

Yarra Plenty Regional Library Board Code of Conduct¹

This Code of Conduct was adopted by resolution of the Yarra Plenty Regional Library Service (YPRL) on 17 December 2020 and in accordance with Section 76c of the *Local Government Act 1989* (the Act).

1.0 Preliminary

YPRL is governed by a Board, comprising six Members who are appointed by member councils in accordance with the Act.

The role of the Board is to provide library service policy and planning on behalf of member councils. This includes:

- a) consideration of the diverse needs of the local community in decision making;
- b) providing leadership by establishing strategic objectives and monitoring their achievement; and
- c) maintaining the viability of YPRL by ensuring that resources are managed in a responsible and accountable manner
- d) advocate on behalf of YPRL to member Councils, community stakeholders and governments for the advancement of library services;

This Code of Conduct for Board Members sets out to strengthen the working relationships between Members. It recognises that the establishment of good working relationships between Members and with members of YPRL's staff is the basis for a solid and effective team, to represent the member council communities and provide leadership and guidance for the future of YPRL.

The Objectives, Role and Function of the Board are set out in the Library Agreement 2020-2025

2.0 Board Member Conduct

A Board Member must observe the Code of Conduct whenever he or she:

- a) engages in the business of YPRL;
- b) conducts the business of the office to which he or she has been appointed; or
- c) acts as a representative of YPRL.

2.1 Conduct Principles

Each Board Member has a responsibility to comply with the Primary Conduct Principles specified Sections 76b and 76ba of the Act.

The primary conduct principle requires the Board Member to:

- a) act with integrity;
- b) impartially exercise his or her responsibilities in the interests of the local community; and

1. Section 76C of the Local Government Act 1989 (the Act) requires each council to adopt a Code of Conduct for Councillors. Councils are required to review their Codes within 4 months after each general election of Councillors. These provisions also apply to Regional Library Corporations.

- c) not improperly seek to confer an advantage or disadvantage on any person.

The General Principles of conduct principles require Board Members to:

- a) avoid conflicts between his or her public duties as a Board Member and his or her personal interests and obligations;
- b) act honestly and avoid statements (whether oral or in writing) or actions that will or are likely to mislead or deceive a person;
- c) treat all persons with respect and have due regard to the opinions, beliefs, rights and responsibilities of other Board Members, YPRL staff and other persons;
- d) exercise reasonable care and diligence and submit himself or herself to the lawful scrutiny that is appropriate to his or her office;
- e) endeavour to ensure that public resources are used prudently and solely in the public interest;
- f) act lawfully and in accordance with the trust placed in him or her as an elected representative; and
- g) support and promote these principles by leadership and example and act in a way that secures and preserves public confidence in the office of Board Member.

2.2 Particular Conduct - Courtesy and Respect

Board Members will treat all people with courtesy and respect, recognising that there are legitimate differences in opinions, race, culture, religion, language, gender and abilities. This includes:

- a) Treating all members of the community with dignity and seeking to ensure that neither offence nor embarrassment are caused;
- b) Treating fellow Board Members with respect, even when disagreeing with their views or decisions;
- c) Adopting a professional approach at meetings, being punctual, prepared and attentive; and
- d) Acting with courtesy towards YPRL staff and avoiding intimidatory behaviour.

2.3 Particular Conduct - Integrity and Honesty

Board Members will always act with integrity and honesty and demonstrate high standards of professionalism by:

- a) Acting with integrity in all dealings with the community, with other Board Members and with YPRL staff;
- b) Always acting with impartiality and in the best interests of the community;
- c) Not acting in ways that may bring YPRL into disrespect or limit its ability to exercise good governance;
- d) Exercising reasonable care and diligence in performing their duties as Board Members; and
- e) Complying with all relevant laws, be they Federal, State or Local Laws.

2.4 Particular Conduct - Position of Trust

Board Members recognise that they hold a position of trust and will not misuse or derive undue benefit from their positions. Accordingly:

- a) Board Members will avoid conflicts of interest and comply with the relevant provisions of the Act and this Code of Conduct relating to conflicts of interest;
- b) Board Members will not exercise undue influence on other Board Members, YPRL staff or members of the public, library users, contractors or suppliers to gain or attempt to gain an unfair advantage for themselves;
- c) Board Members will not accept gifts in their roles as Board Members except;
 - Where the gift would generally be regarded as only having a token value,
 - Where refusal of the gift may cause offence or embarrassment, in which case the gift may be accepted on behalf of YPRL and becomes the property of YPRL.

YPRL, as part of its public transparency, will maintain a register of gifts received over the value of \$50.00 and the Chief Executive Officer should be advised of all such gifts so they can be recorded in the register.

2.5 Particular Conduct - Public Resources

Board Members will exercise appropriate prudence in the use of public resources. This includes:

- a) Maintaining appropriate separation between their personal property and public property in the care of YPRL;
- b) Not using public resources, including staff and equipment for personal purposes; and
- c) Ensuring that claims for out of pocket expenses are accurate and relate strictly to YPRL business.

2.6 Particular Conduct - YPRL Information

Board Members will treat YPRL information appropriately, by:

- a) Not using information gained by virtue of being a Board Member for any purpose other than to exercise their role as a Board Member;
- b) Respecting YPRL's policies in relation to public comments and communications with the media;
- c) Not releasing confidential information within the meaning of section 77 of the Act; and
- d) Recognising the requirements of the *Privacy and Data Protection Act 2014 (Vic)* regarding access to and the use of personal information.

2.6.1 Particular Conduct - Confidential Information

Information is confidential under section 77 of the Act if:

- a) the information was provided to the Board in relation to a matter considered in a meeting closed to members of the public, in accordance with section 89(2) the Act, and the Board has not passed a resolution that the information is not confidential; or

- b) the information has been designated as confidential information by a resolution of the Board which specifies the relevant grounds applying under section 89(2) of the Act and the Board has not passed a resolution that the information is not confidential.
- c) the information has been designated in writing as confidential information by the Chief Executive Officer specifying the ground or grounds applying and the Board has not passed a resolution that the information is not confidential.

2.6.2 Conflict of Interest Procedures

YPRL is committed to making all decisions impartially and in the best interests of the whole community. Board Members recognise the importance of fully observing the requirements of The Act in regard to the disclosure of conflicts of interest and will comply with requirements of The Act in regard to conflicts of interest.

Board members are to notify, as soon as possible, the Board Chair, if they are unable to vote on a matter because of a conflict of interest.

2.7 Relations with YPRL Staff

In interactions with Corporation staff there must have mutual respect and understanding between Board Members and Corporation staff in relation to their respective roles functions and responsibilities. To that end:

- The Chief Executive Officer is responsible for appointing, directing or terminating YPRL staff. Board Members must respect this accountability to the Chief Executive Officer.
- Where they have concerns that a member of YPRL's staff has acted contrary to a formal YPRL policy or decision they will advise the Chief Executive Officer of their concerns. Board Members are not in a position to instruct, direct or admonish staff on any matters pertaining to the performance of their duties.
- Similarly Board Members must respect that reports are written by staff based on their professional knowledge and skills and while one may not always agree with the report, Board Members cannot direct or influence the staff member to change the report.
- Board Members will direct all communication or enquiries regarding the Corporation to the CEO in the first instance

2.8 Other Matters

Board Members who are aware of, or have good reasons to suspect fraud, corrupt, criminal or unethical conduct (by a Board Member, Officer or Library user) will report it immediately to the Chairperson or Chief Executive Officer.

YPRL is committed to the aims and objectives of the *Public Interest Disclosures Act 2012*. It does not tolerate improper conduct by its Board Members or staff; nor the taking of reprisals against those who come forward to disclose such conduct.

3.0 Dispute Resolution

While Board Members recognise that debate can be lively within the context of a Board or other meetings every effort will be made to ensure that the Code of Conduct, particularly as it relates to the manner in which Board Members deal with each other, is followed.

It is recognised that at times there may be disputes or grievances between Board Members. Sometimes these disputes give rise to the need for further resolution outside the arena of the Board Room. In that event the following procedure will be followed.

Before commencing any formal dispute resolution process, the Board Members who are parties to a dispute are expected to use their best endeavours to resolve the matter in a courteous and respectful manner between themselves. Where, after these endeavours have been exhausted, the matter still remains unresolved, the parties may resort to any or all of YPRL's three phase dispute resolution process.

YPRL's three phase dispute resolution process involves:

1. direct negotiation between the parties in dispute, with the Chairperson in attendance to provide guidance;
2. external mediation by an independent mediator engaged by the Chief Executive Officer; and
3. hearing before an independent arbiter.

Phase 1 - Direct Negotiation

Where Board Members who are in dispute have not been able to resolve the dispute between them, either (or both) party (parties) may request the Chairperson to convene a meeting of the parties.

A dispute referred for direct negotiation may relate to:

1. an interpersonal conflict between Board Members where the conflict is or is likely to affect the operations of YPRL; or
2. an alleged contravention of this Code of Conduct.

The party requesting the direct negotiation meeting is to provide the Chairperson with the name of the other Board Member and the details of the dispute in writing. The written request is to indicate that it is for a 'direct negotiation' dispute resolution process. Where the request relates to an alleged contravention of this Code of Conduct, the request must:

1. specify the name of the Board Member alleged to have contravened the Code;
2. specify the provision(s) of the Code that is alleged to have been contravened;
3. include evidence in support of the allegation;
4. name the Board Member appointed to be their representative where the request is made by a group of Board Members; and
5. be signed and dated by the requester or the requester's representative.

The requestor is to notify the other party of the request and provide him or her with a copy of the written request either at the same time as it is provided to the Chairperson or as soon as practicable thereafter.

The Chairperson is to ascertain whether or not the other party is prepared to attend a 'direct negotiation' meeting.

If the other party is not prepared to attend a meeting, the Chairperson is to advise the requestor forthwith. No further action is required of the Chairperson.

If the other party declines to participate in a meeting, this does not constitute a contravention of this Code of Conduct.

If the other party consents to a meeting, the Chairperson is to convene a meeting of the parties at the earliest available opportunity. Unless one or both parties are unavailable, this should be within 5 working days of receiving the consent of the other party.

The Chairperson may present the parties with guidelines, in advance of the meeting or at the meeting, to help facilitate the meeting.

The role of the Chairperson at the meeting is to provide guidance to Board Members about what is expected of a Board Member including in relation to the role of a Board Member and the observation of the Councillor Conduct Principles (as applicable to Board Members in their capacities as Board Members) and this Code of Conduct.

The Chairperson is to document any agreement reached at the meeting. Copies of the agreement are to be provided to both parties. Where one party does not comply with the agreement, the other party has recourse to external mediation or the internal resolution procedure where the matter relates to an alleged contravention of this Code of Conduct.

If the parties cannot resolve the dispute at the meeting, a further meeting may be convened with the consent of both parties. Where the dispute remains unresolved, either or both of the parties have recourse to external mediation or the internal resolution procedure where the matter relates to an alleged contravention of this Code of Conduct.

Where the Chairperson is a party to the dispute, the request is to be made to the Deputy Chairperson (if any) or the immediate past Chairperson. The Deputy Chairperson or the immediate past Chairperson will perform the functions ascribed to the Chairperson.

Phase 2 - External Mediation

A Board Member or a group of Board Members may make an application for a dispute to be referred for external mediation whether or not the dispute has been the subject of an application for 'direct negotiation'.

An application made for a dispute to be referred for external mediation may relate to:

1. an interpersonal conflict between Board Members where the conflict is or is likely to affect the operations of YPRL; or
2. an alleged contravention of this Code of Conduct.

The applicant is to submit a written application to the Chief Executive Officer setting out the name of the Board Member and the details of the dispute. The application is to indicate that the application is for an 'external mediation'. Where the application relates to an alleged contravention of this Code of Conduct, the application must:

1. specify the name of the Board Member alleged to have contravened the Code;
2. specify the provision(s) of the Code that is alleged to have been contravened;

3. include evidence in support of the allegation;
4. name the Board Member appointed to be their representative where the application is made by a group of Board Members; and
5. be signed and dated by the applicant or the applicant's representative.

The applicant is to notify the other party of the request and provide him or her with a copy of the application either at the same time that it is submitted to the Chief Executive Officer or as soon as practical thereafter.

The Chief Executive Officer is to ascertain (in writing) whether or not the other party is prepared to attend an external mediation. If the other party declines to participate in an external mediation, he or she is to provide their reasons for doing so in writing to the Chief Executive Officer.

When the other party declines to participate in an external mediation, this does not constitute a contravention of this Code of Conduct.

If the other party agrees to participate in an external mediation, the Chief Executive Officer is to advise the applicant and the Chairperson forthwith.

The Chief Executive Officer is to engage the services of an external mediator to conduct the mediation at the earliest practicable opportunity.

The mediator is to document any agreement reached at the meeting. Copies of the agreement are to be provided to both parties. Where one party does not comply with the agreement, the other party has recourse to the internal resolution procedure where the matter relates to an alleged contravention of this Code of Conduct.

If the parties cannot resolve the dispute at the meeting, a further meeting may be convened with the consent of both parties. Where the dispute remains unresolved, the applicant still has recourse to the following internal resolution procedure where the matter relates to an alleged contravention of this Code of Conduct.

Phase 3 – Procedure Involving Arbitrator

A Board Member or a group of Board Members may make an application alleging that a Board Member has contravened this Code of Conduct. The application must:

1. specify the name of the Board Member alleged to have contravened the Code;
2. specify the provision(s) of the Code that is alleged to have been contravened;
3. include evidence in support of the allegation;
4. name the Board Member appointed to be their representative where the application is made by a group of Board Members; and
5. be signed and dated by the applicant or the applicant's representative.

The application must be submitted to the Chief Executive Officer.

An applicant may withdraw an application for an internal resolution procedure. Once an application has been withdrawn, the same or a similar application relating to the same instance in relation to the respondent Board Member cannot be resubmitted by the applicant.

On receiving an application, the Chief Executive Officer will:

- a) advise the Chairperson of the application without undue delay;
- b) provide a copy of the application to the Board Member who is the subject of the allegation at the earliest practical opportunity but not later than two working days from receipt of the application;
- c) identify an arbiter to hear the application;
- d) obtain from the arbiter written advice that they have no conflict of interest in relation to the Board Members involved;
- e) notify the parties of the name of the proposed arbiter and provide them with the opportunity (2 working days) to object to the person proposed to be the arbiter;
- f) consider the grounds of any objection and appoint the proposed arbiter or identify another arbiter;
- g) provide a copy of the application to the arbiter as soon as practicable after the opportunity for the parties to object to an arbiter has expired;
- h) after consultation with the arbiter, advise the applicant and the respondent of the time and place for the hearing; and
- i) attend the hearing(s) and assist the arbiter in the administration of the process.

In identifying an arbiter to hear the application, the Chief Executive Officer must select an arbiter who is suitably independent and able to carry out the role of arbiter fairly.

The role of the arbiter is to:

- i) consider applications alleging a contravention of this Code of Conduct by a Board Member;
- ii) make findings in relation to any application alleging a contravention of this Code of Conduct which the arbiter must give to YPRL;
- iii) give a written statement of reasons supporting the findings to the parties at the same time as it gives its findings to YPRL; and
- iv) recommend an appropriate sanction or sanctions where the arbiter has found that a Board Member has contravened this Code of Conduct.

In considering an application alleging a contravention of this Code of Conduct, an arbiter will:

1. in consultation with the Chief Executive Officer, fix a time and place to hear the application;
2. authorise the Chief Executive Officer to formally notify the applicant and the respondent of the time and place of the hearing;
3. hold as many meetings as he or she considers necessary to properly consider the application. The arbiter may hold a directions hearing;
4. have discretion to conduct the hearings as he or she deems fit while ensuring that the hearings are conducted with as little formality and technicality as due and proper consideration of the application allows;
5. ensure that the parties to and affected by an application are given an opportunity to be heard by the arbiter;

6. consider an application by a respondent to have legal representation at the hearing to ensure that the hearing is conducted fairly and may, in his or her absolute discretion, grant the application or deny the application;
7. ensure that the rules of natural justice are observed and applied in the hearing of the application; and
8. ensure that the hearings are closed to the public.

Where an application to have legal representation is granted by an arbiter, the costs of the respondent's legal representation are to be borne by the respondent in their entirety.

An arbiter:

- a) may find that a Board Member who is a respondent to an internal resolution procedure application has not contravened the Code; or
- b) may find that a Board Member who is a respondent to an internal resolution procedure has contravened the Code; and
- c) will suspend consideration of an internal resolution procedure during the election period for a general election.

The arbiter is to give a copy of his or her findings and the statement of reasons to YPRL, the applicant and the respondent. At the same time, the arbiter provides the findings and statement of reasons, he or she will, where a Board Member has been found to have contravened the Code, recommend an appropriate sanction or sanctions for the contravention for consideration by YPRL.

A copy of the arbiter's findings, statement of reasons and any recommended sanctions is to be submitted to the next meeting of the Board for its consideration. If an arbiter has found that a contravention of the Code has occurred, the Board may, after considering the arbiter's findings, statement of reasons and recommendation on sanctions, give any or all of the following written directions to the Board Member:

1. direct the Board Member to make an apology in a form or manner specified by the Board; and/or
2. reprimand the Board Member.

An application cannot be made for this phase of the internal resolution procedure during the Council election period for a general election. Any internal resolution procedure that is in progress is to be suspended during the election period for a general election.

If the respondent to an application for an internal resolution procedure is not returned to office as a Councillor or is returned but is not nominated or appointed as a Board Member following the election, the application lapses. If the respondent is returned to office in the election and is again nominated or appointed as a Board Member, the application may resume if:

1. the application was made by the Board and the Board so resolves; or
2. the application was made by a group of Board Members and any one (or more) of those Board Members who has been returned to office and has once more become a Board Member wishes to proceed with the application; or

3. the applicant (individual Board Member) is returned to office and has again been nominated or appointed to the Board, and wishes to proceed with the application.

Declaration by Board Member

I declare that I will abide by this Code of Conduct:

Board Member's Name	Board Member's Signature	Date of Declaration	Chief Executive Officer Signature as Witness to Declaration	Date on which Chief Executive Officer witnessed:
Cr. Banyule City Council				
Cr. Banyule City Council				
Banyule City Council				
Cr. Nillumbik Shire Council				
Cr. Nillumbik Shire Council				
Nillumbik Shire Council				
City of Whittlesea				
City of Whittlesea				
City of Whittlesea				