

WESTERN PARKLAND  
CITY AUTHORITY

## Board Policies and Procedures



**Document control**

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# 1. Statutory and regulatory context

## Purpose of this document

This Policies and Procedures document assists the Board of the Western Parkland City Authority (Authority) to carry out its functions in accordance with the Western Parkland City Authority Act 2018 (Act) by setting out:

- a sequential overview of core provisions of the Act;
- procedures for the Board;
- core roles and responsibilities of the Board, Chairperson and CEO of the Authority; and
- ethical standards and adopted policies of the Board.

The Policies and Procedures document is not mandated by the Act but is adopted to allow for the good governance of the Authority.

## Relationship to the Charter and other documents

The Policies and Procedures should be read together with:

- the Charter adopted by the Authority under section 14 of the Act; and
- the Corporate Plan of the Authority referred to in the Charter and in Part 4 of this document.

## Effective date of Policies and Procedures

These Policies and Procedures take effect from the date of the Board's resolution to endorse the Policies and Procedures.

## Review and amendment of Policies and Procedures

The Authority will review these Policies and Procedures at least every 12 months.

## 2. Core provisions of the Act

### Purpose of this part

This part summarises core provisions of the Act which provides a sequential overview of the Authority's constitution, purpose, objects, functions and manner of operation. It is not a comprehensive presentation of all sections of the Act (for example, offence provisions) and is not a substitute for reading the provisions of the Act itself.

### Establishment of the Authority

- The Authority is a corporation constituted under the Act<sup>1</sup> and is subject to the control and direction of the Minister.<sup>2</sup>

### Establishment of Board and CEO

- The Act establishes a Board of the Authority, to be appointed by the Minister.<sup>3</sup>
- The Act provides for a CEO who is responsible for the day-to-day management of the activities of the Authority in accordance with the specific policies and general directions of the Board.<sup>4</sup>
- The Chief Executive Officer is entitled to attend and to participate in discussions at meetings of the Board but is not entitled to vote at those meetings.<sup>5</sup>

### Objects and purpose of the Authority

Pursuant to the statutory objects in section 3 of the Act and in accordance with the Corporate Plan, the Authority's purpose is to encourage the economic growth and development of the Western Sydney Aerotropolis and the rest of the Western City by:

- creating communities which support business, and support and benefit from the Western Sydney Airport;
- creating job intensive precincts;
- promoting investment and sustainable development;
- facilitating the sharing of financial value;
- promoting value for money and efficiency in infrastructure delivery; and
- collaborating with Federal, State and Local Governments.<sup>6</sup>

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<sup>1</sup> Section 6

<sup>2</sup> Section 7

<sup>3</sup> Section 8

<sup>4</sup> Section 11

<sup>5</sup> Section 11

<sup>6</sup> Section 3

## Functions of the Authority

To achieve its objects and purposes, the Act grants the Authority explicit functions relating to:

- Masterplanning;
- Development;
- Infrastructure Coordination;
- Investment Attraction;
- Infrastructure Funding;
- Cultural and other Activities;
- Consultancy Services;
- Commercial Arrangements; and
- Intergovernmental Collaboration.<sup>7</sup>

## Power to form private corporations and private subsidiary corporations

- The Authority can:
  - form private corporations;
  - participate in the formation of private corporations;
  - acquire interests in private corporations; and
  - sell its interests in private corporations.<sup>8</sup>
- Only with Ministerial approval, the Authority can:
  - form private subsidiary corporations i.e. corporations in which the Authority has a controlling interest;
  - participate in the formation of private subsidiary corporations;
  - acquire an interest in private corporations so that the corporation becomes a private subsidiary corporation i.e. corporations in which the Authority has a controlling interest;
  - sell its interests in private subsidiary corporations so that it ceases to be a private subsidiary corporation.<sup>9</sup>

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<sup>7</sup> Section 13

<sup>8</sup> Section 18

<sup>9</sup> Section 18

## Western City Fund

- The Act establishes the Western City Fund (**Fund**).<sup>10</sup>
- The Authority may invest money in the Fund in accordance with the *Government Sector Finance Act 2018* (NSW).<sup>11</sup>
- Apart from receiving moneys provided by the Treasurer, Parliament, or as directed by legislation, the Act specifies that the Fund can receive:
  - the proceeds of the investment of money in the Fund; and
  - money received by the Authority from any other source, including commercial returns from land dealings or from any funding scheme implemented by the Authority.<sup>12</sup>

## Exercise of Authority functions by Board

- Decisions relating to the functions of the Authority are to be made by or under the authority of the Board.<sup>13</sup>
- Anything done in the name of, or on behalf of, the Authority by or under the authority of the Board is taken to have been done by the Authority.<sup>14</sup>
- With Ministerial approval, the Board may establish committees to give advice or assistance in connection with any particular matter or function of the Authority.<sup>15</sup>
- The Authority may delegate any functions and powers (except the power of delegation) to a staff member of the Authority or a person (or a person of a class) approved by the Minister or prescribed by the regulations, and with written authorisation from the Authority, delegates may sub-delegate to those same categories of people.<sup>16</sup>

## Exercise of Authority functions by subsidiary corporations, joint ventures etc

- The Authority's functions may be exercised by a private subsidiary corporation.<sup>17</sup>
- The Authority's functions may be exercised by the Authority in a partnership, joint venture or other association with public or local authorities or other persons or bodies.<sup>18</sup>
- The Authority's functions may be exercised by a private subsidiary corporation in a partnership, joint venture or other association with public or local authorities or other persons or bodies.<sup>19</sup>
- The Authority's functions may be exercised by the Authority and a private subsidiary corporation together in a partnership, joint venture or other association with public or local authorities or other persons or bodies.<sup>20</sup>

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<sup>10</sup> Section 19

<sup>11</sup> Section 19

<sup>12</sup> Section 19

<sup>13</sup> Section 9

<sup>14</sup> Section 9

<sup>15</sup> Section 10

<sup>16</sup> Section 16

<sup>17</sup> Section 17

<sup>18</sup> Section 17

<sup>19</sup> Section 17

<sup>20</sup> Section 17

## Provision of information, advice and reports

- The Authority must keep the Minister and the Commonwealth Minister informed of the general conduct of its activities and of any significant development in its activities.<sup>21</sup>
- The Authority must provide information, advice and reports to the Minister upon the Minister's request.<sup>22</sup>
- If the Minister has approved a person to ask the Authority for information of a class also approved by the Minister, the Authority must provide that information to the approved person and to the Minister.<sup>23</sup>

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<sup>21</sup> Section 15

<sup>22</sup> Section 15

<sup>23</sup> Section 15

## 3. Members and procedure of Board

### Purpose of this part

Section 8 and Schedule 4 of the Act set out provisions relating to the members and procedure of the Board. Section 10 sets out statutory provisions relating to Committees of the Board. This part of the Policies and Procedures acts as a practical guide to those statutory provisions and is not a substitute for reading the provisions of the Act itself.

### Membership of the Board

- The Board is to consist of the following members appointed by the Minister:
  - a person appointed as the Chairperson of the Board;
  - 3 persons nominated by the Minister; and
  - 3 persons nominated by the Commonwealth Minister.<sup>24</sup>
- If the Commonwealth Minister declines to nominate one or more persons for appointment by the Minister, the Minister may appoint a person or persons nominated by the Minister instead of a person or persons nominated by the Commonwealth Minister.<sup>25</sup>
- The appointment by the Minister of a person as the Chairperson requires the concurrence of the Commonwealth Minister.<sup>26</sup>
- Each member of the Board is to be a person who, in the opinion of the relevant Minister nominating the person for appointment, has the relevant skills, knowledge and experience to assist the Authority in exercising its functions.<sup>27</sup>

### Terms of office of members

Subject to Schedule 4 and the regulations, a member holds office for such period (not exceeding 3 years) as is specified in the member's instrument of appointment, but is eligible (if otherwise qualified) for re-appointment.<sup>28</sup>

### Basis on which members are appointed

A member may be appointed on either a full-time or part-time basis.<sup>29</sup>

### Remuneration of members

A member appointed on a full-time basis is entitled to be paid such remuneration (including travelling and subsistence allowances) as is determined by the Statutory and Other Offices Remuneration Tribunal.<sup>30</sup>

A member appointed on a part-time basis is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Minister may from time to time determine in respect of the member.<sup>31</sup>

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<sup>24</sup> Section 8

<sup>25</sup> Section 8

<sup>26</sup> Section 8

<sup>27</sup> Section 8

<sup>28</sup> Schedule 4, clause 2

<sup>29</sup> Schedule 4, clause 3

<sup>30</sup> Schedule 4, clause 4

<sup>31</sup> Schedule 4, clause 4

## Vacancy in office of member

- The office of a member becomes vacant if the member:
  - dies; or
  - completes a term of office and is not re-appointed; or
  - resigns the office by instrument in writing addressed to the Minister; or
  - is removed from office by the Minister clause 5 of Schedule 4 of the Act; or
  - is absent from 3 consecutive meetings of the Board of which reasonable notice has been given to the member personally or by post, except on leave granted by the Minister or unless the member is excused by the Minister for having been absent from those meetings; or
  - becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
  - becomes a mentally incapacitated person; or
  - is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable.<sup>32</sup>
- The Minister may remove a member from office at any time.<sup>33</sup>
- The removal by the Minister of the Chairperson or a Commonwealth nominee from office:
  - may be (but is not required to be) requested by the Commonwealth Minister; and
  - requires the concurrence of the Commonwealth Minister.<sup>34</sup>

## Filling of vacancy in office of member

- If the office of a member becomes vacant, a person is, subject to the Act and the regulations, to be appointed to fill the vacancy.<sup>35</sup>

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<sup>32</sup> Schedule 4, clause 5

<sup>33</sup> Schedule 4, clause 5

<sup>34</sup> Schedule 4, clause 5

<sup>35</sup> Schedule 4, clause 6

## Disclosure of pecuniary interests

- If:
  - a member has a direct or indirect pecuniary interest in a matter being considered or about to be considered at a meeting of the Board; and
  - the interest appears to raise a conflict with the proper performance of the member’s duties in relation to the consideration of the matter,
  - the member must, as soon as possible after the relevant facts have come to the member’s knowledge, disclose the nature of the interest at a meeting of the Board.<sup>36</sup>
- A disclosure by a member at a meeting of the Board that the member:
  - is a member, or is in the employment, of a specified company or other body; or
  - is a partner, or is in the employment, of a specified person; or
  - has some other specified interest relating to a specified company or other body or to a specified person,is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under the provision above.<sup>37</sup>
- Particulars of any disclosure made under the provisions above must be recorded by the Board in a document kept for the purpose and that document must be made available at all reasonable hours for inspection by any person on payment of the fee determined by the Board.<sup>38</sup>
- After a member has disclosed the nature of an interest in any matter, the member must not, unless the Minister or the Board otherwise determines:
  - be present during any deliberation of the Board with respect to the matter; or
  - take part in any decision of the Board with respect to the matter.<sup>39</sup>
- For the purposes of the making of a determination by the Board under the provision above, a member who has a direct or indirect pecuniary interest in a matter to which the disclosure relates must not:
  - be present during any deliberation of the Board for the purpose of making the determination; or
  - take part in the making by the Board of the determination.<sup>40</sup>
- A contravention of the provisions relating to disclosure of pecuniary interests does not invalidate any decision of the Board.<sup>41</sup>
- The provisions relating to disclosure of pecuniary interests apply to a member of a committee of the Board and the committee in the same way as it applies to a member of the Board and the Board.<sup>42</sup>

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<sup>36</sup> Schedule 4, clause 7

<sup>37</sup> Schedule 4, clause 7

<sup>38</sup> Schedule 4, clause 7

<sup>39</sup> Schedule 4, clause 7

<sup>40</sup> Schedule 4, clause 7

<sup>41</sup> Schedule 4, clause 7

<sup>42</sup> Schedule 4, clause 7

## Effect of certain other Acts

- The provisions of the *Government Sector Employment Act 2013* relating to the employment of Public Service employees do not apply to a member.<sup>43</sup>
- If by or under any Act provision is made:
  - requiring a person who is the holder of a specified office to devote the whole of his or her time to the duties of that office; or
  - prohibiting the person from engaging in employment outside the duties
  - of that office,

the provision does not operate to disqualify the person from holding that office and also the office of a member or from accepting and retaining any remuneration payable to the person under the Act as a member.<sup>44</sup>

## General procedure

- The procedure for the calling of meetings of the Board and for the conduct of business at those meetings is, subject to the Act and the regulations, to be as determined by the Board.<sup>45</sup>

## Quorum

- The quorum for a meeting of the Board is 4 members.<sup>46</sup>

## Presiding member

- The Chairperson (or, in the absence of the Chairperson, a person elected by the members of the Board who are present at a meeting of the Board) is to preside at a meeting of the Board.<sup>47</sup>
- The presiding member has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.<sup>48</sup>

## Voting

- A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board.<sup>49</sup>

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<sup>43</sup> Schedule 4, clause 8

<sup>44</sup> Schedule 4, clause 8

<sup>45</sup> Schedule 4, clause 9

<sup>46</sup> Schedule 4, clause 10

<sup>47</sup> Schedule 4, clause 11

<sup>48</sup> Schedule 4, clause 11

<sup>49</sup> Schedule 4, clause 12

## Transaction of business outside meetings or by telephone etc

- The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the Board for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the Board made at a meeting of the Board. Such resolution is, subject to the regulations, to be recorded in the minutes of the meetings of the Board. Papers may be circulated among the members for these purposes by electronic means.<sup>50</sup>
- The Board may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone or other electronic means, but only if any member who speaks on a matter before the meeting can be heard by the other members.<sup>51</sup>
- For the purposes of either of both the above the Chairperson and each other member have the same voting rights as they have at an ordinary meeting of the Board.<sup>52</sup>

## Committees of the Board

- The Board may, with the approval of the Minister, establish committees to give advice or assistance to the Board in connection with any particular matter or function of the Authority (including in relation to any particular part of the operational area of the Authority).<sup>53</sup>
- The Board is not to appoint a person as a member of a committee unless the Board is of the opinion that the person has appropriate expertise to make a valuable contribution to the committee.<sup>54</sup>
- In appointing persons as members of a committee, the Board is to have regard to an appropriate mix of skills, knowledge and experience.<sup>55</sup>
- It does not matter that any or all of the members of a committee of the Board are not members of the Board.<sup>56</sup>
- The procedure for the calling of meetings of a committee of the Board and for the conduct of business at those meetings is to be as determined by the Board or (subject to any determination of the Board) by the committee.<sup>57</sup>

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<sup>50</sup> Schedule 4, clause 13

<sup>51</sup> Schedule 4, clause 13

<sup>52</sup> Schedule 4, clause 13

<sup>53</sup> Section 10

<sup>54</sup> Section 10

<sup>55</sup> Section 10

<sup>56</sup> Section 10

<sup>57</sup> Section 10

## 4. Roles and responsibilities

### Role and responsibilities of the Minister

Pursuant to *Administrative Arrangements (Administration of Acts—General) Order (No 2) 2019*, administration of the Act is allocated to the Minister for Jobs, Investment, Tourism and Western Sydney (Minister).

Under the Act, the Minister has the following statutory roles, functions and powers:

- |  |         |
|--|---------|
| <ul style="list-style-type: none"> <li>a) to appoint the Board;<sup>58</sup></li> <li>b) in appointing the Board:               <ul style="list-style-type: none"> <li>i) to appoint the Chairperson of the Board with the concurrence of the Commonwealth Minister;<sup>59</sup></li> <li>ii) to nominate 3 persons to the Board,<sup>60</sup> having formed the opinion that they have the relevant skills, knowledge and experience to assist the Authority in exercising its functions;<sup>61</sup></li> <li>iii) to consider 3 persons nominated by the Commonwealth Minister to be appointed to the Board;<sup>62</sup></li> <li>iv) to determine the remuneration (including travelling and subsistence allowances) of a Board member appointed on a part-time basis;<sup>63</sup></li> </ul> </li> <li>c) to remove a member of the Board from office,<sup>64</sup> but only to remove the Chairperson or a Commonwealth nominee with the Commonwealth Minister's concurrence;<sup>65</sup></li> <li>d) to grant leave to a Board member to be absent from 3 consecutive meetings of the Board;<sup>66</sup></li> <li>e) to excuse a member of the Board from being absent from 3 consecutive meetings;<sup>67</sup></li> <li>f) to approve the establishment of committees of the Board;<sup>68</sup></li> </ul> | Board   |
| <ul style="list-style-type: none"> <li>g) to approve the Charter prepared by the Board;<sup>69</sup></li> <li>h) to consider any amendments to the Charter proposed by the Authority and to approve or refuse the amendments;<sup>70</sup></li> <li>i) to take all reasonable steps to consult with the Commonwealth Minister when considering whether to approve the Charter or considering whether to approve an amendment to the Charter that the Minister considers would have a material effect on the exercise of the Authority's functions;<sup>71</sup></li> </ul>   | Charter |

<sup>58</sup> Section 8(2)

<sup>59</sup> Sections 8(3) and 8(4)

<sup>60</sup> Section 8(2)(b)

<sup>61</sup> Section 8(5)

<sup>62</sup> Section 8(2)

<sup>63</sup> Schedule 4, clause 4(2)

<sup>64</sup> Schedule 4, clause 5(3)

<sup>65</sup> Schedule 4, clause 5(3)

<sup>66</sup> Schedule 4, clause 5(1)(e)

<sup>67</sup> Schedule 4, clause 5(1)(e)

<sup>68</sup> Section 10(1)

<sup>69</sup> Section 14(1)

<sup>70</sup> Section 14(2)

<sup>71</sup> Section 14(3)

<p>j) to consider a notice in writing from a council for a local government area in the Western City requesting a specified area of land in the local government area to be included as part of the 'operational area' of the Act, and taking reasonable steps to consult with the Commonwealth Minister before making any amendment to a Schedule;<sup>72</sup></p> <p>k) to approve a person or class of persons to be an 'authorised person' to whom the Authority may delegate its functions, or to whom a delegate with authorisation can sub-delegate a function;<sup>73</sup></p>	<b>Constitutive functions</b>	
<p>l) to approve the Authority:</p> <p>i) forming, or participating in the formation of, a private subsidiary corporation, or</p> <p>ii) acquiring an interest in a private corporation so that, as a result of the acquisition, the corporation becomes a private subsidiary corporation, or</p> <p>iii) selling or otherwise disposing of any interest in a private subsidiary corporation so that, as a result of the sale or disposal, it ceases to be a private subsidiary corporation.<sup>74</sup></p>		
<p>m) the Authority is subject to the control and direction of the Minister in the exercise of its functions, including the power to give a direction to the Authority (subject to taking reasonable steps to consult with the Commonwealth Minister if the Minister considers the direction would have a material effect on the exercise of the Authority's functions);<sup>75</sup></p> <p>n) to direct the Authority to implement schemes for funding the provision of public infrastructure, facilities, places and services;<sup>76</sup></p> <p>o) to consider a proposed decision which the Authority refers to the Minister in accordance with the approved Charter.<sup>77</sup></p>		<b>Authority</b>

## Role and responsibilities of the Board

In pursuance of the objects of the Act and the purpose of the Authority, the Board's primary responsibilities are:

<p>a) to exercise relevant statutory functions of the Authority;</p> <p>b) to, where appropriate, delegate the Authority's functions, and to authorise the subdelegation of delegated functions, in accordance with section 16 of the Act;</p> <p>c) to, where appropriate, establish committees of the Board in accordance with section 10 of the Act;</p>	<b>Functions</b>	
<p>d) to, where appropriate, approve the formation of private corporations, private subsidiary corporations, or joint ventures under section 18 of the Act;</p>		
<p>e) to, where appropriate, adopt strategies, plans and policies relating to the achievement of the Authority's purpose and the exercise of its functions, including but not limited to commercial governance and landholder engagement;</p>		

<sup>72</sup> Sections 5(3) and 5(5)

<sup>73</sup> Section 16(3)(b)

<sup>74</sup> Section 18(2)

<sup>75</sup> Section 7

<sup>76</sup> Section 13(1)(e)

<sup>77</sup> Section 14(1)(b)

f)	to set out the strategy for the operational area, as defined in the Act;	<b>Strategy</b>
g)	to prepare and adopt a Charter for the Authority under section 14 of the Act, and to monitor compliance with the Charter and review it at least annually;	
h)	to prepare and adopt a Corporate Plan for the Authority, which may include: <ul style="list-style-type: none"> <li>i) further details of the Priority Projects in the Charter; and</li> <li>ii) any Referral Decisions in addition to those listed in the Charter;</li> </ul>	
i)	to monitor compliance with the Corporate Plan and review it at least annually;	
j)	to provide input in relation to the planning and development of precincts located on land which relates to the operational area;	
k)	to ensure the good governance of the Authority, including by guiding the culture, reputation and standards of conduct of the Authority and the adoption of appropriate policies;	<b>Governance</b>
l)	to review and monitor the Authority's risk management systems, including internal compliance, control mechanisms, and compliance with the Authority's Audit and Risk Committee Charter and auditing requirements under TPP 20-08 (or any successor policy); and	
m)	to approve annual reporting under relevant policies and legislation, upon recommendation from the Audit and Risk Committee, in accordance with applicable laws.	

This list of responsibilities is not exhaustive.

## Role and responsibilities of the Chairperson

In pursuance of the objects of the Act and the purpose of the Authority, the Board Chairperson's primary responsibilities are:

- a) to maintain effective communication between the Board and the management of the Authority;
- b) to lead the Board;
- c) to ensure the efficient organisation and conduct of the Board's function; and
- d) to chair Board meetings.

This list of responsibilities is not exhaustive.

## Role and responsibilities of the CEO

In pursuance of the objects of the Act and the purpose of the Authority, the CEO's primary responsibilities are:

- a) to manage the day-to-day operations of the Authority, in accordance with any specific policies and general directions of the Board;
- b) to ensure the good governance of the Authority's management, including by adopting appropriate policies relating to the functioning of the Authority and its staff;
- c) to attend and participate in discussions at meetings of the Board;
- d) to pursue compliance with the Charter and the Corporate Plan;
- e) to develop and implement the Authority's annual budget and risk management systems including internal compliance and control mechanisms; and
- f) to ensure compliance with reporting requirements and to report regularly to the Board to allow it to discharge its responsibilities effectively.

This list of responsibilities is not exhaustive.

## 5. Ethical standards – adoption of Code of Ethics and Conduct and associated policies

The Board adopts the Code of Ethics and Conduct (**Code**) of the Authority as if reference to employees in relevant provisions of the Code include reference to members of the Board, including but not limited to:

- the **ethical framework** for the government sector, including the government sector core values of Integrity, Trust, Service and Accountability, and the additional core value of Excellence;
- **mandatory conduct** provisions, including conflicts of interest, private interest declarations, and the treatment of lobbyists;
- **specific conduct** provisions relating to:
  - criminal offences under the Act for **use of information and influence**;
  - the Use of Information and Influence Protocol at Appendix 1 to the Code;
  - gifts and benefits; and
- work health and safety; and
- corrupt conduct and fraud.

To support its adoption of the Code, the Board adopts, as necessary, policies referred to in the Code, in particular, the **Fraud and Corruption Prevention Policy** and the **Gifts and Benefits Policy** as if reference to employees in relevant provisions include reference to members of the Board.

## 6. Commercial Governance Policy

The Board adopts the **Commercial Governance Policy (CGP)**, which provides further definition as to the parameters within which the Authority can carry out its commercial functions under the Act.

The CGP forms part of, and operates in conjunction with, the overarching **Commercial Governance Framework** set out in the CGP, which is designed to ensure that the Authority makes commercial decisions having regard to accepted and endorsed financial and commercial parameters and how such decisions are applied and monitored to achieve the Authority's overall objectives.

The CGP notes that the **Investment Advisory and Review Committee** will provide the Board with advice and assistance in relation to the investment attraction activities of the Authority.