

Director nominations

Information pack



Collaborate Innovate Impact

Thank you for your interest in becoming a Board Director of Water Research Australia Limited (WaterRA).

Please read the paragraph below carefully to confirm eligibility to nominate as a Director of the WaterRA Board.

The WaterRA Constitution states that only Industry Members and Research Members can nominate for a position on the WaterRA Board. Utility positions can only be filled by Industry Members employed by a utility. Nominations cannot be processed from Member Organisations with outstanding fees.

- A Member from the same category as the Nominee is required to endorse the nomination, and another Member from that same category is required to second the nomination. For example, a Research Nominee must be endorsed and seconded by Research Members.

This information pack provides important information and documents attached to inform persons nominating for a position on the WaterRA Board including:

- Role of the WaterRA Board and WaterRA Board Charter
- Role of an Individual Director and position description
- WaterRA Integrity Policy
- Current policy register

You can also find more information about WaterRA, including our corporate publications and annual report, through our website www.waterra.com.au

If you have any further questions please contact Michelle Pfitzner, Business Manager & Company Secretary by email michelle.pfitzner@waterra.com.au or governance@waterra.com.au

Role of the WaterRA Board

Our Board of Directors is a collegial group of water professionals all working as a team towards shared goals for the betterment of members, the organisation and the sector. An integral part of our BIG Team, our Board is heavily invested and involved in the successful operation of the organisation. This responsibility is not taken lightly and is highly rewarding for all Board Directors, both past and present.

The Board is responsible to the Members for the overall governance and performance of WaterRA as well as satisfying other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The Board seeks to discharge those responsibilities in a number of ways.

The responsibility for the operation and administration of WaterRA is delegated by the Board to the Chief Executive Officer. The Board ensures the Chief Executive Officer is appropriately qualified and experienced to perform the duties and has in place a process to assess the performance of the Chief Executive Officer.

The Board responsibilities include:

- Providing strategic direction to WaterRA by constructive engagement in the development, execution and modification of WaterRA strategy;
- Appointing and removing the Chief Executive Officer;
- Monitoring the Chief Executive Officer's performance and implementation of the Board approved strategies;
- Approving the Chief Executive Officer's remuneration;
- Assessing performance against Board approved strategies and budgets;
- Overseeing the management of WaterRA business;
- Overseeing appropriate controls, systems and procedures within WaterRA to manage the risks of the business and compliance with all regulatory requirements including, without limitation, work health and safety issues;
- Reviewing matters of general corporate governance;
- Ratifying the appointment and, where appropriate, the removal of the Company Secretary;
- Approving policies governing the operations of WaterRA;
- Approving and monitoring material financial and other reporting; and
- Setting delegated authority limits.

Role of an Individual Director

Without limiting the role of the Board, the functions and responsibilities of a Director of WaterRA will be in accordance with WaterRA governance policies, ethics and principles (including the WaterRA Board Charter) and will cover:

- Providing overall strategic direction of WaterRA;
- Determining all policies governing the operations of WaterRA, particularly those relating to risk management;
- Complying with the provisions of the Corporations Act and ACNC Act and any other regulatory requirements;
- Reviewing and providing feedback on the performance of the Chief Executive Officer;
- Establishing and determining Terms of Reference for Board Committees including the Risk & Audit Committee and Human Resources Committee;
- Establishing and determining Terms of Reference for Board Strategic Advisory Committee;
- Approving the Strategic and Business Plan;
- Approving the annual financial budget and reforecast budget;
- Contribute proactively at Board meetings;
- Ensure that a Director skill set is maintained in order to proactively fulfil the responsibilities of a Director of WaterRA;
- Be frank and open in all discussion at the Board whilst respecting the opinions of other Board members;
- Contribute to the consensus decision making process; and
- Actively participate in committee work and be available to represent and promote WaterRA.

Please note the following forms will need to be completed once Directors are elected on the WaterRA Board:

- WaterRA Consent to Act as Director, including Register of Interests;
- WaterRA Confidentiality Agreement; and
- WaterRA Personal Details.

Board Charter

Version	8.1	Approved by:	WaterRA Board of Directors
Effective Date:	7 April 2022	Administered by:	Chair of the Board
Review Date:	7 April 2023		

1. Purpose

The purpose of this Board Charter (Charter) is to set out the role and principles for operation of the Board of directors (Board) of Water Research Australia Limited (WaterRA) and its relationship to its committees.

2. Role and Responsibilities of the Board

Water Research Australia's Constitution provides further rules regarding the Board of Directors. Their Authority is also subject to relevant legislation, and delegations according to the agreed delegations matrix.

2.1. The Board is accountable to its members for the performance of Water Research Australia and is responsible to oversee the conduct and affairs of WaterRA consistent with its constitution.

2.2. The Board

- a. Sets, reviews and approves corporate strategies, the annual budget and financial plans;
- b. oversees and monitors organisational performance and the achievement of WaterRA's strategic goals and objectives;
- c. monitors financial performance and liaison with WaterRA's external auditor;
- d. appoints and assesses the performance of the Chief Executive Officer (CEO), and oversees succession plans for the CEO and the Board;
- e. oversees the effectiveness of management processes in place and approves major corporate initiatives;
- f. enhances and protects the brand and reputation of WaterRA;
- g. sets risk appetite, reviews and oversees systems of risk management and internal control and regulatory compliance;
- h. oversees the processes for identifying significant risks facing WaterRA and that appropriate and adequate control, monitoring and reporting mechanisms are in place;
- i. monitors the culture of WaterRA and leads by example; and
- j. reports to and communicates with members.

2.3. The role of individual directors

Directors have fiduciary and other duties under both statute and common law which are summarised as the duties to:

- a. Loyalty and good faith
 - i. To act in good faith and the best interests of WaterRA as a whole
 - ii. Act for proper purpose – including not to improperly use position or information to gain advantage
 - iii. Avoid or manage conflict of interest
- b. Exercise care and diligence
 - i. As would be reasonably expected of a Director in that situation
- c. Specific statutory duties – such as the duty to prevent insolvent trading

- 2.3.1. Each director should be able to demonstrate that they are:
 - a. familiar with the fundamentals of the organisation
 - b. informed and making appropriate enquiries
 - c. Monitoring the organisation's affairs and policies
 - d. Have a reasonably informed opinion of the organisation's financial capacity and solvency
- 2.3.2. Individual Board Members are expected to serve on at least one sub-committee and sponsor a strategic initiative of the Board. As the sponsor of a strategic initiative, a Board member may be asked to:
 - a. contribute their expertise; provide advice;
 - b. support and/or mentor the initiative Lead;
 - c. assist in removing roadblocks to progress;
 - d. champion and promote the initiative within their own and other member organisations; and/or
 - e. review project plans and project outputs.

The nature and time commitment as Sponsor is to be determined between the initiative Lead and Board member at the start of the initiative.

- 2.3.3. New Directors will receive appropriate induction, led by the Chair, and the Board and Directors will undergo annual performance reviews. Appropriate improvement plans will be developed and monitored.

- 2.3.4. A formal review of Chair and Independent Director performance shall be facilitated by the HRC in the final year of their tenure if they are seeking reappointment.

3. Board Composition and Governance

- 3.1. The number, type, and term of directors is established by the WaterRA Constitution. The Constitution also specifies broad essential knowledge and skills criteria that prospective directors must satisfy.
- 3.2. The Board, in consultation with the relevant Board Committee, determines a Board Skills Matrix appropriate to the strategy and will review the skills represented by directors.
 - a. The Board will use succession planning and Independent Board Member appointments to achieve the right skills and a progressive and orderly renewal of its Board membership according to the Board Skills Matrix.
 - b. A review of directors' independence is undertaken by:
 - i. tabling of individual director interests at each and every Board meeting; and
 - ii. maintaining a Directors' Interests document that is updated at least annually
- 3.3. Individual Board Members are expected to:
 - a. play an active role in engagement with members of WaterRA, particularly at Members' meetings and other events; and
 - b. support the attraction of suitable candidates to nominate to fill vacancies on the Board. However, they must not lobby for any candidates once nominated.
- 3.4. The Independent Chair holds the same formal role and responsibilities as other directors, and in addition will:
 - a. Adopt a leadership role of the conduct of the Board – with the Board setting the 'tone-from-the-top' regarding values and culture;
 - b. Manage the Board in the discharge of its duties, responsibilities, governance obligations and effective meetings;
 - c. Facilitate the effective contribution of all Directors;
 - d. Engage and communicate effectively with members and stakeholders; and
 - e. When agreed with the CEO, act as a spokesperson for WaterRA.
- 3.5. The Deputy Chair will be responsible for:
 - a. Performing the role and functions of the Chair in the absence of the Chair for any reason.
 - b. Being available to facilitate the following matters as appropriate and required:

- i. approvals and actions required to be performed by the Chair where the Chair actually (or potentially) may be compromised due to personal or other conflict of interest either declared or undeclared
- ii. at the request of the Chair, support the Chair in the performance of the role and function of the Chair.

This position cannot be held by an Independent Director and will ideally be a Director with at least one year's experience on the WaterRA Board.

- 3.6. The CEO is responsible to the Board for the general administration & management, planning and leadership of WaterRA in accordance with the Boards requirements, their Position Description, and Delegations Manual.

The CEO will:

- a. Advise the Board on a regular basis about the operational and financial performance of WaterRA;
 - b. Immediately advise the Board of any material matter likely to seriously impact WaterRA;
 - c. Ensure a collaborative interaction with the Board in setting the vision, objectives, strategies and risk appetite of the WaterRA
 - d. Conduct day-to-day business in accordance with the Constitution, relevant legislation, and relevant policies set by the Board.
- 3.7. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The company secretary is responsible for:
- a. maintaining statutory registers and lodgements;
 - b. developing agenda in conjunction with the Chair, CEO and relevant Managers;
 - c. ensuring the Board and/or Committee papers are available in a timely way with appropriate level of information for decision making;
 - d. recording, maintaining and distributing minutes of the Board meeting.

4. Board Meetings

- 4.1. The Board will meet a minimum of 4 (four) times each calendar year and the meetings may be held using any technology consented to by all of the Directors.
- 4.2. A portion of each Board meeting may be held in-camera (without the presence of the CEO or other staff members) with any decisions made recorded in a separate set of in-camera Minutes administered by the Chair or their delegate.
- 4.3. Directors shall ordinarily receive Board papers and related material not later than seven (7) days prior to a Board Meeting. The Chair and the CEO will ensure the availability and, if necessary, the attendance (either in person or through the use of appropriate technology) at the relevant meeting, of any staff member responsible for a matter included as an agenda item at the relevant meeting.
- 4.4. Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Through the CEO or the Company Secretary, any Director has the authority to seek any information he/she requires from any employee of WaterRA and all employees must comply with such requests. Any significant issues are to be communicated to the Chair, CEO, and Company Secretary within a reasonable timeframe.
- 4.5. Urgent matters that cannot wait until the next Board meeting can be dealt with by a Circulating Resolution. Circulating Resolutions must be approved by all Directors entitled to vote on the resolution. Directors may record their approval of Circulating Resolution by email. Outcomes of the Circulating Resolution will be ratified in the business of the next formal Board meeting and will be entered in the Board minutes of the following meeting.

5. Relationship with Governance Groups

The Board can establish Board or Advisory Committees as it sees fit from time to time, to assist and advise the Board on specific matters set out in the charters of those Committees.

- 5.1. The Board may establish and maintain Board Sub Committees that provide advice to the Board in relation to:
 - a. Financial reporting and management, risk management, compliance and external audit; and
 - b. Work Health & Safety, HR (including CEO selection and appointment), Board evaluation, and evaluation and compensation of the Chair and Independent Board members.
- 5.1.1. The Chair of each Board Committee will be a current Director of the Board. The Independent Chair and the CEO should not be members of Board Committees and may be invited to attend meetings of the Sub Committees as observers.
- 5.2. The Board may also establish and maintain an advisory Committee to provide expert, balanced, and timely advice (depth of role) to board and management of WaterRA on a wide range of urban, regional and remote water and related issues that have strategic implications for WaterRA's ability to harness the value of research (breadth of role).
 - 5.2.1. The Chair of an Advisory Committee shall be a current Director of the Board or, subject to ratification by the Board, a non-Board member or non-member can be appointed as Chair. The Independent Chair, Independent Directors and the CEO can attend meetings of the Advisory Committee as observers.
- 5.3. The Board shall determine the Terms of Reference, membership, and composition of standing or ad-hoc committees, and shall in reviewing effectiveness of governance from time to time consider the need for additional standing committees. These committees are designed to consider specific matters and make recommendations to the Board. However, it is not intended that these committees restrict the ability of the Board to make an independent assessment of the recommendations, having regard to the Board's knowledge of WaterRA and the complexity of its structures and operations. The Board will consider the materials and recommendations presented to them and bring their own mind to bear on the issue using the skill and judgment they possess.
- 5.4. The Board may request copies of any committee papers, minutes, or agenda in respect of any committee and all Non-Executive Directors may attend meetings of committees of which they are not members. Board Committees will be advisory only and resolutions of those committees will not bind the Board.

6. Review

- 6.1. The Board will review this Charter annually to keep it up to date and consistent with the Board's objectives and responsibilities.
- 6.2. Amendments to the Charter, other than updates for branding or position titles, are to be approved by the Board.

7. Engagement and Communication – External and Public

- 7.1. The Board will play an active role in engagement with members of WaterRA at Members' meetings and other events.
- 7.2. The Chair and the CEO will act as the primary spokespersons for WaterRA and the Board in accordance with this Charter, who may delegate authority to Board Committee Chairs, designated staff members and recognized expert from the Membership to comment on particular matters.

8. Director Independence and Advice

- 8.1. Except as otherwise required by law, all Directors are entitled to be heard at all meetings of the Board. Directors should bring an independent and informed judgment to bear in decision-making. If a Director requires additional information or advice in relation to a matter being considered by the Board, then the Director should raise that with the Chair, CEO and/or Company Secretary prior to the meeting or where appropriate with the whole Board.
- 8.2. Noting that WaterRA is a Member organisation, and that all Directors other than the Chair and Independent Director are employees of Member organisations, the need for all Directors, the Chair, the CEO and the Company Secretary to be aware of the need to declare conflicts of interest is paramount. Declared conflicts will be noted in the minutes of all Board meetings. Conflicts of interest will be managed in accordance with the Conflicts of Interest Policy.
- 8.3. With the prior approval of the Chair not to be unreasonably withheld, and after notifying the Board, Directors are entitled to reimbursement for the reasonable costs of any independent advice obtained in respect of their office. If requested by Members, the Board will initiate an independent review.

9. Charter Approval History

This Charter replaces the following document: WaterRA Board Charter V7.

Approved



Mark Gobbie
Chair WaterRA Board

Date: 7 April 2022

Position Description | Board Director

Position	Board Director (Independent or Member-elected)		
Responsible to	WaterRA Board Chair	Date	6 September 2021

Prime objective of role

The Board Director (Independent or Member-elected) is directly responsible to the WaterRA Board Chair as specified in the WaterRA Constitution. The Director is aware of and fulfils governance responsibilities and complies with applicable laws, to conduct Board business effectively and efficiently.

Key accountabilities

The Director is accountable for their performance in the following key areas:

1. Ensure the integrity and effectiveness of the Board’s governance and processes.
2. Serve as an important member of the Non-Executive Director group.
3. Assist the development and implementation of Corporate strategy to grow the organisation.
4. Attend all meetings of the Board, Members Meetings and the Annual General Meeting.

Duties and Responsibilities

1. Board Governance

- Assist the Board perform a governance role that respects and understands the separation of Board and Management duties.
- Work with the Board to adopt an annual work plan that is consistent with the organisation’s vision, mission and strategic directions.
- Assist in Board succession by ensuring there are processes in place to recruit, select and train Directors with skills, experience, background and personal qualities required for effective Board governance.
- Contribute general governance knowledge (around issues such as financials, risk, audit and compliance).
- Maintain oversight and awareness of WaterRA’s financial performance and outlook.

2. Strategic Planning

- Contribute to strategic planning processes that establish the strategic direction of WaterRA.
- Review and assist in the development of the strategic plan.
- Support the CEO in the practical implementation of the strategic plan and measurement of performance.

3. Performance and Commitment

- Monitor WaterRA’s progress and achievement of its strategic priorities.
- Keep informed about Board and Committee matters, prepare well for meetings, review and comment on minutes and reports.
- Participate in the Board’s annual evaluation processes.

- Participate in the review of the performance of the CEO.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time particularly as they relate to business growth strategies.
- Attend Board (bi-monthly), Member (occasional) and Annual General Meetings held at various locations within Australia or via tele/video conference and other meetings / workshops as required from time to time.

4. Reputation

- Support the Board in the management of relationships with external stakeholders.
- Build and enhance WaterRA's public image and represent the company's perspective through interpretation of, and advocacy for its products and services.

5. Term

- A member-elected Director will serve on the WaterRA Board for a three-year term. A retiring Director is eligible to re-nominate at the end of their term, but may not hold office for more than nine (9) years in aggregate.
- An Independent Director's term will expire after three years unless they are re-appointed by the Board.

6. Other Responsibilities

- Fulfil the powers and duties from time to time, as prescribed by the Board to the Director.
- Perform all duties as a Director, as detailed in the Corporations Act and requirements of the ACNC Act.

Performance Evaluation

The Director performance will be reviewed by the WaterRA Board Chair on a regular basis, and at least once annually.

Essential Experience in at least one of the following:

- Director (independent director)

Desirable Experience and Qualifications

- Director experience for a not-for-profit company, preferably with GAICD qualification
- Experience in the water industry (member-elected director)
- Experience in a research environment (member-elected director)
- Research, education and training for the water industry
- Distance education/online learning
- Legal
- Accounting/finance
- Digitalisation/IT
- Knowledge transfer and delivering value



Policy title	Integrity Policy	Policy Number	COR POL N3
Version	1.0		
Effective date	28 October 2020	Approved by	WaterRA Board
Review date	28 October 2022	Administered by	Chief Executive Officer

Purpose

WaterRA is committed to conducting business in accordance with the highest ethical standards. Staff are expected to exercise a high level of integrity, ethics and objectivity in their business dealings and ensure WaterRA’s interests are upheld by the professional and efficient performance of individual duties.

Scope

This policy applies to all WaterRA employees, WaterRA Board members, suppliers, employees of member organisations, volunteers, students and contractors while representing WaterRA.

It covers all circumstances including meetings, workshops, external training activities, work functions, travel and conferences while representatives of WaterRA.

Definitions

- Conflict of interest** A situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity. A conflict may be actual, perceived or a potential conflict and it may be pecuniary or non-pecuniary. Examples of conflicts of interest include, but are not limited to:
- Purchasing goods or services supplied by the family business of a worker, or family company, relative or close friend
 - Participating in a tender for goods or services where a relative or friend will be submitting a bid
 - Directly negotiating for a friend or relative for them to provide goods or services to WaterRA for payment
 - Involvement in selection of a relative or friend as an employee or student
 - Sale of WaterRA asset to a worker without an equitable process
 - Worker voting on a decision which directly affects their private interests
 - Worker knowing WaterRA confidential information that could impact private interests.
- Discrimination** Discrimination means treating someone unfairly or unfavourably because of a personal characteristic such as their sex or race or age. Discrimination can also be setting a requirement that people with a particular characteristic cannot meet and which is not reasonable.
- Grievance** A cause for complaint, especially unfair treatment. There are two types of work-related grievances, those involving:
- behaviour which does not contravene any laws or legislation, such as interpersonal conflicts, personal issues or work practices
 - potentially unlawful behaviour which, depending upon its nature, may be covered by legislation that will determine how these grievances are handled.



Investigation	A systematic inquiry into an incident and/or study of the facts in order to gather evidence or proof.
Personal information	Information which does or is capable of identifying an individual. Types of personal information are defined in the Privacy Act 1988 (Commonwealth) and Australian Privacy Principle guidelines. The types of personal information that are recorded by WaterRA may vary based on applicable law and the nature of the employee's role. See also: Sensitive personal information.
Protected attribute	Under the Fair Work Act 2009 (Commonwealth), include race, colour, sex, sexual orientation, age, physical or mental disability, marital status, family or carer's responsibilities, pregnancy, religion, political opinion, national extraction, social origin.
Sensitive personal information	Personal information which can determine or infer an individual's racial or ethnic origin, political opinions, religious beliefs or other beliefs of a similar nature, membership of a trade union, physical or mental health or condition, sexual life, or judicial data (including information concerning the commission or alleged commission of a criminal offence).
Social media	Online media that allows for interaction and/or participation. Examples include: <ul style="list-style-type: none">• Social networking and micro-blogging sites like Facebook, Twitter, and LinkedIn• Video and photo sharing sites like You Tube and Flickr• Online forums and discussion blogs, including comments on online news articles.
Student	A person who is enrolled at a university or other place of higher education and is either a n applicant for, or recipient of a WaterRA Postgraduate Scholarship, tenable at the University.
Volunteer	A person who voluntarily undertakes or expresses a willingness to undertake a service or duties for WaterRA.

Policy

1 Personal Information

1.1 WaterRA uses personal information concerning employees in order to:

- evaluate applications for employment
- manage all aspects of an employee's employment relationship
- develop resourcing and succession plans
- maintain sickness records and WHS programmes
- protect the safety and security of WaterRA staff and property (including access to and monitoring activity in secured premises and activity using WaterRA computers, communications and other resources)
- investigate and respond to claims against WaterRA and its employees
- administer termination of employment and provide and maintain references
- maintain emergency contact and beneficiary details (which involves WaterRA holding information on those nominated in this respect)
- comply with applicable laws (e.g. health and safety), including judicial or administrative orders regarding individual employees (e.g. child support payments).

1.2 In order to carry out the purposes outlined above, to the minimum extent that it is necessary, information may be disclosed to line managers and other appropriate persons within WaterRA.



- 1.3** If a stakeholder has any questions about this Policy, or any concerns or complaints with regard to the administration of the Policy, or wishes to submit a request for access to the personal information that WaterRA maintains, they may contact:
- their line manager (for current employees); and
 - the CEO or delegate (for any other stakeholder).

2 Confidentiality and privacy

- 2.1** WaterRA employees are required to use information only for the purpose for which it was gathered. Information that has not been publicly disclosed is confidential and shall not be divulged by any employee without authorisation. Confidential information includes information about WaterRA, its suppliers, members and employees as well as information obtained from others which WaterRA has an obligation to keep confidential. Confidential information includes, but is not limited to, personal contact details, bank details, and medical or health information.
- 2.2** WaterRA will take reasonable steps to protect the personal information it holds from misuse and loss and from unauthorised access, modification or disclosure. WaterRA will store confidential electronic documents and information in a drive with restricted access. Hardcopy files will be stored in locked cabinets and the Business Manager and Accounts Assistant will be the custodians of the cabinet keys. Hard copy confidential information that needs to be destroyed will be placed in secure destruction bins or shredded if secure destruction bins are not available. Confidential information should not be left unattended and accessible by others who should not have access to such documents.
- 2.3** WaterRA must approve the use of personal computers or other electronic devices in the workplace or for the copying or transferring of personal information onto personal computers or other electronic devices. At the time of separation from WaterRA, line managers will take all appropriate steps to identify personal information stored on personal computers or other electronic devices and direct and supervise the removal of personal information.
- 2.4** The obligation of confidentiality continues even after employment has terminated, and is formally documented in each employee's employment agreement.
- 2.5** Most of the personal information WaterRA processes is information that was knowingly provided by stakeholders. However, in some instances, WaterRA will process personal information that is able to be inferred based on other information provided or on interactions with stakeholders, or personal information that has been received from a third party with a stakeholder's knowledge.

3 Access and law enforcement

- 3.1** Requests for information from the police will not be accepted over the telephone. Staff receiving written requests for personal information from law enforcement agencies must direct the inquirer to the Chief Executive Officer (CEO) or delegate in the first instance. This does not apply in cases where there is an imminent threat to life or safety. Records of all requests and disclosures of personal information to the law enforcement agencies will be kept on the appropriate staff personal file.
- 3.2** Departments such as Social Services, Immigration, Foreign Affairs and Trade, the Australian Tax Office and the Australian Security Intelligence Organisation sometimes have a lawful need to access personal information held by WaterRA. While WaterRA wishes to be cooperative with the Commonwealth, it has a duty to its staff. Therefore, WaterRA will only supply personal information in response to a formal notice



under the department's legislation.

- 3.3 The personal information held by WaterRA could be required as evidence in court and tribunal proceedings. These may be matters which do not involve WaterRA, or litigation to which WaterRA is joined as a party. For all matters, the proper person to be named in subpoenas and other orders is the CEO who may direct them to WaterRA's legal advisers.

4 Internet, email, social media and other electronic services

- 4.1 Internet, email and other ICT facilities and devices where supplied by SA Water must be used in accordance with the terms on which they are provided. Refer to SA Water's Information Security Policy and IT Acceptable Usage Policy. Incidental personal use of office equipment is permitted provided it is for non-commercial purposes, does not impact on the performance of work duties, is reasonable and limited, and complies with WaterRA policies. SA Water may provide a monthly Internet Usage Report for WaterRA management and staff to review.
- 4.2 WaterRA will predominantly use social media (including, but not limited to Facebook, Twitter and LinkedIn) to provide water-related messages, member service updates and information, Industry and Research interaction, and an avenue for other stakeholders to support WaterRA, while learning about the organisation, our services, resources and operations.
- 4.3 WaterRA staff and representatives are encouraged to participate in social media. Whenever interacting on social media, whether in an official or personal capacity, they should be guided by principles of respect, professionalism, accuracy and fairness. Where possible, links to external material should use original sources and acknowledge those sources appropriately. If WaterRA employees or representatives unknowingly use inaccurate information, any mistakes will be acknowledged and corrected promptly.
- 4.4 WaterRA employees or representatives should not use social media in a way that interferes with their work commitments, impacts their ability to act in a professional manner or brings WaterRA's professionalism into disrepute. Inappropriate use of social media includes, (but is not limited to):
- Conducting a private business on WaterRA's social media presence
 - Using discriminatory, abusive or otherwise objectionable language
 - Stalking, bullying, trolling, marginalising any individual or group
 - Accessing or uploading pornographic, graphic, gambling or illegal content
 - Accessing sites that promote hatred or extreme beliefs and values
 - Excessive debate on public policy, in particular surrounding water issues (unless in an official capacity)
 - Uploading information of a confidential nature, especially in regards to WaterRA services or members
 - Criticising or denigrating WaterRA, or other organisations, and their employees, members or other stakeholders
 - Paid endorsement of any kind, including in kind services or gifts
 - Spreading false information
 - Using WaterRA laptops (including laptops issued by SA Water or owned by WaterRA) for any inappropriate use or excessive personal use during work hours.
- 4.5 WaterRA will undertake appropriate risk assessment and performance management or disciplinary action, of any suspected or identified misuse of social media. In the event of serious misconduct, disciplinary action up to and including termination may occur.
- 4.6 WaterRA will not delete posts that are complaints, or negative, except when they breach any of the conditions outlined for employees or representatives in the 'inappropriate use' section above. Where



possible, the administrator will contact the user whose post has been removed, providing them with an explanation of why it has been removed and the necessary action(s) for it to be reposted. WaterRA reserves the right to use judgement on the propriety of comments posted, depending on their relevance and constructiveness or otherwise.

- 4.7 The Engagement and Marketing Manager (or a proxy) has delegation for all official social media activity undertaken by WaterRA. Individuals who undertake personal activity in the social media space can self-moderate. They should use common sense aligned with the intent of this Policy and be mindful about their use, always ensuring they are in line with the requirements of this Policy and seek advice from the Engagement and Marketing Manager if needed.
- 4.8 On termination of employment from WaterRA, the direct manager is responsible for ensuring sensitive information (including, but not limited to, WaterRA emails, calendars and social media accounts) is removed from the exiting employee's mobile phone.

5 Public comment

- 5.1 Staff must not disclose confidential company information or make any public comment on behalf of or about WaterRA without prior approval from the CEO. The Board Chair and the CEO will act as the primary spokespersons for WaterRA. As members of the community, employees have a right to enter into public debate or to comment in a private capacity. However, care needs to be taken to ensure personal views are not interpreted to be comments made on behalf of WaterRA.

6 Bullying, harassment and discrimination

- 6.1 Discrimination on the basis of a protected attribute is unlawful. WaterRA is committed to providing an environment free from harmful or discriminatory behaviour that has the effect of offending, humiliating or intimidating the person at whom it is directed. Employees will receive fair and equitable access to recruitment, promotion, training and conditions of service during employment with WaterRA. WaterRA will act to ensure that its structures, practices and processes are free from direct, indirect or systemic discrimination.
- 6.2 Employees will:
 - behave responsibly and be aware of the impact of their behaviour on others
 - avoid violent, aggressive, bullying and harassing behaviour
 - treat others in the workplace with respect and fairness
 - share responsibility for maintaining a workplace that is free from discriminatory behaviours and practices
 - Ensure they do not unlawfully discriminate against or harass other staff
 - Accept that others have a right to different perspectives and opinions.
- 6.3 An employee found to have either committed or condoned discriminatory, violent, aggressive or bullying behaviour may be subject to disciplinary action up to and including termination for employees and expulsion for members. Aside from being unlawful, bullying, harassment and discrimination can also be the subject of criminal proceedings.
- 6.4 WaterRA strictly prohibits victimisation of any person as a result of them making an allegation of harassment or discrimination. Discrimination by an employee or member of WaterRA against another employee on the basis of any protected attribute will be considered misconduct on the part of the employee and will not be tolerated. Any employee who engages in discrimination will be subject to discipline up to and including termination of employment.



7 Alcohol and drugs

- 7.1 Staff are prohibited from being at work while under the influence of alcohol or drugs that could impair their work performance, cause danger to themselves or others, or adversely affect the rights, comfort or enjoyment of those sharing the work environment.
- 7.2 Staff and other individuals are prohibited from smoking, consuming alcohol or taking illicit drugs in all vehicles, offices and meeting/workshop venues that are either owned, leased or hired by WaterRA.
- 7.3 WaterRA employees working at SA Water House must not exceed a blood alcohol level of 0.02% and may be subject to random drug and alcohol testing in accordance with the SA Water Drugs and Alcohol in the Workplace Procedure. WaterRA employees are expected to comply with the relevant policies that apply to the workplace they are working in, including, but not limited to, Melbourne Water and Sydney Water.
- 7.4 Alcohol may be present at work-related functions or social occasions and employees who choose to consume alcohol should do so responsibly so that their ability to perform tasks safely and productively is not affected.
- 7.5 The use of medically prescribed drugs is not a violation of this policy, however, an employee taking medication that could interfere with the safe and effective performance of their duties should notify their manager who may (if practical) make adjustments to the work requirements of the employee concerned.

8 Conflict of interest

- 8.1 WaterRA will ensure that conflicts of interest are managed by:
 - Identifying and declaring all actual, potential and perceived conflicts of interest
 - Developing, implementing and monitoring action to appropriately manage the conflict
 - Reporting all identified conflicts in the Register of Interests or individual's personal file (where appropriate or required)
 - Promptly investigating and resolving reported breaches.
- 8.2 When someone becomes aware that they may have a conflict of interest the person must report that fact to their immediate manager/supervisor. When Directors or Board Sub-Committee Members have a conflict of interest or conflict of duties, the conflict is reported to the meeting members.
- 8.3 To ensure transparency, all conflicts of interest must be registered in the Register of Conflicts of Interest. This register is kept by the Company Secretary and identifies that the conflict has been declared and resolved. The Company Secretary ensures that all conflicts of interest reported by Directors and Board Sub-Committee Members that are recorded in the meeting minutes are also registered in the Register of Conflicts of Interest.
- 8.4 WaterRA supports the 'four Rs' below, which guide how conflicts of interests can be managed.
 - Restrict: It may be appropriate for the person to restrict their involvement in the matter. If this situation occurs frequently and ongoing conflict of interest is likely, further steps may be required.
 - Recruit: If it is not practical for the person to restrict their involvement, an independent third party may need to be engaged to participate in, oversee or review the integrity of the decision-making process
 - Remove: Removal from involvement in the matter altogether is the best option when ad hoc or recruitment strategies are not feasible or appropriate



- Relinquish: Relinquishing the personal or private interests may be a valid strategy for ensuring there is no conflict with a person's duty of office.

8.5 Everyone at WaterRA is responsible for identifying, disclosing and resolving conflicts of interest. Specific responsibilities are as follows:

- Board Directors and Sub-Committee Members: Retain awareness when conflicts of interest or perceived conflicts of interest arise to ensure conflicts are disclosed promptly and resolved with all pertinent details recorded in the meeting minutes
- Company Secretary: Maintain a central Register of Conflicts of Interest and monitor and review the effectiveness of the register
- CEO and Executive Team: Model integrity by complying with the spirit of this Policy when conflicts of interest or perceived conflicts of interest arise. Provide leadership in implementing and giving effect to this Policy. Facilitate compliance with this Policy. Participate in conflict of interest resolution with those they manage/supervise and take appropriate action for breaches of this Policy
- Staff: Retain awareness of potential or perceived conflicts of interest that could affect them and avoid them where possible. Promptly identify and disclose any actual, potential or perceived conflicts of interest that might be perceived to affect the proper performance of their work.

9 Gifts and entertainment

9.1 Offering or receiving any gift, gratuity or entertainment that influences, or might be perceived to unfairly influence a business relationship, is to be avoided. Any gift, gratuity or entertainment that has a value of \$100 or greater must be disclosed to the CEO, ideally prior to acceptance or if not possible within 48 hours of receipt. The CEO will need to make a disclosure on the receipt of gifts under this policy to the Board Chair.

9.2 If a staff member is having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, they are to consult with the CEO. The CEO will consult with the Board Chair to determine the bounds of acceptable business practice in relation to gifts or entertainment.

10 Fraud and theft

10.1 WaterRA expects all employees to observe the highest standards of honesty, integrity and ethical behaviour while performing their duties and to comply with all laws, rules and regulations applicable to the business. Staff have a responsibility to report promptly in good faith any serious violations or suspected serious incidents or activities that may be deemed corrupt, illegal or improper. WaterRA is committed to ensuring legitimate concerns can be raised in good faith and have such concerns properly investigated without being the subject of victimisation.

10.2 Refer also to the [Whistleblowing Policy](#).

11 Grievances and complaints

11.1 Any employee who feels they have been bullied and harassed or discriminated against, or any employee who has witnessed a perceived a breach of this policy is encouraged to take appropriate action as per the [Grievance Resolution Procedure](#). Concerns should be raised as early as possible after the incident relating to the complaint has occurred.

11.2 WaterRA will treat complaints seriously and take immediate action to investigate and resolve matters; ensuring due process and the principles of natural justice are followed. Victimisation of an individual who



has complained about discrimination and/or bullying and harassment, or who has cooperated with an investigation of discrimination and/or bullying and harassment will not be tolerated.

- 11.3** Where misconduct is established WaterRA will apply consequences according to the severity of the case, ranging from apology, education or counselling to probation, dismissal, or other form of disciplinary action. Confidentiality will be respected and maintained at all times within the constraints of the need to investigate the matter fairly and fully. Breaches of confidentiality by employees involved in grievance management, including the grievant and respondent, may be subject to disciplinary action.
- 11.4** Where the CEO becomes aware of a workplace issue which needs to be resolved in the interests of the company and its employees, WaterRA can decide to conduct an investigation even though there has been no complaint, or a complaint has been withdrawn.
- 11.5** In the event of a complaint or negative comment about WaterRA on social media, the Engagement and Marketing Manager, or CEO will investigate and provide a response as soon as possible. Both official and personal users of social media are discouraged from arguing or refuting complaints or negative feedback through social media channels. In the event of a complaint or negative comment about WaterRA on social media, the Engagement and Marketing Manager, or CEO will investigate and provide a response as soon as possible.
- 11.6** This policy does not reduce an employee's right to refer complaints to a relevant external authority.

12 Monitoring and reporting breaches

- 12.1** Staff should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this policy whenever in doubt. Staff must report breaches of this policy to the CEO or delegate in the first instance. WaterRA will do its utmost to protect staff who, in good faith and with good grounds, report breaches of the policy.
- 12.2** WaterRA will promptly investigate breaches, reports of alleged breaches and, where appropriate, remedy them in accordance with WaterRA's Discipline Policy. Minor breaches may result in counselling or the clarification of policy or procedures to avoid further breaches, while serious breaches may lead to disciplinary action that may include dismissal. Certain actions prohibited by this policy may be unlawful and could lead to individual criminal prosecution.
- 12.3** If a stakeholder has any questions about this Policy, or any concerns or complaints with regard to the administration of the Policy, or wishes to submit a request for access to the personal information that WaterRA maintains, they may contact:
- their line manager (for current employees); and
 - the CEO or delegate (for any other stakeholder).

Related Documents

Documentation relevant to this policy includes:

- SA Water Information Security Policy
- SA Water IT Acceptable Usage Policy
- SA Water Drug and Alcohol in the Workplace Procedure
- WaterRA Health, Safety and Wellbeing Policy
- WaterRA Grievance Procedure
- WaterRA Discipline Policy
- WaterRA Whistleblowing Policy



Legislation

This policy is underpinned by the following legislation, and the equivalent legislation in other states if a state-based Act:

- Corporations Act 2001 (Commonwealth)
- Privacy Act 1988 (Commonwealth)
- Privacy Amendment (Enhancing Privacy Protection) Act 2012
- Fair Work Act, 2009 (Commonwealth)
- Fair Work Amendment Act, 2013 (Commonwealth)
- Equal Opportunity Act, 1984 (SA)
- Equal Opportunity Act, 1995 (Vic)
- Work, Health and Safety Act 2012 (SA)
- Workers Rehabilitation and Compensation Act 1986 (SA)
- Occupational Health and Safety Act, 2004 (Vic)
- Corporations Act, 2001 (Commonwealth)
- Australian Charities and Not-For-Profits Commission Act 2012
- Australian Charities and Not-For-Profits Commission (Consequential and Transitional) Act 2012

Approval

Shaun Cox
Chair WaterRA Board

Date 28 October 2020

Version history

Version Number	Date of Effect	Summary of changes
1.0	28 October 2020	This policy replaces the following: <ul style="list-style-type: none"> • WaterRA Code of Conduct V3 • WaterRA Internal Privacy V1 • WaterRA Social Media V2 • WaterRA Equal Employment Opportunity V4 • WaterRA Conflict of Interest V1 • WaterRA Grievance Resolution V4

Policy	Committee Review	Review Date
N1 – Health, Safety & Wellbeing	Human Resources	22 June 2023
N2 – Remuneration and Classifications	Human Resources	22 June 2023
N3 – Integrity	Human Resources	28 October 2022
N4 – Delegated Authorities	Risk & Audit	23 January 2023
N5 – Risk Management and Compliance	Risk & Audit	17 March 2022
N6 – Employee Requirements & Entitlements	Human Resources	4 November 2023
N7 – Financial Management	Risk & Audit	28 April 2023
N8 – Whistleblowing	Risk & Audit	28 March 2023



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