



**SOUTHERN PORTS**

ALBANY BUNBURY ESPERANCE

**DIRECTOR CODE OF  
ETHICS AND CONDUCT**

## DOCUMENT CONTROL

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0.1	New Document	CG&PC			
1.0	Final	Board	Board		14/12/2017

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## 1. BOARD STATEMENT

The Southern Ports Authority (Southern Ports) Board of Directors (Board) believes Directors must act and be seen to act in line with Southern Ports values of accountability, integrity, teamwork and future focus and are required to meet high standards of ethical business practice as well as abide by a code of ethics and conduct.

The Southern Ports Board has developed The Code of Ethics and Conduct (Code) to assist Directors to fully understand their rights, responsibilities and obligations in their respective roles as a member of Southern Ports. The Code is guided by the Public Sector Commissions *“Conduct Guide for Public Sector Boards and Committees.”*

## 2. SCOPE

The Code is intended to assist Directors to identify and resolve ethical issues that might arise during their engagement. It is designed to guide them in their dealings with colleagues, clients and others that Directors are likely to encounter in their daily workplace and external environment. The Code also guides Directors on responsible and appropriate decision making and to communicate appropriate standards of behaviour.

The Code puts forward a set of general principles rather than detailed prescriptions. It stands beside, but does not exclude or replace, the rights and obligations of Directors under common law or legislation.

The Southern Ports recognises that many of its Board and employees are also bound by codes of conduct or ethics defined by learned or professional societies or groups and may also have allegiances to particular religious or cultural traditions. It is recognised that these allegiances are not always in harmony. It is an obligation of a Director to weigh the importance of these allegiances in each particular set of circumstances and to notify the Board Secretary of Southern Ports where such conflict does or may arise.

The Code does not supersede other policies or agreements that the Southern Ports has in place. Appendix 1 contains a list of Acts relevant to the Code and reference is made to relevant Southern Ports policies and agreements throughout this document.

## 3. REPORTING BREACHES OF THE CODE

Directors of Southern Ports should be aware that some breaches of this Code may be considered misconduct under the Corruption, Crime and Misconduct Act 2003 and Port Authorities Act 1999 and must be reported to the Corruption and Crime Commission or the Public Sector Commission as appropriate.

Directors may become aware of events which they believe may not be in keeping with the Directors Code of Ethics and Conduct. It is the responsibility of all Directors to report any suspected breaches of the Code.

- Directors will report any fraudulent or corrupt behaviour or other matters relating to public interest to the Board Public Interest Disclosure Officer (Board Secretary), following the specific process as outlined in the Public Interest Disclosure Act 2003; and
- Directors will report any breaches of the Code to the Board Secretary. In the absence of the Board Secretary, the Chairman is to be contacted. Breaches by the Board Secretary are to be reported to the Chair and breaches by the Chair are to be reported to the Deputy Chair.
- Any matter that is suspected on reasonable grounds to concern or may concern misconduct will be reported to the Public Sector Commission or Corruption and Crime Commission. Refer to the Appendix 2 for full details on reporting of minor and serious misconduct.

## 4. ACCOUNTABILITY

Directors aspire to empowering people to perform well, demonstrating initiative and acting responsibly.

*“We use the resources of the state in a responsible and accountable manner that ensures the efficient, effective and appropriate use of human, natural, financial and physical resources, property and information.”*

Southern Ports ensures accountability by all members in employing the Southern Ports systems of corporate oversight and strong internal controls, engaging high calibre competent Directors, encouraging leadership that stresses the importance of ethical behaviour and the expectation Directors will act in an ethical manner. The Southern Ports utilises policies and procedures to monitor the quality of Directors performance and implements appropriate remedial processes.

### 4.1. Use of Public Resources:

The Board of Southern Ports notes

- Directors will be scrupulous in the use of public money;
- Directors will be transparent in decision making and cost effectiveness in service delivery;
- Directors are accountable for their official expenditure;
- Directors will use publicly funded resources diligently and efficiently. These include office facilities and equipment, vehicles, and the purchase of goods and services;
- Directors will only use corporate credit cards for work-related expenditure;
- Directors are not to use office time or resources for personal gain, financial or otherwise;
- Directors are to adhere to the Southern Ports polices and guidelines in the use of computing and communication facilities and use these resources in a responsible and practical manner; and
- Directors are careful to ensure any travel undertaken for official purposes is only done so when absolutely necessary.

### 4.2. Record Keeping and use of Information:

The Board Southern Ports notes:

- Directors are to record their actions and decisions in a timely manner in accordance with Board and Committee Charters and to ensure transparency;
- Directors are to ensure the secure storage of sensitive or confidential information;
- Directors are to ensure they comply with the Southern Ports record keeping plan; and
- Directors where permissible are to share information to encourage efficiency and creativity.

### 4.3. Conflicts of Interest & Gifts and Benefits:

The Board of Southern Ports states:

- Directors will endeavour to ensure personal or financial interest do not conflict with their ability to perform their official duties in an impartial manner;
- When conflict of interest does arise between the performance of public duty and private or personal interests, Directors will ensure they are managed carefully in the public interest;

- Directors understand a conflict of interest may be actual, be perceived to exist or potentially exist in the future. Situations that may give rise to a conflict of interest include:
  - relationships with people the Southern Ports are dealing with that go beyond the level of a professional working relationship;
  - financial interests in a matter the Southern Ports is dealing with or being aware of friends or relatives with such an interest;
  - shareholdings or other interests held by Directors in a company or business directly, or as a member of another company or partnership or through a trust;
  - outside employment, including voluntary roles, appointments or Directorships, whether remunerated or not; and
  - the receipt of gifts or benefits.
- If a conflict does arise Directors are to advise the Board Secretary immediately and promptly inform the Board in writing. Directors are to seek guidance as to the best way to manage the situation appropriately.
- Directors will maintain a register of potential conflicts of public duty with private or personal interests;
- Refer to the Directors' Personal Interests and Disclosure, as updated from time to time.

## 5. INTEGRITY

Collectively the Directors of Southern Ports require holding high standards of conduct and decision-making to ensure confidence and trust.

*"We act with care and diligence and make decisions that are honest, fair, impartial and timely, and consider all relevant information."*

Directors are aware of possible conflicts of interest and avoid conflicts of interest when they are avoidable, and declare conflicts of interest when they are unavoidable.

Southern Ports is fair and honest in its relationship with suppliers and purchasers of the Southern Ports goods and services and avoids both the appearance and reality of being influenced by any party, or of being prejudiced or biased in dealings with third parties and stakeholders.

Directors are aware of obligations to maintain confidentiality of information and not to use this information for personal gain, nor to the detriment of Southern Ports or its stakeholders.

Directors will not actively solicit any gifts, benefits or hospitality; nor accept gifts or benefits (including hospitality and entertainment) which could in any way compromise or be seen by the wider community to influence Southern Ports in an official capacity. Directors declare the benefit of gifts or gratuities that occur in the normal course of business.

Directors will not intentionally delay or fail to carry out official functions for advantage or to cause a detriment to others.

### 5.1. Personal Behaviour:

The Board of Southern Ports requires:

- Directors to act accordingly to the legislative requirements, policies and ethical codes that apply to their conduct;
- Directors not to harass, bully or discriminate against colleagues or members of the public;

- Directors work habits, behaviour and personal and professional workplace relationships contribute to a harmonious, safe and productive work environment;
- Directors to treat members of the public and colleagues with respect, courtesy, honesty and fairness and have proper regard for their interest, right, safety and welfare;
- Directors to make decisions fairly, impartially and promptly giving consideration to all available information, legislation and the Southern Ports policies and procedures; and
- Directors to serve the Government of the day by providing timely, well considered information and policy advice.

## 5.2. Communication and Official Information

The Board of Southern Ports requires all Directors:

- not to disclose official information or documents acquired in the course of their engagement, other than as required by law or where proper authorisation is given;
- not to misuse official information for personal or commercial gain for themselves or another, or to the detriment of another. Misuse of official information includes speculation in shares on the basis of confidential information and disclosing the contents of any official papers to unauthorised persons.
- to adhere to legislative requirements, individual policies and all other lawful directives regarding communications with Ministers, ministerial Staff, lobbyists, members of the media and members of the public generally.

## 5.3. Fraudulent and Corrupt Behaviour:

The Board of Southern Ports requires:

- Directors not to engage in fraud or corruption;
  - fraud is a dishonest activity that causes actual or potential financial loss to any person or the Southern Ports.
  - corrupt conduct occurs when an Staff uses or attempts to use their position for personal advantage, for the advantage of another, or to the detriment of another.

## 6. TEAMWORK

Directors of Southern Ports strive to working together as one team to achieve a common goal.

*“We treat people with respect, courtesy and sensitivity and recognise their interests, rights, safety and welfare.”*

People should be treated as individuals with rights to be honoured and defended. Respect for the rights of other people is the basis on which individuals become members of an organisation and accept their social responsibilities to behave with integrity.

Membership of an organisation means that individuals not only have rights but also duties and responsibilities to others to act openly and honestly. Demonstrating respect for persons requires, for example, dealing with disagreements by reasoned argument rather than by using language (words, style and tone) that have the effect of inappropriately attacking or demeaning the listener.

The principle of taking personal and professional responsibility requires not only that people avoid doing harm to others but that they exhibit courteous behaviour upholding the standards expected of all members of the Southern Ports as part of achieving a common good. In so doing they are expected to protect the rights of others and respect the diversity of cultures and peoples. Those well-positioned to assert their rights have a reciprocal duty to exercise care

towards those who depend on them for their well-being. This principle involves stewardship of assets, resources and the environment

### 7. FUTURE FOCUS

Directors strive to building a sustainable future aligned with our vision, while respecting our history.

Directors as a Board, will consider the future viability and development of Southern Ports through setting the strategic direction and promoting various strategic projects and in doing so, will ensure the goals, assumptions and risks associated with each key project are evaluated fully, with due consideration to alternative strategies and the benefits and impact in the short and long term on the shareholder and stakeholders.

### 8. REVIEW

Directors will review annually the Code to ensure it continues to address current and emerging conduct risks and reflect any changes in legislation, Government and Board policy.

Approved by the Board of Directors at a meeting held on 14 December 2017.



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Chair



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Deputy Chair



## **Appendix 1: Relevant Acts**

*State Records Act 2000*

*Financial Management Act 2006*

*Corruption Crime and Misconduct Act 2003*

*Port Authorities Act 1999*

*Occupational Safety and Health Act 1984*

*Criminal Code*

*Public Interest Disclosure Act 2003*

## Appendix 2: Public Sector Commission - Misconduct



### Misconduct

The *Corruption, Crime and Misconduct Act 2003* (CCM Act) requires public sector boards to notify either the Corruption and Crime Commission (CCC) or the Public Sector Commission (PSC), as applicable, of any matter that is suspected on reasonable grounds to concern or may concern misconduct. In the case of boards with no employees (for example, advisory boards), notification is usually the responsibility of the board chair. Where the board has employees (for example, the board of management of a public authority), the notification is normally the responsibility of the Chief Executive Officer of the relevant public sector body.

The CCM Act defines misconduct and describes two types of misconduct—serious misconduct (CCC) and minor misconduct (PSC).

### Serious misconduct

Serious misconduct means misconduct of a kind described in sections 4(a), (b) or (c) of the CCM Act by a public officer, which occurs when a public officer:

- (a) corruptly acts or corruptly fails to act in the course of their duties
- (b) corruptly takes advantage of their position for the benefit or detriment of any person

- (c) while acting or purporting to act in an official capacity, commits an offence that carries a penalty of two or more years' imprisonment.

Serious misconduct is reliant, to some extent, on the application of the term 'corruptly'. Corrupt conduct tends to show a deliberate intent or improper purpose and motivation and may involve conduct, such as:

- the deliberate failure to perform the functions of office properly
- the exercise of a power or duty for an improper purpose
- dishonesty.

There are specific categories of serious misconduct and all allegations of serious misconduct are to be notified to the CCC.

Further information about serious misconduct and notification responsibilities is available on the [CCC website](#).

### Minor misconduct

Minor misconduct for the purposes of the CCM Act is behaviour by a public officer that:

- (i) adversely affects the honest or impartial performance of the functions of a public authority or public officer or
- (ii) involves the performance of functions in a manner that is not honest or impartial or
- (iii) involves a breach of the trust placed in the public officer or

- (iv) involves the misuse of information or material that the public officer has acquired in connection with their functions as a public officer, whether the misuse is for the benefit of the public officer or the benefit or detriment of another person
- and constitutes or could constitute
- (v) *[deleted]*
- (vi) a disciplinary offence providing reasonable grounds for the termination of employment, including termination of board membership.

Allegations of minor misconduct are to be notified to the PSC.

Further information about minor misconduct and notification responsibilities is available on the [PSC website](#).

### Reporting misconduct

There are a number of pathways for reporting misconduct, as depicted by the diagram below.

