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Code of Conduct – Members of the Board

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Responsibility	Chief Executive Officer		

This Board Member Code of Conduct was adopted by resolution of the Whitehorse Manningham Regional Library Corporation (**the Corporation**) on 8 February 2017 and in accordance with section 76C of the *Local Government Act 1989* (**the Act**).

A Board Member must abide by the Code of Conduct whenever he or she:-

- a) conducts the business of the Corporation;
- b) acts as a representative of the Corporation.

As a Board Member of the Whitehorse Manningham Regional Library Corporation ('the Corporation') I will abide by this Code and comply with the various provisions of the *Local Government Act 1989*;

In signing below, I declare before the Chief Executive Officer that I have, received, read and will abide by this Board Member Code of Conduct. This declaration is made in accordance with section 76C of the *Local Government Act 1989* (*the Act*).

Name _____

Signature _____

CEO Signature _____

Date _____/_____/_____

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1 Introduction

1.1 Context for Code of Conduct

The Whitehorse Manningham Regional Library Corporation operates subject to an Agreement ('the Agreement') under section 196 of the *Local Government Act 1989* ('the Act') between the City of Whitehorse and the City of Manningham.

The Corporation is governed by a Board, comprising eight Members who are appointed by the member Councils in accordance with the Act and the Agreement.

The Objectives, Role and Functions of the Board are set out in the Agreement.

1.2 Strategic Focus of the Corporation

The Corporation is required under Part 6 of the Act to develop a four year strategic plan ('the Library Plan'), and to annually report its achievements against the Library Plan.

The Corporation's Vision, Mission and Values are set out in the Library Plan.

1.3 Scope of Code of Conduct

This Code of Conduct was adopted by resolution of the Whitehorse Manningham Regional Library Corporation (the Corporation) on 8 February 2017 as required under section 76C of the *Local Government Act 1989* (the Act).

A Board Member must observe this Code of Conduct whenever he or she:-

- a) engages in the business of the Corporation; or
- b) acts as a representative of the Corporation.

2 Conduct Principles

Each Board Member has a responsibility to comply with the Conduct Principles specified in Sections 76B and 76BA of the Act.

2.1 Primary Principles of Conduct (derived from s76B)

Board Members will:

- a) act with integrity;
- b) impartially exercise his or her responsibilities in the interests of the local community; and
- c) not improperly seek to confer an advantage or disadvantage on any person.

2.2 General Principles of Conduct (derived from s76BA)

Board Members will:

- a) avoid conflicts between their public duties as a Board Member and their personal interests and obligations;
- b) act honestly and avoid statements (whether orally or in writing) or actions that will or are likely to mislead or deceive a person (this includes the manner in which they communicate with and/or others, whether verbally, by electronic or any other medium);
- c) treat all persons with respect and have due regard to the opinions, beliefs, rights and responsibilities of other Board Members, Corporation staff and other persons;
- d) exercise reasonable care and diligence and submit themselves to the lawful scrutiny that is appropriate to his or her office;
- e) endeavour to ensure that public resources are used prudently and solely in the public interest;
- f) act lawfully and in accordance with the trust placed in him or her as an appointed representative; and
- g) support and promote these principles by leadership and example and act in a way that secures and preserves public confidence in the office they hold.

3 Roles and Responsibilities

To best ensure that Board Members treat all persons with respect and have due regard to the opinions, beliefs, rights and responsibilities of other Board Members, Corporation staff and other persons, due regard will be given to the roles and responsibilities attached to the following positions.

3.1 Functions of Chair (derived from s73AA)

The Chairperson is responsible for:

- a) chairing Corporation meetings as required;
- b) the leadership of the Board;
- c) driving a cohesive team to achieve effective communication within the Board and with the Chief Executive Officer;
- d) ensuring the Board's effectiveness in fulfilling its purpose of governance; and
- e) acting as the spokesperson for the Corporation in collaboration with the Chief Executive Officer.

3.2 Role of Board Members (derived from the Agreement)

- 1) Board Members will play their role in support of the role and functions of the Board to provide leadership for the good governance of the Regional Library including the following:
 - a) ensuring formulation and approval of Regional Library strategic objectives;
 - b) ensuring arrangements associated with employment of the CEO are undertaken;

- c) ensuring that Regional Library services are provided in accordance with the Library Plan, Strategic Resource Plan and Annual Budget;
 - d) maintaining the sustainability and viability of the Regional Library by ensuring that resources are managed in a responsible and accountable manner;
 - e) ensuring that appropriate risk management arrangements are in place;
 - f) ensuring that the library service continues to contribute to the social and economic wellbeing of the community;
 - g) ensuring the benefits of the Regional Library service are equitable for the member Councils whilst delivering flexible responses to member Council communities in conjunction with each member Council;
 - h) ensuring the Regional Library is compliant with the law in exercising, performing and discharging its duties, functions and powers;
 - i) acting in a manner that supports good governance, transparent decision making, and an ethical corporate culture for the Regional Library;
 - j) working together constructively to achieve the Regional Library's vision as set out in the Library Plan in a manner that is consistent with the values as documented in the same Plan; and
 - k) working together in the best interests of the community served by the Corporation and to discharging Board Member responsibilities to the best of his or her skill and judgment.
- 2) The role as a Board Member does not include the performance of any of the functions of the Chief Executive Officer.

3.3 Role of the Chief Executive Officer (derived from s94A)

- 1) Board Members acknowledge that the functions of the Chief Executive Officer (CEO) include:
- a) establishing and maintaining an appropriate organisational structure for the Corporation;
 - b) ensuring that the decisions of the Board are implemented without undue delay;
 - c) the day to day management of the Corporation's operations in accordance with the Library Plan;
 - d) developing, adopting and disseminating a Code of Conduct for staff;
 - e) providing timely advice to the Board;
 - f) ensuring that the Board receives timely and reliable advice about its legal obligations under the Act and any other Act; and
 - g) performing any other function or duty of the CEO specified in the Act or any other Act.
- 2) The CEO:
- a) may appoint as many members of Corporation staff as are required to enable the functions of the Corporation to be carried out and to enable the CEO to carry out his or her functions
 - b) is responsible for appointing, directing, managing and dismissing Corporation staff and for all other issues that relate to staff; and
 - c) is responsible for managing interactions between Corporation staff and Board Members.

3.4 Relationship with Corporation Staff (derived from s76E)

In interactions with Corporation staff there must be mutual respect and understanding between Board Members and Corporation staff in relation to their respective roles, functions and responsibilities. To that end:

- a) Board Members will not seek to improperly direct or influence members of Corporation staff in the exercise of any power or in the performance of any duty or function;
- b) Board Members respect that reports are written by staff based on their professional knowledge and skills and while Board Members may not always agree with the report they cannot direct or influence the staff member to change the report;
- c) where a Board Member may have concerns that a member of the Corporation's staff has taken action contrary to a formal Corporation policy or decision they will advise the CEO of those concerns;
- d) Board Members will direct all communication regarding the Corporation to the CEO in the first instance;
- e) Board Members will direct enquiries and communication about the Library Corporation's operations from residents and members of the public to the CEO;
- f) Board Members will abide by and support the policies of the Corporation that are in place to ensure that workplace bullying and sexual harassment can and should be prevented; and
- g) Board Members will act with and promote courtesy towards Corporation staff and avoid behaviour that is intimidating. In addition they will abide by legislative obligations and policies of the Corporation with respect to equal opportunity, harassment and bullying.

4 Particular Conduct

To support the achievement of the Principles set out above, the following statements of particular Conduct are provided.

4.1 Communication

4.1.1 Courtesy and Respect

Board Members must treat all people with courtesy and respect, recognising that there are legitimate differences in opinions, race, culture, religion, language, gender and abilities. Therefore they will:

- a) treat all members of the community with dignity and seeking to ensure that neither offence nor embarrassment are caused;
- b) treat fellow Board Members with respect, even when disagreeing with their views or decisions;
- c) ensure his or her punctual attendance at Board meetings; and
- d) act with courtesy towards Corporation staff and avoid behaviour that could be perceived as intimidating.

4.1.2 Corporation decision making

All Board Members must be committed to making all decisions impartially and in the best interests of the local community and will:

- a) actively and openly participate in the decision making process, striving to be informed to achieve the best outcome for the community;
- b) respect the views of the individual in the debate and also accept that decisions are based on a majority vote;

- c) keep an 'open mind' when researching, hearing submissions on, considering and finally, making a decision regarding a specific matter; and
- d) accept that no Board Member can direct another Board Member on how to vote on any decision.

In the event that a Board Member is not capable of being persuaded from a pre-determined viewpoint, he or she will apply to be exempted from voting on the matter in accordance with s79B of the Act.

4.1.3 Public image

Board Members play a key role, both individually and collectively, in maintaining a positive public image.

In preserving public confidence in the Corporation Board Members will:

- a) conduct themselves in public forums respectfully and with appropriate decorum;
- b) ensure that their communications do not contain remarks of a personal, derogatory, insulting or offensive nature directed at current and former Board Members or Corporation staff or damage the image of the Corporation;
- c) ensure that any comments they make on social media are clearly identified as personal opinions that do not necessarily reflect the views of the Corporation;
- d) ensure that any media statements are factual and devoid of comments that could reasonably be construed as being derogatory, offensive or insulting to any person and that such comments are clearly identified as personal opinions that do not necessarily reflect the views of the Corporation; and
- e) provide the Chair and CEO with a copy of all material that they provide to media outlets as soon as possible.

Nothing in this Code is intended to fetter or impede Board Members from publicly expressing views or concerns on matters of policy or organisational performance where they believe that it is in the public interest to do so.

4.2 Ethical Conduct

4.2.1 Integrity and Honesty

Board Members will always act with integrity and honesty by:

- a) acting with integrity in all dealings with the community, with other Board Members and with Corporation staff;
- b) acting with impartiality and in the best interests of the community;
- c) not acting in ways that may bring the Corporation into disrespect or limit its ability to exercise good government;
- d) exercising reasonable care and diligence in performing their duties as Board Members; and
- e) complying with all relevant Federal, State and Local Laws.

4.2.2 Position of Trust

Board Members hold a position of trust and must not misuse or derive undue benefit from the position. Accordingly they:

- a) will avoid conflicts of interest and comply with the relevant provisions of the Act and this Code of Conduct relating to conflicts of interest; and

- b) will not exercise undue influence on other Board Members, Corporation staff or members of the public, library users, contractors or suppliers to gain or attempt to gain an unfair advantage or disadvantage for themselves or others.

4.2.3 Conflict of interest (derived from s77A-80A)

The Corporation is committed to making all decisions impartially and in the best interests of the whole community. It therefore recognises the importance of Board Members fully observing the requirements of the Act in regard to the disclosure of conflicts of interest. In support:

- a) if they have a conflict of interest in a matter which is to be considered at a Corporation meeting they must, if attending the meeting, disclose the conflict of interest in accordance with the provisions of the Act (unless any of the exemptions apply).
- b) they acknowledge that a Board Member has a direct interest in a matter if there is a reasonable likelihood that the benefits, obligations, opportunities or circumstances of the Board Member would be directly altered if the matter is decided in a particular way.
- c) they acknowledge that a conflict of interest also exists where a Board Member has any of the six types of indirect interest, which are:
 - close association - with a family member, relative or member of the household who has a direct interest (or indirect interest if a family member)
 - indirect financial interest - including holding shares above a certain value in a company with a direct interest
 - Conflicting duty - arising from having particular responsibilities to a person or organisation with a direct interest
 - Applicable gift - receipt of an applicable gift or gifts from a person or organisation with a direct interest
 - Interested party - a party to the matter by having become involved in civil proceedings in relation to the matter; and
 - Residential amenity –where there is a reasonable likelihood that a Board Member’s residential amenity will be altered if the matter is decided in a particular way.
- d) While the Board Member may seek advice, the legal onus ultimately rests with the Board Member concerned. If they cannot confidently say that they do not have a conflict, they will declare a possible conflict and comply with the relevant requirements as if they do have a conflict of interest.
- e) If they have a personal or perceived conflict of interest in a matter they will fully disclose that interest and consult with their Board colleagues and the Chief Executive Officer regarding the appropriate response.

4.2.4 Gifts and hospitality (derived from s78C)

Board Members must avoid situations giving rise to the appearance that a person or body, through the provision of gifts, benefits or hospitality, is attempting to gain favourable treatment.

In support of this principle:

- a) if they receive a gift on behalf of Corporation, the gift becomes the property of the Corporation.
- b) they will not accept gifts in their role as Board Member except where;
 - the gift would generally be regarded as only having a token value,

- refusal may cause offence or embarrassment, in which case the gift may be accepted on behalf of the Corporation and becomes the property of the Corporation.

The Corporation will maintain a register of gifts received. Board Members will advise the Chief Executive Officer of all gifts received and refused so they can be recorded in the register.

4.2.5 Personal dealings with Corporation

Board Members must avoid any perception of preferential treatment from the Corporation. In response:

- a) when Board Members deal with Corporation in their private capacity as a member of the public they do not expect nor will they request preferential treatment in relation to any such matter; and
- b) Board Members will avoid any action that could lead Corporation staff or members of the public to believe that they were seeking preferential treatment.

4.2.6 Use of Corporation resources (including funds and property)

Corporate assets and resources must be used in the public interest, the interests of the Corporation and in a manner consistent with relevant legislation and policy. To those ends Board Members will:

- a) maintain adequate security over Corporation property, facilities and resources provided to them to assist in performing their role and will comply with any Corporation policies applying to their use;
- b) ensure any expense claims they submit are compliant with the relevant legislative provisions and Corporation policy;
- c) not use Corporation resources, including services of Corporation staff, for private purposes, unless legally or properly authorised to do so, and payments are made where appropriate; and
- d) not use public funds or resources in a manner that is improper or unauthorised.

4.2.7 Election Period Policy

In order to ensure that general elections for the member councils are conducted in a manner that is fair and equitable, and publicly perceived as such, the Corporation has adopted an Election Period Policy. Board Members will abide by that policy.

4.2.8 Reporting of Corrupt or Unethical Conduct

The Corporation is committed to the aims and objectives of the *Protected Disclosure Act 2012*. It does not tolerate improper conduct by its Board Members or staff.

In support of a culture of disclosure:

- a) if a Board Member becomes aware, or has good reason to suspect, fraud, corrupt criminal or unethical conduct (by a Board Member, Officer or Library user) he or she will report it immediately to the Chairperson or Chief Executive Officer; and
- b) Board Members will act to prevent the taking of reprisals against any person who has come forward to disclose such conduct

4.3 Information Management

4.3.1 Corporation Information

Board Members must treat Corporation information appropriately and will therefore:

- a) not use information gained by virtue of being a Board Member for any purpose other than to exercise his or her role as a Board Member;
- b) respect the Corporation's policies in relation to public comments and communications with the media;
- c) not release confidential information within the meaning of section 77 of the Act; and
- d) recognise the requirements of the Privacy and Data Protection Act (Vic) 2014 regarding access to and the use of personal information.

4.3.2 Confidential information (derived from s77)

Board Members will:

- a) ensure all Corporation documents, but especially those containing confidential information, are properly safeguarded at all times – including materials stored at private or business premises;
- b) not release confidential information for any purpose to any person or organisation (other than those who are entitled to the information); and
- c) also ensure that when their term as a Board Member concludes he or she will either return any confidential information to the CEO or dispose of it in a secure manner.

5 Dispute Resolution

5.1 'Three Step' Process

Debate can be lively within the context of a Board or other meetings and every effort should be made by Board Members to ensure that this Code of Conduct, particularly as it relates to the manner in which Board Members deal with each other, is followed.

However at times there may be disputes or grievances between Board Members. Sometimes these disputes give rise to the need for further resolution outside the arena of the Board Room. In that event Board Members commit to following this 'three step' dispute resolution procedure below.

Before commencing any formal dispute resolution process, the Board Members who are parties to a dispute will use their best endeavours to resolve the matter in a courteous and respectful manner between themselves. Where, after these endeavours have been exhausted, the matter still remains unresolved, the parties should apply the Corporation's 'three step' dispute resolution process. This involves:

Step 1- direct negotiation between the parties in dispute with the Chairperson in attendance to provide guidance.

Use of direct negotiation may relate to may relate to:

1. an interpersonal conflict between Board Members where the conflict is or is likely to affect the operations of the Corporation; or
2. an alleged contravention of this Code of Conduct.

Step 2- external mediation by an independent mediator engaged by the Chief Executive Office, following consultation with the Chairperson.

An application made for a dispute to be referred for external mediation may relate to:

1. an interpersonal conflict between Board Members where the conflict is or is likely to affect the operations of the Corporation; or
2. an alleged contravention of this Code of Conduct.

Step 3- an internal resolution procedure by an independent arbiter or investigator engaged by the Chief Executive Officer, following consultation with the Chairperson.

An application made for a dispute to be referred to an independent arbiter or investigator may relate to an alleged contravention of this Code of Conduct.

In accordance with section 81AA(2) of the Act the selected arbiter must

- be suitably independent and able to carry out the role of arbiter fairly;
- make findings in relation to any application alleging a contravention of the Board Member Code of Conduct which the arbiter must give to the Board;
- ensure that parties affected by an application alleging a contravention of the Board Member Code of Conduct are given an opportunity to be heard by the arbiter; and

- provide written reasons for any findings made by the arbiter to the Board and the Board Member who is the subject of the application made alleging a contravention of the Board Member Code of Conduct.

Board Members will follow the dispute resolution process as set out above.