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Code of Conduct: Trustees

Purpose

This Code of Conduct outlines the values, principles and standards of behaviour expected of Trustees of the Historic Houses Trust of New South Wales (HHT) (the Trust) to ensure best practice and high standards of corporate governance.

Background

The *Historic Houses Act 1980* (HHT Act) established HHT to provide for the care, control and management of certain houses, and other buildings and places, of historic importance. Section 6 provides that the Trust shall be the governing body of HHT. The Trust is subject to relevant NSW Government guidelines and legislation, as well as the direction and control of the Minister for Environment and Heritage. The Code of Conduct has been developed with reference to the NSW Government Boards and Committees Guidelines (M2013-06), the Public Service Commission's Guidelines for Developing and Implementing a Code of Conduct and other relevant legislation and government policy.

Scope

This Code of Conduct applies to Trustees as well as any person that may be appointed from time to time to act in the place of a Trustee and members of Trust Committees.

Code of Conduct

1. Governance of HHT

The Trust is directly accountable to the Minister for Heritage. HHT reports to the Minister through the Office of Environment and Heritage (OEH). The Executive Director reports directly to both the Trust and the Chief Executive, OEH.

Trustees acknowledge that exercise of powers, authorities, duties and functions as conferred by the HHT Act is subject to the direction and control of the Minister.

Information about the appointment of Trustees, their respective duties and the proceedings of the Trust are set out in the companion document: HHT Board of Trustees Charter.

2. Compliance with laws and policy directives

Trustees are responsible for ensuring that HHT complies with the relevant legislation, particularly the *Historic Houses Act 1980* (the Act).

Trustees are also responsible for ensuring compliance with the Minister's directions, Department of Premier and Cabinet Memoranda and Circulars (for example the NSW Government Boards and Committees Guidelines), this Code of Conduct and other government policies.

3. Values and ethics

All those who work within the public sector, including Trustees, are expected to maintain standards of conduct, values (Integrity, Trust, Accountability, Service) and ethics that maintain public confidence and trust. The NSW Government Boards and Committees Guidelines, and Premier's Memorandum M2013-06 that announced the guidelines, define the standards of behaviour expected of members of the Trust. They also provide information and advice on ethical and other accountability issues of relevance to the NSW public sector.

HHT has a Code of Conduct which applies to staff and volunteers and provides a framework for those who work with or represent HHT, including Trustees. The Public Service Commission's ethical framework also informs HHT's management.

Key expectations of Trustees include the following.

3.1 Personal and professional behaviour

Trustees are expected to:

- perform their functions with integrity, impartiality, honesty, conscientiousness and loyalty to the public interest;
- exercise due care and diligence in fulfilling the functions and exercising the powers of a Trustee;
- not engage in conduct likely to bring discredit upon HHT or take improper advantage of their position as Trustees; and
- treat each other, HHT employees and others with whom they deal fairly and consistently, in a non-discriminatory manner and with proper respect, courtesy and sensitivity to their interests, rights, safety and welfare.

3.2 Demonstrate leadership

Trustees will:

- promote and support the application of NSW public sector values as embodied in the *Government Sector Employment Act 2013*;
- look for ways to improve the performance of the Trust and HHT and promote high standards of administration and governance.

3.3 Decision-making

Trustees will:

- use Trust meetings as the appropriate forum for discussion of all relevant issues, and
- bring an independent judgement to decisions, and seek to make decisions that are honest, fair, impartial, and timely, based on consideration of the relevant facts and supported by appropriate documentation.

4. Efficient and responsible financial management

Trustees are responsible for ensuring HHT operates within its financial resources, and that expenditure is managed efficiently and responsibly by HHT.

Trustees are also responsible for ensuring HHT meets its financial reporting obligations under relevant state legislation (including the *Public Finance and Audit Act 1983*) as well as a variety of other government policies and guidelines governing financial and asset management.

5. Confidentiality and public comment

The Executive Director or their nominated representative manages public comment on HHT activities on a day-to-day basis. On occasion, the Chairperson (Chair) may wish to make public comment about aspects of HHT's activities.

Trustees acknowledge that confidential information received in the course of the exercise of their duties remains the property of HHT and it is improper to disclose it, or allow it to be disclosed, unless that disclosure is required by law or authorised by the Trust.

Trustees should not make public comments on the Trust, its deliberations or the operations and business of HHT unless required by law or authorised by the Trust.

6. Gifts and benefits

Trustees should be aware that it is illegal to seek, offer or receive money or gifts in order to obtain a benefit or favour. They may not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or individuals. Any offers of gifts or benefits, even if they have been declined, should be declared to the Chair or the Executive Director.

7. Conflicts of interest and related party transactions

Trustees must make sure they do not allow personal interests, or the interests of any associated person or organisation, to conflict with the interests of HHT. For example a conflict of interest would exist in circumstances where a Trustee or one of their friends or relatives has a financial interest in a matter HHT deals with. A conflict may also arise if a Trustee is a member of an external board of an organisation whose interests may conflict with those of HHT.

These are indicative examples only and there may be other situations that can lead to a real or perceived conflict of interest. It is the responsibility of Trustees to avoid conflicts that could compromise the impartial performance of their role and to:

- disclose any direct or indirect pecuniary interest where there is a potential, actual or perceived conflict in relation to any matter to be considered by the Trust;
- remove themselves from deliberation and voting on a matter in which they have a direct or indirect pecuniary interest, and
- complete the Trustee Conflict of Interest Declaration Form on an annual basis and update it immediately if circumstances change.

8. Reporting suspected corrupt conduct & public interest disclosures (PID)

Corrupt conduct is the dishonest or partial exercise of public official functions. It may also involve the conduct of non-public officials which adversely affects the honest and impartial exercise of a public official's functions.

Trustees should:

- familiarise themselves with their rights and responsibilities under the *Independent Commission Against Corruption Act 1988* and the *Public Interest Disclosures Act 1994*, and
- report any instances of improper conduct, misconduct or corruption to the Executive Director or the Chair of the Board of Trustees (note that to be a public interest disclosure (PID), the report has to be made to HHT's Executive Director or the other persons nominated under HHT's PID policy to receive reports – see below.).

Trustees are also able to report directly to investigative bodies such as the Independent Commission against Corruption (ICAC), NSW Ombudsman or in the case of serious and substantial waste of public money, the NSW Auditor General.

The *Public Interest Disclosures Act 1994* provides protection to public officials who voluntarily report suspected corrupt conduct and there are obligations on Executive Director to report corrupt conduct to the Independent Commission Against Corruption (ICAC).

Further information is available from the NSW Ombudsman, ICAC or the NSW Auditor General.

HHT also has Corruption Prevention and Protected Disclosure policies that were last approved in December 2005 and are under review.

Roles and responsibilities

- Set out in HHT Board of Trustees Charter

Legislation

- *Annual Report (Statutory Bodies) Act 1984*
- *Government Sector Employment Act 2013*
- *Government Information (Public Access) Act 2009*
- *Government Sector Employment Act 2013* and the *Government Sector Employment Regulation 2014*
- *Heritage Act 1977*
- *Historic Houses Act 1980*
- *Independent Commission Against Corruption Act 1988*
- *Public Finance and Audit Act 1983*
- *Public Finance (Financial Arrangements) Act 1987*
- *Public Interest Disclosures Act 1994*

Related policies

- M2013-06 NSW Government Board and Committee Guidelines
- SLM Public Interest Disclosure Policy (in draft)

Other related documents

- Charter - HHT Board of Trustees
- Form - Trustee Conflict of Interest Declaration (under review)
- Charters of HHT Trust Committees:
 - Audit & Risk Committee
 - Commercial & Marketing Advisory Committee
 - Curatorial & Public Engagement Advisory Committee
 - Heritage & Collections Advisory Committee
- SLM Procedure – Public Interest Disclosures (in draft)
- NSW Auditor-General Better Practice Guide – Fraud Control Improvement Kit: Meeting your Fraud Control Obligations (2005) available at http://www.audit.nsw.gov.au/ArticleDocuments/138/156_Fraud_Control_Improvement.pdf.aspx?Embed=Y

Definitions

- *Executive Director* means the Executive Director of the Historic Houses Trust of New South Wales
- *HHT* means the NSW Statutory Authority Historic Houses Trust of New South Wales

Superseded documents

- CGG01 Board Charter – reviewed and amended by the Trust in March 2008

Revision history

Version	Date issued	Notes	By
CGGO1	2003-2008	CGG01 Board Charter was adopted on November 2003, reviewed in 2006 and reviewed and amended by the Trust in March 2008	Approved by Trust
1	5/08/2015	Charter was brought into the SLM Policy framework and updated to ensure it complied with 2013 guidelines.	Approved by Trust

Review date

- The next review date is by end December 2016; then annually thereafter.

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