

# NTAIC Board Code of Conduct



**NTAIC**  
Northern Territory Aboriginal  
Investment Corporation

Approved by the NTAIC Board - November 2022

All Directors must comply with the relevant legislation, including the ALRA and the PGPA Act, and are bound by the NTAIC Board Code of Conduct. The Code of Conduct reflects the Values that should underpin all of the work of the NTAIC.

## *Demonstrate honesty, integrity and courage*

A Director must:

- act honestly, in good faith and for a proper purpose.<sup>1</sup>
- not take improper advantage of their position of Director, including in interactions with the CEO and staff.<sup>2</sup>
- not use their position to gain, or seek to gain, a benefit or advantage for themselves or any other person.<sup>3</sup>
- not make improper use of any information acquired as a Director. This means a Director will respect the confidentiality of Board discussions and papers, and will not disclose, or allow to be disclosed, information acquired as a Director.<sup>4</sup>
- act in a manner which displays the value of being courageous, when undertaking their duties as a Director of the NTAIC. This means a Director will demonstrate the capacity to raise difficult issues and provide constructive feedback to the CEO, staff and other Board Directors.

## *Recognise and respect the Northern Territory's diverse Aboriginal cultural values, customs and lores*

A Director must:

- recognise and show respect for the diverse environments, histories, cultures, lores and arrangements of Aboriginal people across the Northern Territory.

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<sup>1</sup> PGPA Act, s 26

<sup>2</sup> PGPA Act, s 27

<sup>3</sup> PGPA Act, s 27

<sup>4</sup> PGPA Act, s 28

### *Show respect to each other and to our communities, partners and stakeholders*

A Director must:

- show respect for the views of other Directors and staff, and seek to resolve matters constructively.
- demonstrate personal commitment to the Board by attending all Board meetings, or submitting a leave of absence request in the event that attendance is not possible.
- be prepared for Board meetings, be punctual, and abide by any rules for the conduct of meetings endorsed by the Board and enforced by the Chair.
- respect the role of the Chair by complying with directions from the Chair, and supporting Board meeting processes.
- comply with the Board's media and key stakeholder management policy and not make public comment on behalf of the Board or the NTAIC without prior approval.
- abide by any communication and engagement protocols determined by the Board when speaking about any matters pertaining to the NTAIC.

### *Make decisions that are fair, carefully considered, equitable and transparent*

A Director must:

- act in the best interests of the NTAIC, which represents all Aboriginal people living in the Northern Territory, and not seek to cause detriment or harm to the NTAIC, the Commonwealth or any other person.<sup>5</sup>
- disclose any material personal interests that may relate to the business of the NTAIC, and abide by all NTAIC disclosure of interest policies.<sup>6</sup>
- not allow personal interests, or the interests of any associated person or organisation, to influence the Director's conduct and in particular the Director's duty to act in the best interests of the NTAIC.<sup>7</sup>
- exercise their obligations and fulfil their responsibilities with due care and diligence. This means a Director will carefully consider information available to inform Board decisions, and seek more advice, time or assistance if the information is unclear or insufficient.<sup>8</sup>

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<sup>5</sup> PGPA Act, ss 27(b) and 28(b)

<sup>6</sup> PGPA Act, s 29

<sup>7</sup> PGPA Act, s 29

<sup>8</sup> PGPA Act, s 25

## *Bring a community development approach to the way we work*

A Director must:

- act in a manner that strives to bring a community development approach to NTAIC activities where possible. This means a Director will participate in collaborative decision making which seeks to empower individuals and groups of people with the skills they need to effect change within their communities wherever possible as part of the NTAIC activities.

## *Promote innovation and creativity*

A Director must:

- act in a manner which embraces the use of new technologies, improved industry methods, meeting changing demands or needs of stakeholders and using a creative mindset to design better systems and processes wherever possible as part of the NTAIC activities.

## *Failure to comply with requirements*

Establishing and maintaining an organisational culture that reflects the values of the NTAIC is the responsibility of all Directors. The NTAIC is established under the ALRA and is a corporate Commonwealth entity under the PGPA Act.<sup>9</sup> Therefore responsibility for managing processes related to the behaviour and conduct of NTAIC officials remains with the NTAIC's accountable authority being the Board.

Each Director of the Board has an obligation to comply with relevant legislation, including the ALRA and the PGPA Act, and with this Code of Conduct. Breaking the Code of Conduct is called a breach.

The process for determining whether an alleged breach has occurred, and the outcomes (if any), will vary depending on the Director involved. These differences result from the different appointment processes for NTAIC Directors. A summary of these processes is set out below.

The following elements will be common across all breach processes, regardless of the appointment process for the Director.

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<sup>9</sup> PGPA Act, ss11(a)

- All breach processes must be carried out in a timely manner and respect the confidentiality of all parties involved.
- The Director involved will be given an opportunity to respond to the matter and be provided with procedural fairness.
- The NTAIC Board will appoint any required external third party to undertake an investigation, with the CEO to manage the engagement and reporting process.
- Consistent with the PGPA Act, where the investigation involves a potential serious breach of the Code of Conduct, the Board will provide reasonable notice in writing to the Minister for Indigenous Australians of the investigation.<sup>10</sup>
- If it is determined from the investigation/s that a serious breach of this Code of Conduct has occurred, the Board will provide written notification to the Minister for Indigenous Australians of the confirmed breach as soon as practicable.<sup>11</sup>

Possible outcomes for those who breach this Code of Conduct may include, but are not limited to, the following:

- counselling;
- referral to the police in cases of suspected possible criminal activity;
- termination or suspension of Board directorship in the case of a serious breach;
- termination of appointment as the NTAIC Chair.

#### *Breach process if the Director was appointed by a Land Council*

NTAIC Directors, staff or external stakeholders may wish to report an alleged real or perceived breach of this Code of Conduct by a Director appointed by a Land Council. Such a report must be provided to the NTAIC Chair in a timely manner, and must be set out in writing.

The Chair will provide written advice to the appointing Land Council of the alleged breach and request that the CEO of the NTAIC engage an external independent third party to undertake an investigation into the matter and report back accordingly.

The CEO of the NTAIC will lead the management of the external investigation but will work closely with the CEO of the appointing Land Council. The CEO of the NTAIC will ensure that the appointing Land Council is kept closely informed of all stages of the breach investigation process, including:

- who is undertaking the investigation

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<sup>10</sup> PGPA Act, ss19(d)

<sup>11</sup> PGPA Act, ss19(e)

- scope of the investigation
- findings as they arise (subject to confidentiality requirements)
- the Board's response.

The NTAIC will ensure the process respects the role and obligations of both the NTAIC and the appointing Land Council.

During the investigation process, the Board may suspend the Director's directorship<sup>12</sup> (or revoke such a suspension),<sup>13</sup> provided a majority of the Board agrees, including agreement by at least one government-appointed Director and one independent Director.<sup>14</sup> The Board will inform the appointing Land Council in writing of a suspension or a revocation of a suspension.<sup>15</sup>

Once the external independent third party has finalised their investigation into the alleged breach, they will report to the CEO of the NTAIC and NTAIC Chair. The NTAIC CEO will then report back to the CEO of the appointing Land Council in writing. The appointing Land Council can decide whether to undertake their own investigation. Ultimately, the Board, as the accountable authority of the NTAIC, will make the final determination and agree on appropriate outcomes.

If it is determined that termination of the Director is necessary, the Board will notify the appointing Land Council in writing and request termination of the appointment. The Land Council will decide if the Director appointment is required to be terminated.<sup>16</sup>

### *Breach process if the Director was appointed by the Minister for Indigenous Australians*

NTAIC Directors, staff or external stakeholders may wish to report an alleged real or perceived breach of this Code of Conduct by the Director appointed by the Minister for Indigenous Australians. Such a report must be provided to the NTAIC Chair in a timely manner, and must be set out in writing.

The Chair will provide written advice to the Minister for Indigenous Australians of the alleged breach and request that the CEO of the NTAIC engage an external independent third party to undertake an investigation into the matter and report back accordingly. This written advice may be provided as part of the written advice required under the PGPA Act.

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<sup>12</sup> ALRA, ss65EO(1) and (2)

<sup>13</sup> ALRA, ss65EO(6)

<sup>14</sup> ALRA, ss 65EO(3)

<sup>15</sup> ALRA, ss 65EO(5).

<sup>16</sup> ALRA, para 65EN(2)(c)

The CEO of the NTAIC will lead the management of the external investigation but will work closely with the Minister's government agency. Furthermore, the CEO of the NTAIC will ensure that the Minister's government agency is kept closely informed of all stages of the breach investigation process, including:

- who is undertaking the investigation
- scope of the investigation
- findings as they arise (subject to confidentiality requirements)
- the Board's response.

Once the external independent third party has finalised their investigation into the alleged breach, they will report to the CEO of the NTAIC and NTAIC Chair. The NTAIC CEO will then report back to the the Minister for Indigenous Australians in writing. The Minister may also choose to undertake an investigation. Ultimately, the Board, as the accountable authority of the NTAIC, will make the final determination and agree on appropriate outcomes.

If it is determined from the investigation/s that a serious breach of this Code of Conduct has occurred, the Board will provide written notification to the Minister for Indigenous Australians of the confirmed breach as soon as practicable.<sup>17</sup>

If it is determined that termination of the Director is necessary, the Board will notify the Minister for Indigenous Australians in writing and request immediate termination of the appointment. The Minister for Indigenous Australians will decide if the Director appointment is required to be terminated.<sup>18</sup>

#### *Breach process if the Director was appointed by the Finance Minister*

NTAIC Directors, staff or external stakeholders may wish to report an alleged real or perceived breach of this Code of Conduct by the Director appointed by the Finance Minister. Such a report must be provided to the NTAIC Chair in a timely manner, and must be set out in writing.

The Chair will provide written advice to the Finance Minister of the alleged breach and request that the CEO of the NTAIC engage an external independent third party to undertake an investigation into the matter and report back accordingly.

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<sup>17</sup> PGPA Act, ss19(e)

<sup>18</sup> ALRA, para 65EN(2)(c)

The CEO of the NTAIC will lead the management of the external investigation but will work closely with the Finance Minister's government agency. Furthermore, the CEO of the NTAIC will ensure that the Finance Minister's government agency is kept closely informed of all stages of the breach investigation process, including:

- who is undertaking the investigation
- scope of the investigation
- findings as they arise (subject to confidentiality requirements)
- the Board's response.

Once the external independent third party has finalised their investigation into the alleged breach, they will report to the CEO of the NTAIC and NTAIC Chair. The NTAIC CEO will then report back to the Finance Minister in writing. The Finance Minister may also choose to undertake an investigation. Ultimately, the Board, as the accountable authority of the NTAIC, will make the final determination and agree on appropriate outcomes.

If it is determined that termination of the Director is necessary, the Board will notify the Finance Minister in writing and request termination of the appointment. The Finance Minister will decide if the Director appointment is required to be terminated.<sup>19</sup>

*Breach process if the Director was appointed by the NTAIC Board (ie an Independent Director)*

NTAIC Directors, staff or external stakeholders may wish to report an alleged real or perceived breach of this Code of Conduct by an Independent Director. Such a report must be provided to the NTAIC Chair in a timely manner, and must be set out in writing.

The Chair will provide written advice to the CEO of the NTAIC of the alleged breach and request that the CEO of the NTAIC engage an external independent third party to undertake an investigation into the matter and report back accordingly.

Once the external independent third party has finalised their investigation into the alleged breach and reported to the CEO and Chair in writing, the Board can make a determination and agree on appropriate outcomes, including potential termination of the appointment of the Director.

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<sup>19</sup> ALRA, para 65EN(2)(c)

### Breach process if the Director is the Chair

NTAIC Directors, staff or external stakeholders may wish to report an alleged real or perceived breach of this Code of Conduct by the NTAIC Chair. Such a report must be provided to the NTAIC CEO in a timely manner, and must be set out in writing.

The CEO of NTAIC will provide written advice to the responsible entity<sup>20</sup> for the Chair of the alleged breach and will engage an external independent third party to undertake an investigation into the matter and report back accordingly. The process for the investigation will follow the relevant process outlined above, in accordance with which entity appointed the Director.

Ultimately, the Board, as the accountable authority of the NTAIC, will make the final determination and agree on appropriate outcomes, including whether the Director should be removed from the position of Chair, but retain their position as a Director.

If it is determined that termination of their appointment as a Director is necessary, the Board will notify the responsible entity for the Chair. The responsible entity will decide if the Director's appointment is required to be terminated.<sup>21</sup>

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<sup>20</sup> The responsible entity for a Director is:

- For a Director who is a Land Council member – the Land Council that appointed the Director
- For a Director referred to in paragraph 65EA(b) of the ALRA – the Minister for Indigenous Australians
- For a Director referred to in paragraph 65EA(c) of the ALRA – the Finance Minister
- For a Director referred to in paragraph 65EA(d) of the ALRA – the Board.