

THE RICE MARKETING BOARD FOR THE STATE OF NEW SOUTH WALES



CODE OF CONDUCT POLICY FOR BOARD MEMBERS

| Version | Author | Date Approved by Board |
|----------------|----------------|-------------------------------|
| 2018-3 | Carol Chiswell | 19/12/18 |
| 2020-1 | Carol Chiswell | 14/08/20 |

THE RICE MARKETING BOARD FOR THE STATE OF NEW SOUTH WALES

CODE OF CONDUCT

Background

The Rice Marketing Board for the State of New South Wales (“the Board”) operates under the authority of and in accordance with the *Rice Marketing Act 1983 (NSW)*. This Code of Conduct has been prepared based on the NSW Department of Premier and Cabinet NSW Government Boards and Committee Guidelines.

As public officials, Board members have a particular obligation to act in the public interest. All Board members must:

- Comply with the Ethical Framework for the public sector as set out in the *Public Sector Employment and Management Act 2002*;
- Comply with this Code of Conduct;
- Have a clear understanding of their public duty and legal responsibilities; and
- Act for a proper purpose and without exceeding their powers.

Board members must also comply with a broad range of whole of government regulations and policies including those stipulated in legislation, regulations, Ministerial Memoranda, Department of Premier and Cabinet circulars, Treasury publications and Public Service Commission policy documents.

Application

This Code of Conduct applies to all members of the Board and its Committees.

Code of Conduct

All Board members must act in good faith and in the best interests of the Board at all times. A Board member must exercise their powers and discharge their duties with the same degree of due care and diligence that a reasonable person would exercise. Board members must not engage in conduct likely to bring discredit upon the Board.

Ethical framework

The objectives of the ethical framework of the *Public Sector Employment and Management Act 2002* are:

1. To recognise the role of the government sector in preserving public interest, defending public value and adding professional quality and value to the commitments of the Government of the day; and

2. To establish an ethical framework for a merit-based, apolitical and professional government sector that implements the decisions of the Government of the day.

Core values

Board members are at all times to:

- Consider people equally without prejudice or favour;
- Act professionally, with honesty, consistency and impartiality;
- Take responsibility for situations, showing leadership and courage;
- Place the public interest over personal interest;
- Appreciate difference and welcome learning from others;
- Build relationships based on mutual respect;
- Uphold the law, institutions of government and democratic principles;
- Communicate intentions clearly and invite teamwork and collaboration;
- Provide apolitical and non-partisan advice;
- Provide services fairly with a focus on customer needs;
- Be flexible, innovative and reliable in service delivery;
- Engage with all sectors of the economy to develop and implement service solutions;
- Focus on quality while maximising service delivery;
- Recruit employees on merit;
- Takes responsibility for decisions and actions;
- Provide transparency to enable public scrutiny;
- Observe standards for safety; and
- Be fiscally responsible and focus on efficient, effective and prudent use of resources.

Expenditure

Members must ensure the efficient and responsible expenditure of Board monies.

Ethical decision making

Decisions of the Board should be made in light of applicable legislation, the Code of Conduct, Government policy and the Board's objectives. Decisions and outcomes must be in the public interest and be able to withstand public scrutiny.

General Conflicts of interest

Conflicts of interest, including personal gain at the Board's expense, must be avoided.

The Board takes the matter of conflicts of interest very seriously. Declarations of interests pertaining to the current meeting agenda are made at the beginning of every meeting. Interests relevant to the rice industry are declared at the beginning of every meeting. A declaration of all interests is made on an annual basis.

A conflict of interest exists when it is likely that a member could be influenced by a personal or business interest. If a conflict of interest leads to partial decision making, it may constitute corrupt conduct. A Board member has a duty to declare any private interest that may impinge on a Board decision. The Board member must as soon as practicable disclose full and accurate details of the interest or issue to the Secretary for Registration. A Board member must disclose interests to the Board in corporations, partnerships or other businesses or organisations that may be relevant to the activities of the Board. A member's interests include those of an associate or close relative. A Member's Pecuniary Interest Declaration form should be used to disclose relevant interests.

The Board has a number of policies relating to disclosure and probity that the Board complies with, including the Related Party Transactions Policy, the Privacy Policy and the Authorised Buyers Application Policy.

Specific Conflicts of Interest

The Board is mindful of the perceived and real conflicts of interest presented by the structure of the Board, and has implemented structures and processes that ensure the integrity of Board decision-making and that protect commercial and confidential information of stakeholders. The Board comprises four nominated members and three elected members. Under Clause 10(a) of the Sole and Exclusive Export Agreement, Ricegrowers Limited (SunRice) agreed to appoint the elected members who consent to act and satisfy the relevant requirements as directors of Ricegrowers. This dual appointment to the Board and SunRice raises potential conflict of interest issues in dealing with matters brought before the Board. Board members who hold positions on both Boards must consider each issue raised at Board level for a possible conflict of interest and must declare that interest prior to discussion taking place, and/or recuse themselves from that portion of the meeting, if a lack of impartiality is likely.

To reduce the potential for conflicts of interest, the Authorised Buyer Licencing (ABL) Committee comprising the four nominated Board members, handles all matters that are confidential or commercially sensitive.

Nominated Board Members must not invest in shares in any company that holds a current Authorised Buyers Licence or the Sole and Exclusive Export Licence.

Official Information

Board members must not disclose official information acquired as a consequence of their membership, other than as required by law, or when the Member has been given proper authority to do so. Only the Chair, or in their absence the Deputy Chair, may speak externally on behalf of the Board.

Gifts and benefits

Board members should be aware that it is illegal to seek, offer or receive money or gifts in order to obtain a benefit or favour. Members must not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to an organisation or individual. Gifts of hospitality of nominal value may be accepted in limited circumstances where the member's position will not be compromised. All Board members are required to register all gifts and benefits received with the Board Secretary.

Gifts and benefits received by elected members in their position as a SunRice director must be included in the Register if the market value exceeds the nominal value. Travel, accommodation and expenses incurred in the course of undertaking SunRice directorship duties are not considered to be gifts or benefits. The nominal value of a gift or benefit is \$50AUD.

For more information please refer to the Gifts and Benefits Policy.

Lobbying

The NSW Government Lobbyist Code of Conduct regulates contact between registered lobbyists and Government representatives. Board members, as NSW government representatives, should be aware of the requirements of this Code of Conduct.

Discrimination and harassment

The Board supports the values of Multiculturalism and Equity as underpinning our operations. All Board members must not discriminate or harass colleagues or members of the public on the grounds of sex, marital status, race, colour, nationality, ethnic or national origin, ethno-religious identity, descent, age, disability, homosexuality, transsexuality, political conviction or carer's responsibilities. Such discrimination or harassment may constitute an offence under the Anti-Discrimination Act 1977.

Breaches and reporting

All reports of breaches must be fully investigated by the Board. Reports must protect the privacy of the person reporting the suspected breach. All Board members must keep reports of suspected breaches confidential.

All suspected breaches are to be referred to a member of the Governance, Nominations and Remuneration Committee for confidential investigation and for consideration, and the Committee will provide a recommendation to the Board. The Board member suspected of the breach must not be involved in the decision making but should be given the opportunity to explain their circumstances to the Committee and Board.

A member's appointment may be terminated prior to the expiry of their term, where they are found to have breached this Code of Conduct.

Disclosures concerning corrupt conduct should be made to the Independent Commission Against Corruption (ICAC). For conduct to be corrupt under the *Independent Commission Against Corruption Act 1988* definition it has to be serious enough to involve a criminal offence, a disciplinary offence or be grounds for dismissal. A report must be made to ICAC as soon as you have a reasonable suspicion that corrupt conduct may have occurred or be occurring. Matters must be reported to ICAC regardless of any duty of secrecy or other restriction on disclosure. It is important that reports to the ICAC be made without advising the person(s) to whom the report relates and without publicity.

Members may also report directly to the following investigative bodies:

- Disclosures concerning maladministration should be made to the NSW Ombudsman

Review

This Code of Conduct will be reviewed by the Governance, Nominations and Remuneration Committee at least annually and where necessary amended to reflect any changes in circumstances. The Code is to be endorsed by the Board. The attached declaration and undertaking must be signed by each Board member and submitted to the Secretary.

Further information

For further information concerning the Board's policies, please contact:

The Secretary, Rice Marketing Board for the State of New South Wales
PO Box 151 LEETON NSW 2705
Telephone: (02) 6953 3200
Facsimile (02) 6953 7684
E-mail: secretary@rmbnsw.org.au

Document Approval and Control

a. Version

| Reference | Details |
|---------------|--|
| File Name | Code of Conduct Policy 2018.3 |
| File location | RMB Policies/Code of Conduct Policy 2020-1 |
| Version | 2020-1 |
| Status | FINAL |

b. Revision History

| Version | Revision Date | Summary of Change | Author |
|---------|---------------|------------------------------------|------------|
| 2018.1 | 16/07/2018 | GN&R Committee edits | C Chiswell |
| 2018.2 | 17/7/18 | Probity advisor changes | C Chiswell |
| 2018.3 | 19/12/18 | Board edits | C Chiswell |
| 2020-1 | 1/7/20 | GN&R Committee review – no changes | C Chiswell |
| 2020-1 | 14/8/20 | Board edits | C Chiswell |

c. Document Approval

| Board/Committee Approval | Date |
|--------------------------|----------|
| V 2018-3 FINAL | 19/12/18 |
| V 2020-1 FINAL | 14/8/20 |

MEMBER'S CODE OF CONDUCT DECLARATION AND UNDERTAKING
RICE MARKETING BOARD FOR THE STATE OF NEW SOUTH WALES

I, _____ (full name)

give the following undertaking:

I agree to abide by the Board's Code of Conduct in carrying out my role as a member of the Rice Marketing Board for the State of New South Wales, subject only to any over-riding legal or fiduciary duties I may have. I accept that any breach of the Code of Conduct will be treated by the Board as a serious matter and may result in the Board members being asked to consider my removal as a Board member.

Dated:.....

Signature:.....