

Directors Code of Conduct

February 2024



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1. Objective

All Directors, as members of the Busselton Water Board are expected to comply with this Directors Code of Conduct. Its objective is to specify acceptable behaviours and ensure compliance with the *Water Corporations Act 1995 (WC Act)*, the *Government Trading Enterprise Act 2023 (GTE Act)* and common law as relevant, as well as all applicable laws and rules in connection with their position.

2. Responsibilities

2.1. Conduct

In accordance with legal requirements and agreed ethical standards, Directors will:

- i. Discharge their duties honestly, in good faith and in the best interests of Busselton Water.
- ii. Use their powers as a Director for proper purpose.
- iii. Act in accordance with Busselton Water's values and the Board Charter.
- iv. Conduct themselves with good will and in a professional manner in the interests of Board effectiveness and Busselton Water as a whole.
- v. Demonstrate commercial and public benefit reasonableness in decision making, taking competent and independent advice at Busselton Water's expense as and when necessary.
- vi. Make reasonable enquiries to ensure Busselton Water is operating legally, effectively and efficiently, and that reliance on Busselton Water officers is appropriate.
- vii. Act with the level of skill, care and diligence expected of a Director.
- viii. Not improperly use information or corporate opportunities for personal gain or to the detriment of Busselton Water.
- ix. Not allow personal interest, or the interest of any person or entity associated with them, to conflict with the interests of Busselton Water, but will disclose these in writing to the Board Chair (the Chair) as soon as apparent.
- x. Not engage in conduct likely to bring discredit to Busselton Water.
- xi. Maintain confidentiality of Busselton Water information acquired due to their role as Director, both during their appointment and following termination of their appointment.

- xii. Allow sufficient time to undertake their duties as a Busselton Water Director.
- xiii. Unless specifically delegated to do so, refrain from participating in the day-to-day operation or management of Busselton Water, including making representations or agreements on its behalf, or influencing management as individuals.
- xiv. Assist Busselton Water to meet its compliance obligations under the *GTE Act 2023* by advising the Company Secretary or delegate of changes to personal details within seven (7) days.
- xv. Abide by the principles of the Code of Conduct for all employees and all relevant Busselton Water policies.
- xvi. Adhere to and investigate all forms of fraud and corruption as set out in Busselton Water's Fraud Control Procedure P7.PR01, Fraud Investigation Procedure P7.PR02, Fraud Prevention Procedure P7.PR03 and Fraud Detection Procedure P.PR04.

2.2. Conflict of interest

Directors shall not derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Busselton Water Board Member. Directors shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as a Board Member. Nevertheless, conflicts may arise from time-to-time.

When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Busselton Water and a Director's personal interest, the Director has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.

2.3. Dispute resolution

The following protocol applies where there is a question of whether, or not, a Director has failed to comply with the intent of and the principles and procedures in this Code of Conduct:

- i. A Director who considers that another Director has breached the Code of Conduct may inform the Chair of the alleged breach.
- ii. A Director who considers that the Chair has breached the Code of Conduct may inform the Deputy Chair of the alleged breach.
- iii. The Chair or Deputy Chair must inform the Director of the allegation as soon as practical after it has been made.
- iv. The Chair or Deputy Chair must determine a process for investigating the allegation which will include:
 - a. inviting the Director against whom the allegation has been made to make written and/or oral submissions in response to the allegation;
 - b. considering the allegation and any written or oral submissions; and
 - c. determining whether the Director has or has not breached any provision of the Code of Conduct.

At the completion of the process the Board will decide what action should be undertaken as a result of the outcome of the investigation, which in the case of a serious breach may include referring the matter to the Minister for Water.

Where a dispute remains unresolved and that poses a major risk to the effective operation of Busselton Water, the Office of the Minister for Water will be notified.

2.4. Meeting etiquette

To create a safe environment and respectful culture for an effective meeting, Directors will:

- be prepared, punctual, and polite;

- respect other Directors diverse views and opinions;
- not interrupt a speaker;
- have the opportunity to contribute; and
- be respectful to all parties during and after the meeting.

3. Administration

The Chief Executive Officer or authorised delegate is responsible for ensuring all Directors can access copies of relevant Codes of Conduct through the Board Portal. Director and Employee Codes of Conduct will also be published on the Busselton Water website.

4. General

4.1. Breach of responsibilities under this Code of Conduct

The Chair will investigate any reported or suspected breaches of this Code of Conduct by any Director. The Chair will discuss the matter personally with the Director concerned and ensure the Director has the opportunity to respond to the claims.

Disciplinary actions available to the Chair range from counselling the Director, through to recommending termination under the terms of the *Water Corporation Act 1995* and *GTE Act 2023* and will be commensurate with the severity of any proven breach.

If the Director's actions appear to breach a Director's fiduciary or statutory duties, the Chair will consult with the Board regarding the need to report the matter to ASIC, any other appropriate regulatory authority, and or police.

Any disciplinary action instigated for breaches of this Code of Conduct will be advised to the Minister for Water's Office under the relevant governance arrangements in place, particularly if the Director seeks to be considered for reappointment at the end of the current term.

The Board has the right to consider similar disciplinary action against any other Director or Busselton Water officer proved to be involved in either committing the breach or concealing it.

If the Chair is the subject of the reported or suspected breach, the Chair of the Audit and Risk Committee will investigate the claim and manage any required disciplinary action in conjunction with the Board.

If a Director is unsure of whether an action breaches this Code of Conduct, the matter should be raised with the Chair or Chief Executive Officer.

4.2. Busselton Water – Our Values

SAFETY AND WELLBEING

Safety and Wellbeing is part of who we are and the way we work, we value our own safety and wellbeing as well as others. Nothing is more important.

EXCELLENCE

We use our skills and adaptability to strive for excellence in everything we do. We are one team, encourage collaboration and innovation and celebrate achievements no matter what the size.



SUSTAINABILITY

We are socially conscious and aim to reduce our environmental impact. We utilise our resources with the greatest efficiency, ensuring water for the future.

RESPECT

We value differences and allow others to express themselves to support growth in our organisation. We celebrate the uniqueness that each of us brings and embrace individuality.

INTEGRITY

We communicate openly, honestly and are transparent to ensure we deliver on our promises. We are courageous and put aside our fears, no matter what the challenges.

4.3. Making decisions in line with this Code of Conduct

To make sure you are aligned with this Code of Conduct when making decisions, check you can answer 'yes' to the following questions. If you answer 'yes' to all of the questions, then it's likely you will be working in-line with the Code of Conduct. If you answer 'no' to any of the questions or you're unsure, you should reconsider your decision.

- i. Would I be comfortable if this was published in the media?
- ii. Does this action protect or enhance Busselton Water's reputation?
- iii. Is this in-line with all safety and legal obligations?
- iv. Is this in Busselton Water's best interest?
- v. Is this fair to all stakeholders: colleagues, customers, the community, and our owner?
- vi. Can this be readily justified to the people of Western Australia?
- vii. Is this safe for all?
- viii. Is this consistent with Busselton Water's vision, purpose and values, and all of our policies and procedures?
- ix. Are we treating suppliers, contractors, and partners fair, honestly and ethically?

4.1. Review of the Directors Code of Conduct

The Chair and Chief Executive Officer will review the Directors Code of Conduct annually.

METADATA

Responsible	CEO
Scope	
Definitions	
Related Documents/Links	Busselton Water Board Charter Board Charter Busselton Water Code of Conduct
Last Review Date	19 February 2024

REVISION HISTORY

Revision Ref. No.	Board Resolution	Approved/ Amended/ Rescinded	Date	Detail changes made by Board
0.1	BW.886	Approved	19/02/2024	Created.