

NT Aboriginal Investment Corporation



NTAIC
Northern Territory Aboriginal
Investment Corporation

Chief Executive Officer (CEO) Code of Conduct

Purpose

This CEO Code of Conduct sets out the standards and behaviours expected of the Northern Territory Aboriginal Investment Corporation (NTAIC) CEO. As required by the *Aboriginal Land Rights (Northern Territory) Act 1976* (ALRA), this Code of Conduct has been determined by the NTAIC Board and agreed by the Minister.¹ It must also be published on the internet.²

Guidance on using this Code of Conduct³

This CEO Code of Conduct should be used to guide the choices of the CEO. When faced with a choice about whether a decision complies with NTAIC Values and this Code of Conduct, the CEO should ask the following questions?

- ➔ Is it consistent with NTAIC policies and the directions of the Board?
- ➔ Does it comply with all applicable Australian legislation
- ➔ Is it in the NTAIC's best interests?
- ➔ Is it aligned to the Vision and Values of the NTAIC?
- ➔ How would I feel if this thing were being done to me?

Adapted from ASIC Code of Conduct 2019.

¹ ALRA, s 65GH(1).

² ALRA, s 65GH(2).

³ The following resources have informed the development of this code of conduct and may provide useful guidance on the application of the principles outlined herein even though they may not necessarily directly apply to the NTAIC CEO:

- APS Code of Conduct, *Public Service Act 1999*, s 13.
- Australian Securities and Investments Commission, Code of Conduct (July 2019).

NTAIC Vision and Values

The NTAIC Board expects the CEO to fulfil their role in a way that will achieve the vision set by the Board and in way that brings the NTAIC's values to life.

Our Vision:

Working together to build sustainable investments, creating jobs and growing businesses, strengthening cultural maintenance and progressing self-determination to create wealth for future generations of Aboriginal people living in the Northern Territory.

Our Values:

We are one voice who...

- Demonstrate honesty, integrity and courage
- Recognise and respect the Northern Territory's diverse Aboriginal cultural values, customs and lore
- Show respect to each other and to our communities, partners and stakeholders
- Make decisions that are fair, carefully considered, equitable and transparent
- Bring a community development approach to the way we work
- Promote innovation and creativity

CEO Code of Conduct

The NTAIC expects the CEO to:

Uphold and promote ethical standards and NTAIC Values

- Reflect the Values of the NTAIC, exhibit high ethical standards and promote the good reputation of the NTAIC;
- Act honestly, in good faith and for proper purpose in all aspects of their role;⁴
- Act with care and diligence in all aspects of their role;⁵
- Put the NTAIC's best interests, and its work, above their own personal interests in the course of their employment;⁶
- Not make improper use of insider information, or the CEO's duties, status or power, in order to gain, or seek to gain, a benefit or advantage for themselves or any other person, or to cause, or seek to cause, detriment to the NTAIC or any other person;⁷
- Treat everyone with respect and courtesy, and without harassment, in the course of their NTAIC employment;⁸

⁴ PGPA Act, s 26.

⁵ PGPA Act, 25; Public Service Act 1999, s 13(2)

⁶ ASIC Code of Conduct, (2019) p.10.

⁷ PGPA Act s 27 and 28; Public Service Act 1999, s 13(10)

⁸ Public Service Act 1999, s 13(3)

- Maintain appropriate confidentiality of NTAIC information, and not inappropriately give or disclose, directly or indirectly, any information about NTAIC affairs;
- Refrain from expressing personal views about NTAIC business or stakeholders;⁹
- Use NTAIC resources in a proper manner and for a proper purpose;¹⁰
- Not provide false or misleading information in response to a request for information that is made for official purposes.¹¹

Respect Northern Territory Aboriginal cultures

- Recognise and show respect for the diverse environments, histories, cultures, lores and governing arrangements of Aboriginal people across the NT.

Competently manage the NTAIC

- Demonstrate professionalism and competence in the performance of all aspects of the role;¹²
- Provide full support to the NTAIC Board, including taking all reasonable steps to:
 - ensure that advice provided is accurate, comprehensive and impartial;
 - fairly and accurately present the entity's financial position, financial performance, cash flows and other financial information as required;
 - implement Board policies, directions and delegations, provided the direction is lawful and reasonable;
 - ensure that an appropriate risk management framework is in place, and that advice to the Board regarding risks and risk management is comprehensive and accurate;
- Disclose to the relevant body any suspected fraud or other criminal behaviour;
- Design and manage a strong and dynamic workforce, including establishing processes to:
 - ensure staff and contractors are managed fairly, and are not subject to bullying or harassment, or arbitrary or capricious decisions;
 - ensure appointment and promotion processes are fair, transparent, merit-based and equitable, and ensure there are suitable employment-related grievance processes.
- Ensure appropriate conflict of interest disclosure policies are in place for NTAIC staff.

Create a safe and healthy work environment

- Perform the CEO role safely and act to ensure a safe workplace;¹³
- Perform the role free from the effects of alcohol or illicit drugs;¹⁴
- Take all reasonable steps to provide a workplace that recognises and supports cultural obligations, values diversity and is free from discrimination or favouritism.

⁹ ASIC Code of Conduct, (2019) p.9.

¹⁰ *Public Service Act 1999*, s 13(8)

¹¹ *Public Service Act 1999*, s 13(9)

¹² ASIC Code of Conduct (2019), p.10.

¹³ ASIC Code of Conduct (2019), p.10.

¹⁴ ASIC Code of Conduct (2019), p.10.

Disclose and seek to avoid interests

- Disclose any material personal interests to the Board, and take reasonable steps to avoid, any conflict of interest (real or perceived) in connection with their employment (including related third party interests);¹⁵
- Provide a copy of the disclosure of interests to the responsible Minister;¹⁶
- Not accept or provide gifts or hospitality which may give rise to a potential or actual conflict with the role;¹⁷
- Ensure the disclosure of interests is updated regularly, and inform the Board of any change to the status of disclosures.

Comply with applicable laws

- Comply with all applicable Australian law and regulations, in the course of their NTAIC employment;
- Inform the Board as soon as possible after being charged or convicted of an offence, regardless of whether the CEO believes the offence relates directly to the CEO's role.

Seek permission before engaging in outside employment

- Not engage in any outside employment (including contracting or consulting work) without the written permission of the Board.¹⁸

Alleged breach of the CEO Code of Conduct

NTAIC Directors, staff or external stakeholders may wish to report an alleged real or perceived breach of this Code of Conduct. Such a report must be provided to the NTAIC Chair in a timely manner, and must be set out in writing. If the alleged breach is of a criminal nature, the Chair will report the matter to the Police for investigation. All other alleged breaches will be overseen by an Independent Investigator appointed by the Board.

All allegations of a breach will be discussed at the following Board meeting (subject to confidentiality requirements or criminal investigations). The CEO will be given an opportunity to respond to the matter, and be provided with procedural fairness. The CEO must not be present while the Board determines the appropriate course of action.

Consistent with the *Public Governance, Performance and Accountability Act 2013* (PGPA Act), the Board will notify the responsible Minister that it is investigating a potential serious breach of the CEO Code of Conduct. Section 19 of the PGPA Act requires that the Board:

- (d) give the responsible Minister reasonable notice if the accountable authority becomes aware of any significant issue that may affect the entity or any of its subsidiaries;
- (e) notify the responsible Minister as soon as practicable after the accountable authority becomes aware of any significant issue that has affected the entity or any of its subsidiaries.

¹⁵ PGPA Act s 29, ALRA, s 65GJ(1); *Public Service Act 1999*, s 13(7)

¹⁶ ALRA, s 65GJ(2).

¹⁷ ASIC Code of Conduct (2019), p.13.

¹⁸ ALRA, s 65GD.

If, after appropriate investigations have been concluded, the Board determines that the CEO has engaged in conduct that constitutes a serious breach of this Code of Conduct, the Board may (with the written agreement of the Minister) terminate the appointment of the CEO.¹⁹

Other grounds for termination

In addition to a serious breach of this Code of Conduct, the CEO must be familiar with other possible causes to terminate the appointment of the CEO set out at ALRA section 65GI. These are summarised in the following scenarios:

- If the CEO
 - misbehaves; or
 - is unable to perform role because of physical or mental incapacity; or
 - declares personal bankruptcy; or
 - applies to take benefit of any law for the relief of bankrupt or insolvent debtors; or
 - compounds with the CEO's creditors; or
 - makes an assignment of the CEO's remuneration for the benefit of the CEO's creditors; or
 - is absent (except on leave of absence), for 14 consecutive days or 28 days in any 12 months; or
 - engages in paid work outside the duties of the CEO's office, unless approved by the Board; or
 - fails, without reasonable excuse, to comply with section 29 of the PGPA Act (which deals with the duty to disclose interests) or rules made for the purposes of that section.

In addition, the NTAIC Directors and employees, including the CEO, are defined as 'officials' under the PGPA Act and have duties under that Act.²⁰ While these duties are reflected in this Code of Conduct, the CEO must be familiar with, and adhere to, the specific duties and obligations under that Act.

¹⁹ ALRA, paragraph 65GI(2)(e)

²⁰ PGPA Act, s 25 – s 29