

# Board/Committee Member - Code of Conduct    Version 2.0

<b>Document ID</b>	Code	<b>Classification</b>	Public
<b>Owner</b>	Chief Executive Officer	<b>Category</b>	Board
<b>Endorser</b>	Audit Committee	<b>Adopted</b>	25/06/2026
<b>Approver</b>	Board	<b>Next Review Date</b>	01/04/2031

## 1. Purpose

The purpose of this Board/Committee Member - Code of Conduct (Code) of the Northern Adelaide Waste Management Authority (NAWMA) is to establish a clear explanation of the behaviour and conduct required of Board/Committee Members.

NAWMA has been established as a Regional Subsidiary by the City of Playford, City of Salisbury and Town of Gawler (Constituent Councils) pursuant to *Section 43 of the Local Government Act 1999(SA) (Act)*. Clause 11.2.4 of the NAWMA Charter (Charter) requires the Board to adopt and ensure compliance with a Code of Conduct to be observed by all Board Members. In accordance with this Clause, the Board has adopted this Code and determined that it also apply to all members of a committee established by the Board in accordance with Clause 12.18 of the Charter.

This Code is in addition to the duties and requirements on Board members under the *Act* with which Board Members must comply.

It is the personal responsibility of Board/Committee Members to ensure that they are familiar with, and comply with, the standards in this Code.

## 2. Higher Principles - Overarching Statement

Board/Committee Members are committed to serving the best interests of NAWMA, the Constituent Councils and their respective communities and to discharge their duties conscientiously, to the best of their ability, and for public, not private, benefit always. Board/Committee Members will work together constructively and will uphold the values of honesty, integrity, accountability, and as far as practicable transparency, and in turn, foster community confidence and trust in NAWMA.

Board/Committee Members are committed to considering all relevant information and opinions, giving each due weight, in line with NAWMA's obligations. In the performance of their role, Board/Committee Members undertake to faithfully and impartially fulfil the duties of office in the public interest to the best of their judgement and abilities and in accordance with the *Act* and Charter.

Board/Committee Members will make every endeavour to ensure that they have current knowledge of both



## Board/Committee Member - Code of Conduct Version 2.0

statutory requirements and best practice relevant to their position. NAWMA is expected to provide training and education opportunities that will assist Board/Committee Members meet their responsibilities under the Act and Charter.

Board/Committee Members will comply with all legislative requirements of their role and abide by this Code.

### 3. General Principles

Board/Committee Members must act impartially and bring an open mind to bear on matters before the Board and its respective Committees, Board/Committee Members have collective accountability and responsibility for the good governance of NAWMA.

The interests of stakeholders, particularly the Constituent Councils, must be upheld, and regard must be had to NAWMA's values. Board/Committee Members must:

- 3.1 Comply with their fiduciary and statutory duties.
- 3.2 Not bully or harass other Board/Committee Members or Staff.
- 3.3 Not allow personal interests, or the interests of any associated person, to conflict with the interests of NAWMA.
- 3.4 Not directly or indirectly engage in businesses that competes with or have the potential to compete with NAWMA.
- 3.5 Ensure they bring an open mind to matters before NAWMA.
- 3.6 Ensure their personal interest or financial interests do not influence or interfere with the performance of their role.
- 3.7 Take all reasonable steps to ensure decisions made by the Board of NAWMA or a committee of NAWMA are lawful and preferable in all the circumstances.
- 3.8 Keep confidential information of NAWMA received by or provided to a Board/Committee Member on a confidential basis or that the Board/Committee Member ought reasonably know is confidential unless disclosure is authorised by the Board.
- 3.9 Not engage in conduct likely to bring discredit upon NAWMA.
- 3.10 Comply with all legislative requirements and this Code at all times in the exercise, performance or discharge of their role as a Board Member.



## Board/Committee Member - Code of Conduct Version 2.0

- 3.11 Comply with all NAWMA Codes, policies, procedures and Board /Committee resolutions.
- 3.12 Board/Committee Members are expected to bring to the Board and its respective Committees their collective and individual skills and experience to best serve NAWMA.
- 3.13 Show due deference and respect to the Board and its respective Committees and to their fellow Board/Committee Members and to observe the etiquette generally accepted for the operation of a Board or a Committee.

### 4 Guidelines for the Interpretation of Principles

The following guidelines are intended to assist Board/Committee Members in complying with the principles of this Code. They are not meant to be exhaustive and may be added to over time to address issues of importance as they arise.

#### Function of the Board and its respective Committees

- 4.1 The Board is responsible for managing the business and other affairs of NAWMA and ensuring that NAWMA acts in accordance with the *Act*, the Charter and any delegations to it. The Board, and its Committees must ensure as far as practicable:
  - 4.1.1 that NAWMA observes all plans, systems, processes and practices required by legislation and the Charter; and
  - 4.1.2 that all information furnished to a Constituent Council is accurate; and
  - 4.1.3 that the Constituent Councils are advised, as soon as practicable, of any material development that affects NAWMA's financial or operating capacity or gives rise to the expectation that NAWMA may not be able to meet its financial commitments and responsibilities.

#### Board/Committee Members' Duties

- 4.2 A Board/Committee Member must always act with reasonable care and diligence in the performance and discharge of their duties, and:
  - 4.2.1 must take reasonable steps to inform themselves about NAWMA and the relevant aspects of the operations and activities of the Constituent Councils; and
  - 4.2.2 must take reasonable steps, through the Board/Committee to obtain sufficient information and advice about matters to be decided by the Board/Committee to enable them to make conscientious and informed decisions; and
  - 4.2.3 must exercise an active discretion with respect to all matters to be decided by the Board/Committee.
- 4.3 Board/Committee Members are required to exercise reasonable diligence in attendance at and preparation for meetings of the Board/Committee.



## Board/Committee Member - Code of Conduct Version 2.0

- 4.4 In determining the degree of care and diligence required to be exercised by a Board/Committee Member, regard must be had to the experience, skills and knowledge of the Board/Committee Member and the degree of risk involved in a particular matter.
- 4.5 Board/Committee Members do not commit a breach of duty under the Act by acting in accordance with a direction from the Constituent Councils.

### Relationships

- 4.6 Board/Committee Members will establish and maintain a respectful relationship with all Board/Committee Members and Staff of NAWMA, regardless of differences of views and opinions.
- 4.7 Board/Committee Members must direct all requests for information or assistance from NAWMA administration to the Chief Executive Officer (CEO) (or nominee).
- 4.8 Board/Committee Members must refrain from directing or influencing NAWMA Staff with respect to the way Staff perform their duties.

### Duties to NAWMA

- 4.9 Each Board/Committee Member will ensure that the functions of the Board/Committee have been specified clearly, are properly understood and are competently discharged in the interests of NAWMA.
- 4.10 Board/Committee Members will ensure as far as reasonably that the management of NAWMA is competent and is devoting its best endeavours in the interests of NAWMA.
- 4.11 In evaluating the interests of NAWMA, a Board/Committee Member will consider the interests of the Constituent Councils and their stakeholders.

### Duties to Constituent Councils

- 4.12 Board/Committee Members will as far as reasonably practicable ensure that NAWMA is financially viable, properly managed and constantly improved so as to protect and enhance the interests of the Constituent Councils.
- 4.13 Board/Committee Members will ensure that all Constituent Councils are treated fairly and equitably according to their rights between each other.
- 4.14 Board/Committee Members appointed to a Board/Committee by a Constituent Council, must observe their fiduciary duties and comply with any directions made by a Constituent Council in relation to an actual or potential conflict of duty and duty between offices held concurrently, or in relation to some other incompatibility.



## Board/Committee Member - Code of Conduct Version 2.0

4.15 In accordance with the respective Board/Committee Meeting Procedures, all Board/Committee Members present at a Board/Committee meeting must vote on each item arising for decision at the Board/Committee meeting unless the Board/Committee Member has declared a material conflict of interest and complied with the requirements regarding material conflicts of interest in the Act. Board/Committee Members present at a meeting cannot abstain from voting.

### Duties to Other Stakeholders

4.16 NAWMA and its Board/Committee Members must comply with the legal framework governing its operations, in particular those addressed in the Act, Charter and Governance Framework and must be conscious of NAWMA's impact on the community. Board/Committee Members, in their decision making, should be mindful of the environment, workplace health and safety, industrial relations, competition and consumer protection rules, and other legislative requirements relevant to NAWMA and its operations that may arise.

### Due Diligence

4.17 A Board/Committee Member must acquire and maintain knowledge about NAWMA's business, the legislative requirements affecting Board/Committee Members in the discharge of their duties, and be aware of the physical, political and social environment in which NAWMA operates.

4.18 Board/Committee Members will have access to all relevant information for informed decision-making by the Board/Committee. The provision of information will be made available in sufficient time to allow proper consideration of all relevant issues.

4.19 Board/Committee Members will ensure that the appropriate systems are established by NAWMA to provide the Board/Committee, on a regular and timely basis, the necessary information to enable them to make a reasoned judgment and to discharge their duties with care and diligence.

### Register of Interests

4.20 The Chairperson and all Board Members must lodge with NAWMA a complete and accurate Related Party Disclosure in accordance with the Australian Accounting Standards.

### Use of Information

4.21 Board/Committee Members must not make improper use of information acquired by virtue of their position as a Board/Committee Member. This applies irrespective of whether the Board/Committee Member would gain directly or indirectly, a personal advantage or an advantage for any associated person.

4.22 Matters such as trade secrets, processes, methods, sales and statistics affecting financial results must not be disclosed.



## Board/Committee Member - Code of Conduct Version 2.0

### Social Media

- 4.23 Board/Committee Members should assume that if they are publicly connected with NAWMA then it is likely that any content they publish, regardless of context, may reflect on NAWMA.

Whilst NAWMA supports freedom of opinion and expression, the use of social media by Board/Committee Members must not:

- Bring NAWMA into disrepute
- Express or imply NAWMA's endorsement of a personal view, product or service
- Disclose confidential information, make defamatory, discriminatory or offensive remarks
- Make any claims relating to NAWMA that are dishonest, misleading or deceptive.

Personal accounts may still be affiliated with NAWMA through their online profile, by the content they post or share, or by virtue of the user being well known as having a connection with NAWMA.

Where Board/Committee Members identify themselves on their social media as affiliated with NAWMA in any way, Board/Committee Members should make it clear that views are their own where discussing issues that directly relate to NAWMA or its stakeholders.

Social-Media posts may remain public even after they are deleted. NAWMA requests that Board/Committee Members treat any post made as permanent and public, even if it was posted privately.

### Professional Integrity

- 4.24 A Board/Committee Member must be prepared, if necessary, to express disagreement with colleagues including the Chairperson or CEO. A Board/Committee Member must be prepared to implement the decisions of the Board/Committee and the instructions of the Chairperson as a loyal member of the Board/Committee.
- 4.25 'Opinion shopping' and the search for loopholes in the law is unacceptable.

## 5 Gifts, Benefits and Allowances

---

- 5.1 Board/Committee Members must not solicit, demand or request any gift or benefit in connection with their role with NAWMA.
- 5.2 In keeping with best practice governance principles, NAWMA will maintain a Register of Allowances and Benefits.
- 5.3 Board/Committee Members should, in the interests of openness and transparency, declare to the CEO, all gifts, benefits valued at fifty dollars (\$50) or more, and networking or public relations exercises they



## Board/Committee Member - Code of Conduct Version 2.0

are offered in their capacity as a Board/Committee Member, to remove any perception of misuse of their position or conflict of interest.

### 6 Dispute Resolution

---

- 6.1 Clause 24 of the Charter addresses the procedure to be applied to any dispute that arises between NAWMA and a Constituent Council or between Constituent Councils, concerning the affairs of NAWMA. The dispute resolution, outlined in the Charter, follows a progression of steps to achieve a resolution.

#### Misconduct

- 6.2 Failure by a Board/Committee Member to comply with this Code may constitute misconduct. The provisions within this Code may refer to statutory matters under the *Act*, any breach of these provisions may be investigated under that and other legislation.
- 6.2.1 Any person may report an alleged breach of this Code to NAWMA, the Ombudsman or the Office for Public Integrity (OPI), as appropriate. Alleged breaches made to NAWMA or to the Office for Public Integrity may be referred to the Ombudsman for investigation under *Section 263* of the *Act*, by the CEO or by the Independent Commissioner Against Corruption (ICAC), where they so determine.
- 6.2.2 NAWMA will deal with any report from the ICAC, Ombudsman or OPI, in accordance with directions from the relevant body.
- 6.2.3 An investigation under the provisions of this Code does not preclude an investigation being conducted for an alleged breach of the criminal matters listed at Appendix 1 to this Code.

### 7 Complaints

---

- 7.1 Neither the Charter nor the *Act* specifically address handling complaints specific to Board/Committee Members.
- 7.2 Any person may make a complaint about a Board/Committee Member under this Code.
- 7.3 Complaints about behaviour alleged to have breached this Code should be brought to the attention of the Chairperson or the CEO (or nominee) if they relate to the Chairperson.
- 7.4 A complaint may be investigated and resolved in any manner which the Board deems appropriate in its process for handling alleged breaches. This may include but is not limited to a mediator or independent investigator or the requirements outlined in NAWMA's Charter, Public Interest Disclosure Policy & Procedure or the Fraud, Corruption, Maladministration and Misconduct Reporting Policy.



## Board/Committee Member - Code of Conduct Version 2.0

- 7.5 A complaint may be considered within this process to be trivial, vexatious, or frivolous, and accordingly not investigated.
- 7.6 A Board/Committee Member must cooperate with the Board's process for handling alleged breaches and a failure to do so may constitute misconduct.
- 7.7 Repeated or sustained breaches of this Code by the same Board/Committee Member may be referred, by resolution of the Board, to the relevant authority as a breach. A breach of this Code must be the subject of a report to a meeting of the Board.

### Findings

- 7.8 If, following an investigation by the Board, a breach of this Code is found, the Board may by resolution:
- take no action
  - pass a censure motion regarding the Board/Committee Member
  - request a public apology, whether written or verbal
  - request the Board/Committee Member attend induction, training or development on the specific issue found to have been breached
  - request the appointing Council to remove or suspend the Board Member from a position on the Board, including to a Board appointed Committee
  - request the Board/Committee Member to repay monies to NAWMA if remuneration has been received
  - present a report to the Chief Executive Officers of each Constituent Council.

## 8 Policy Responsibility

---

### Board

The Board is responsible for the approval of this Code and overseeing the systematic approach to compliance and governance across NAWMA's operations.

## 9 Availability/Accessibility

---

A copy of this Code of Conduct is available on the NAWMA website at [www.nawma.sa.gov.au](http://www.nawma.sa.gov.au) or by contacting the Governance Officer on 8259 2100.

# Board/Committee Member - Code of Conduct Version 2.0

## 10 Document History

Version	Date Adopted	Description of Change
<b>1</b>	16/07/2014	Code developed and endorsed to improve governance practices and comply with legislative requirements.
<b>2.0</b>	25/06/2026	Full redraft of the Code taking into consideration the duration since last review and current operational and legislative requirements.



# Board/Committee Member - Code of Conduct Version 2.0

## Appendix 1 – Criminal Matters

The matters within this Appendix are matters for which a criminal penalty attaches. As separate legislation operates to cover such conduct, this part does not form part of the Board/Committee – Code of Conduct.

Allegations of conduct breaching these matters will be investigated in accordance with the legislation governing that conduct and they are included within this Code only to provide a complete overview of the standards of conduct and behaviour expected of Board/Committee Members.

Alleged breaches of matters outlined in this Appendix should be reported to the Office for Public Integrity in the first instance.

### **Breaches of the *Local Government Act 1999 (SA)*.**

#### **Section 62 – General Duties**

A Board/Committee Member must not, whether within or outside the State, make improper use of information acquired, or by virtue of their position as a Member of NAWMA to gain, directly or indirectly, an advantage for themselves or for another person or to cause detriment to NAWMA.

#### **Section 69 – Provision of False Information**

A Board/Committee Member of NAWMA who submits a return (Register of interest) that is to the knowledge of the Board/Committee Member, false or misleading in a material particular (whether by reason of information included in or omitted from the return) is guilty of an offence.

#### **Section 71 - Restrictions on Publication**

A Board/Committee Member must not publish information, or authorise publication of information, derived from a Register unless the information constitutes a fair and accurate summary of the information contained in the Register, and is published in the public interest, or comment on the facts set forth in a Register, unless the comment is fair and published in the public interest and without malice.

### **Breaches of other Acts**

Acting in their capacity as a public officer, a Board/Committee Member shall not engage in conduct, whether within or outside the State, that constitutes corruption in public administration as defined by *Section 5* of the *Independent Commissioner Against Corruption Act 2012* including:

- (i) An offence against *Part 7 Division 4 (Offences relating to public officers)* of the *Criminal Law Consolidation Act 1935*, which includes the following offences:
- Bribery or corruption of public officers
  - Threats or reprisals against public officers
  - Abuse of public office
  - Demanding or requiring benefit on basis of public office
  - Offences relating to appointment to public office.



## Board/Committee Member - Code of Conduct Version 2.0

- (ii) Any other offence, including an offence against *Part 5 (Offences of dishonesty)* of the *Criminal Law Consolidation Act 1935*, committed by a public officer while acting in their capacity as a public officer, or by a former public officer and related to their former capacity as a public officer, or by a person before becoming a public officer and related to their capacity as a public officer, or to an attempt to commit such an offence.
- (iii) Any of the following in relation to an offence referred to in a preceding paragraph:
- Aiding, abetting, counselling, or procuring the commission of the offence
  - Inducing, whether by threats or promises or otherwise, the commission of the offence.

