and Benefits Policy and associated decision making flowchart ([file:///C:/Users/goughbyr/Downloads/DOCS_AND_FILES.12115046.DP165%20Gifts%20and%20Benefits%20Policy%20\(2\).PDF](file:///C:/Users/goughbyr/Downloads/DOCS_AND_FILES.12115046.DP165%20Gifts%20and%20Benefits%20Policy%20(2).PDF)); (http://cms.dpti.sa.gov.au/op008_managing_our_people/performance_development_and_recognition_-_developing_our_people/ethical_and_behavioural_standards/gifts_and_benefits);
- OCPSE Integrity Framework
- Code of Ethics

These documents are subject to change periodically. They are not reproduced here and should be sourced from the SA Government website (www.sa.gov.au). Where a discrepancy exists between these procedures and the referenced documents, the referenced documents prevail.

18. References

1. DPC. (2011). Honesty and accountability for Members of Government Boards
2. [Outback Communities \(Administration and Management\) Act 2009 \(legislation.sa.gov.au\)](http://legislation.sa.gov.au)