

# OCA Conduct of Business

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## Procedures

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# *OCA Conduct of Business Policy*

## *Procedures*

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### INTRODUCTION

The Outback Communities Authority (OCA) promotes transparency in all its decisions, actions and activities. It aims to provide services efficiently and effectively, manage resources effectively, prudently and in a fully accountable manner and maintain and enhance the value of public assets.

The intent of these guidelines is to identify and quantify how the OCA's decisions, actions and activities will be conducted and managed.

These procedures 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;
- 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;
- Commissioner's Determination 3.2 – Employment Conditions – Remuneration – Allowances and Reimbursements; and
- Government Boards and Committees (Guidelines for Agencies and Board Members; and Honesty and accountability for members of government boards).

These documents are outside the control of the OCA and are subject to change periodically. They are not reproduced here and should be sourced from the SA Government web site ([www.sa.gov.au](http://www.sa.gov.au)). Where a discrepancy exists between these procedures and the referenced documents, the referenced documents prevail.

### MEETINGS

#### **Meeting Overview**

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

## Order of Business

### Welcome/Apologies:

The Presiding Member, recognising the traditional land owners of the meeting place, will welcome all present and will call for apologies received from OCA members to be recorded in the Minutes.

### Deputations/Presentations

Written request for a deputation/presentation to appear before the OCA must be made by any interested party with the Director 14 days prior to the scheduled meeting. The Presiding Member may refuse to allow the deputation to appear at a meeting. The Presiding Member will report the refusal of a deputation to the OCA. The OCA may resolve to allow a deputation to appear despite a contrary ruling by the Presiding Member. Deputations will generally be limited to 15 minutes.

### Declaration of Conflict of Interest/Duty

Members of the Authority are subject to duties of honesty and accountability under the *Public Sector (Honesty and Accountability) Act 1995*—Part 2 Division 1 covers the duties of corporate agency members<sup>1</sup> and includes provisions setting out conflict of interest/duty, disclosure requirements and penalties for failing to comply with conflict of interest/duty requirements.

Under the *Public Sector (Honesty and Accountability) Act 1995*, a member of the OCA will be taken to have an interest in a matter if an associate<sup>2</sup> of the Authority member has an interest in the matter. Whether or not a member has conflict of interest/duty depends on the matter being discussed and the nature of the interest they hold. Neither the Authority nor the Presiding Member can absolve a member of their duty with respect to conflict of interest/duty, and the onus is on a member to ensure that they comply with the conflict of interest/duty process.

Section 9 of the *Outback Communities (Administration and Management) Act 2009*, provides additional commentary on conflict of interest provisions. A member of the Authority will not be taken to have a direct or indirect interest in a matter for the purposes of the *Public Sector (Honesty and Accountability) Act 1995* 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.

The Presiding Member will call on members to declare any conflict of interest/duty relating to the agenda. OCA members are required to disclose a conflict of interest/duty prior to the

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<sup>1</sup> For the purposes of the *Public Sector (Honesty and Accountability) Act 1995* Authority members are members of a corporate agency as the Authority is established as a body corporate under an Act of the South Australian Parliament (Department of Premier and Cabinet, *Honesty and accountability for members of government boards*, March 2011, 1–3).

<sup>2</sup> Section 2(1a)(a) of the *Public Sector (Honesty and Accountability) Act 1995* prescribes an **associate** for the purposes of that Act and includes a relative of the person or of the person's spouse or domestic partner; a body corporate; a trustee of a trust.

commencement of discussion on the particular agenda item and are to leave the room whilst discussion on that matter is held. At the completion of the meeting a Conflict of Interest form is to be completed by the member(s). A report on declared conflicts will be made to the relevant Minister as soon as practicable following the meeting.

### **Minutes of Previous Meeting**

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

### **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 OCA to make a decision. Adjourned items will be addressed before any new business is considered.

### **Presiding Member / Members' Reports**

Presiding Member and member reports are generally accepted verbally and a precis included in the minutes. Where the Presiding Member or member makes a report in writing that report will accompany the minutes.

### **Questions**

On Notice: Members are required to provide questions on notice to the Director at least 21 working days before the date of the meeting at which the question is to be asked. The question will be placed on the agenda together with a written response. In the event a response cannot be provided in the timeframe the matter will remain on the agenda as a question on notice.

Without Notice: Through the Presiding Member, a member may ask a question without notice. 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.

### **OCA Business**

Matters requiring a decision by the OCA will be presented in a report containing as much information as is necessary and will provide clear, concise recommendations for the OCA to make an informed decision. If a decision of the OCA is contrary to the recommendation, a reason(s) should be included in the motion.

### **Urgent Business**

Business that relates to urgent matters arising after the closing of the agenda may be considered. If possible, urgent business is to be accompanied by a written report, however, if the level of urgency requires, a verbal report may be sufficient. The Presiding Member will determine if a matter is minor in nature and should more appropriately be deferred to the next scheduled OCA meeting.

### **Confidential Order**

The OCA may, from time to time and by resolution, hold discussions in camera. The matters for which the OCA may hold in camera discussion 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 set at the conclusion of the meeting.

## **Procedures**

### **The Agenda**

An agenda will be compiled and sent to the Presiding Member a minimum of 8 business days before the next meeting. The agenda will then be finalised and distributed to Members a minimum of 4 business days before the next meeting.

### **The Presiding Member**

The Presiding Member will preside at a meeting of the OCA at which he/she is present. In the absence of the appointed Presiding Member from a meeting, the members present at that meeting shall decide who is to preside at the meeting.

### **Decision Making Process of the OCA**

A decision carried by a majority of the votes cast by the members at a meeting is a decision of the OCA. Each member present at a meeting of the OCA has 1 vote on a matter arising for decision and, if the votes are equal, the member presiding at the meeting may exercise a casting vote.

### **Minutes of a Meeting**

The Minutes of a meeting will be sufficient so as to allow for an accurate account of 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.
- The names of the mover and seconder of each motion.
- Each motion carried or lost at the meeting.
- Questions on notice and the answer should be made in the minutes.
- 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 within 10 working days of the meeting and on acceptance at the next meeting, the minutes will be made available for inspection free of charge.

### **Meetings via Telephone Conferencing or Other Electronic Means**

A conference by telephone or other electronic means between the members of the OCA will be taken to be a meeting of the OCA at which the participating members are present if notice of the conference is given to all members three working days prior, and each participating member is capable of communicating with every other participating member during the conference.

## **ESTABLISHMENT OF SUB-COMMITTEES**

The OCA may establish sub-committees to assist in the performance of its functions. A committee may consist of or include persons who are not members of the OCA. Subject to direction by the OCA, a committee may determine its own procedures and if so, will be set out in its terms of reference. Where a sub-committee is delegated functions or powers of the OCA and the sub-committee consists of non-OCA members, the consent of the Minister responsible for the Act must be obtained. A sub-committee of the OCA is subject to the same Government direction as the OCA.

## **MEMBER REMUNERATION/REIMBURSEMENT**

Members will receive remuneration for service on the OCA in accordance with section 13 of Premier and Cabinet Circular PC016.

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

Reimbursement can only be considered if the appropriate agency claim form is submitted, including as much information as is necessary to satisfy agency requirements. Claims for reimbursement of expenses are to be submitted in a timely manner and in any event within three months of the expense being incurred. Member reimbursements are to be approved by the Director in accordance with agency delegated authority. Remuneration and reimbursements paid to the member will be on the public record.

## **OCA REPRESENTATION ON OTHER BOARDS AND COMMITTEES**

The OCA recognises that Member representation on some government or non-government boards or committees may be desirable in order to meet its strategic objectives.

Membership on another board or committee, whether representing the OCA or not, is—subject to the *Public Sector (Honesty and Accountability) Act 1995*<sup>3</sup> and this procedure. Care should be taken to properly disclose, manage and notify any conflict/duty of interest with the member's role

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<sup>3</sup> Specifically s 8(5)–(7).

on the OCA. Such membership or membership not approved by the OCA will not attract reimbursements of expenses.

Before any member nominates or accepts a nomination to represent the OCA on another board or committee the member must obtain formal approval of the OCA at a meeting of the OCA. A meeting convened to consider this matter may be a conference by telephone or other electronic means if time is of the essence. Approval may be for ongoing attendance.

Information provided by the member must include any reimbursements of expenses being or likely to be sought. In considering the matter the OCA must take into account the benefit to the Outback and the budget impact on the OCA. The decision will be minuted.

The time spent sitting on another board or committee is covered 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 OCA on another board or committee is required to report at the next OCA meeting on matters relating to the OCA. The report must include detail of all expenses incurred by the OCA 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 on the public record.

The OCA recognises that staff representation on external boards and committees can be desirable for both the OCA and the relevant officer.

If an OCA officer is representing the OCA on an external board or committee, the nomination will be a matter for the OCA to decide. Any officer representing the OCA on another board or committee is required to report at the next OCA meeting on matters relating to the OCA. The report must include detail of all expenses incurred by the OCA including reimbursement paid to the officer for travel and accommodation. The report will form a part of the minutes of that meeting and will be on the public record.

If an OCA officer is a member of an external board or committee in a personal capacity, the officer will inform the OCA of this membership. If the OCA is considering a matter that has a direct or indirect benefit or loss on the board or committee that the officer is a member of, the OCA may:

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

## MEMBER ATTENDANCE AT CONFERENCES AND FUNCTIONS

The OCA recognises that attendance at conferences and functions may be desirable in order to meet its strategic objectives. Before any member (as a representative of the OCA on OCA business) enrolls to attend a conference or accepts an invitation to a function, the member must obtain formal approval of the OCA at a meeting<sup>4</sup> of the OCA. A meeting convened to consider this matter may be a conference by telephone or other electronic means if time is of the essence. Approval may be for ongoing attendances.

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<sup>4</sup> Where time does not permit approval at a meeting of the OCA section 10 (5) & (6) will be used.



In seeking this approval the member must provide an outline of the event they are seeking approval to attend along with the benefits to the OCA. The outline will also include any remuneration/expenses/reimbursement being or likely to be sought.

In considering the matter the OCA will take into account the benefit to the Outback and the budget impact on the OCA. The decision will be minuted.

The time spent in attendance is covered 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 is available through another avenue.

Any member receiving reimbursement for attending conferences and functions is required to provide a report at the next OCA meeting on the outcomes of the event. The report must include all detail of expenses incurred by the OCA and reimbursement paid to the member for travel and accommodation. The report will form a part of the minutes of that meeting and will be on the public record.

Attendance at conferences and functions where the member is not representing the OCA is at the member's discretion, however it should not be in conflict with the member's role with the OCA.

## MEMBER PROFESSIONAL DEVELOPMENT

Members are appointed on the basis of their professional expertise, skills, abilities, interest and/or knowledge of outback affairs. Nevertheless additional and/or specific professional development needs may be identified from time to time.

Before any member undertakes professional development where remuneration/expenses/reimbursements are to be sought, the member must obtain formal approval of the OCA at a meeting of the OCA. A meeting convened to consider this matter may be a conference by telephone or other electronic means if time is of the essence.

In seeking approval the member must provide an outline of the professional development opportunity they are seeking approval to attend along with the benefits to the OCA. The outline will also include any remuneration/expenses/reimbursements being or likely to be sought.

In considering the matter the OCA will take into account the benefit to the Outback and the budget impact on the OCA. The decision will be minuted.

The time spent in attendance is covered 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 reimbursement is available through another avenue.

Any member participating in a professional development activity approved by the OCA is required to provide a report at the next OCA meeting on the learning from the professional development activity. The report must include all detail of expenses incurred by the OCA and reimbursements paid to the member for travel and accommodation. The report will form a part of the minutes of that meeting and will be on the public record.

Professional development not directly relevant to the OCA is at the member's discretion, however it should not cause conflict with the member's role with the OCA. Such professional development or professional development not approved by the OCA will not attract reimbursements of expenses.

## CODE OF ETHICS

By accepting a position on the OCA, members openly declare their intention to adhere to the principles of good conduct and standards of behaviour and acknowledge they are obligated to uphold the strong values and ethics which underpin decisions and behaviour undertaken by them as Members of the OCA. Members agree to be bound by the *Code of Ethics for the South Australian Public Sector*.

## CONFLICT OF INTEREST/DUTY

Members recognise they are public officials that perform official functions and duties whilst exercising statutory powers. This exercise of power is to promote or preserve the public interest for the common good. In addition, all members are committed to high standards of ethical conduct and place great importance on making decisions in the public interest without any actual, potential or perceived conflict of interest/duty. Members acknowledge the requirement to exercise a reasonable degree of care and diligence in the performance of their functions and observe the duty to act honestly at all times.

A member's responsibility toward an outback community will not of itself be a conflict of interest/duty however, where an OCA decision relates directly to the allocation of funds or other non-monetary benefit a member having responsibility toward an outback community should consider declaring a conflict of interest/duty.

From time to time members will be required to disclose any conflict of interest, real or perceived, in writing to other agencies such as the OCA's parent agency or the Auditor-General. Such disclosures may be done in confidence but always in a timely manner.

The OCA's staff consists of Public Service employees assigned to assist the OCA. OCA staff also have certain responsibilities toward the parent agency. The level of responsibility varies relative to the role of the respective staff. Nevertheless the responsibilities toward the OCA and the parent agency should not cause conflict. In the event a conflict is perceived the matter must be brought to the attention of the Director who will liaise with the parent agency to confirm and/or resolve the conflict.

## POLICY DEVELOPMENT

The OCA will develop and adopt policy that is relevant to its governance responsibilities in a balanced manner consistent with the expectations of outback communities and State Government of South Australia stakeholders.

Development of policy 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 OCA 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 a clear, simple statements of how the OCA intends to make decisions, take actions and undertake activities. They will provide a set of guiding principles to help with decision making. Each policy may be supported by other documentation that describes how each policy will be implemented.

Policies will be regularly evaluated by OCA staff. Policies will be reviewed by the OCA on recommendation of OCA staff or within three months of the appointment or renewal of tenure of a Presiding Member, which ever shall occur first.

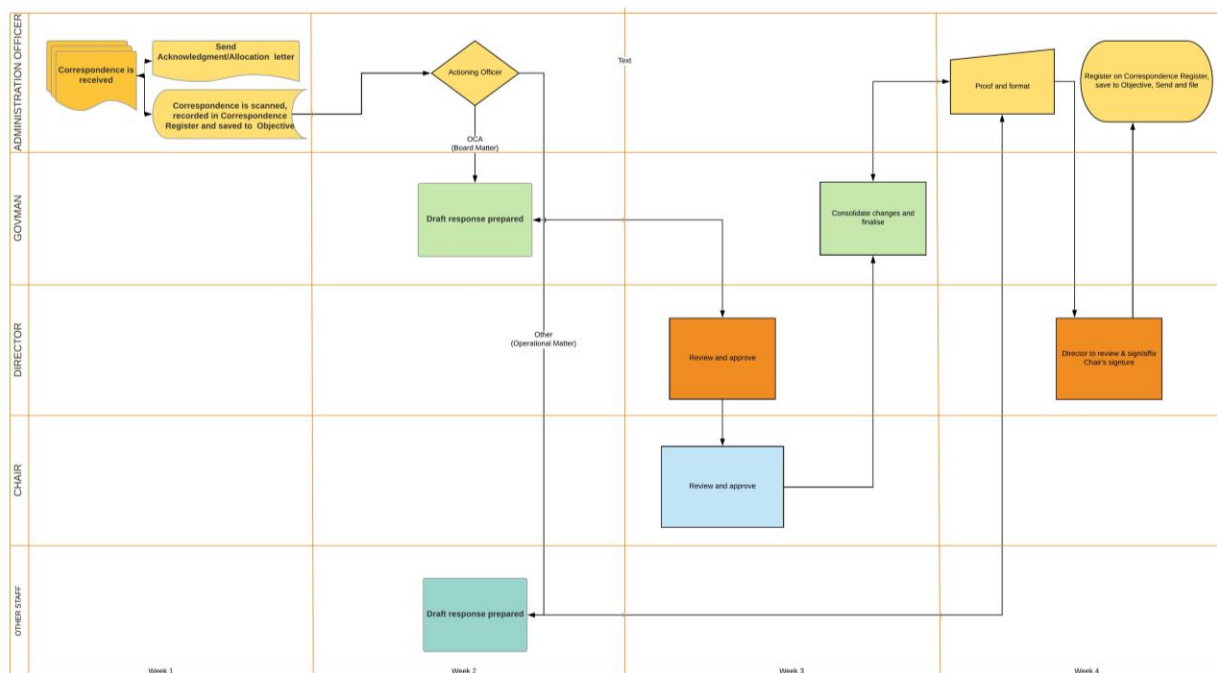
All OCA policies will be published on its web site and otherwise made available for inspection free of charge.

### CORRESPONDENCE

Correspondence addressed to the OCA or individual members, received at the Office for 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 Office for the OCA where it will be treated as incoming mail.

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

Correspondence is classified as letters, email, record of telephone conversation etc. that constitute 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.



## INTERACTION WITH STAFF

Outside of OCA meetings the primary point of contact for OCA business (excluding HR <sup>5</sup>related matters) is between the Presiding Member and the Director.

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

A member with a direct relationship with an outback community may contact the Office for 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 OCA.

## INTERACTION WITH MEDIA

Only the Presiding Member and the Director may issue press statements on behalf of the OCA. In certain circumstances the Presiding Member and the Director may authorise a member or staff to

<sup>5</sup> HR related matters include travel claims, accommodation, and meal reimbursements

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 SA Government.