

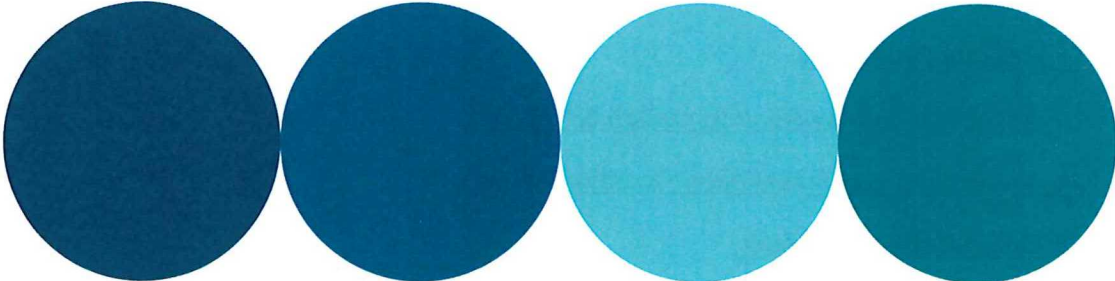
# Charter of the Board of the Water Corporation

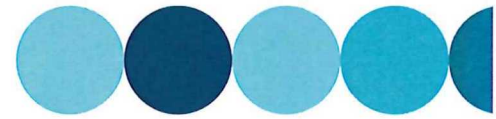
Approved: *Ross Love*

Chairman

Board of Water Corporation

August 2021





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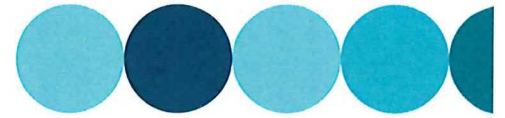
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**APPENDIX B: Water Corporation Code of Conduct**

The Water Corporations Act 1995 (the Act) established the Water Corporation (Corporation) with effect from 1 January 1996. The Corporation is a body corporate with perpetual succession with a Board and the Act describes the functions, roles and responsibilities of the Board, management and staff. It also serves as the Corporation's constitution.

The Corporation is not an agent of the Crown and is not part of the Public Service and employees are not public servants or employees of the public sector. It is required to act in accordance with prudent commercial principles, subject to direction from the Minister and to endeavour to make a profit, consistent with maximising its long term value.

## The Board

### 1. Role of the Board

In accordance with the Act the Board's role is to govern the Corporation with the authority to perform the functions, determine the policies and control the affairs of the Corporation. It is responsible for:

- ensuring the Corporation works with its owner through the Minister for Water;
- providing the overall strategic direction of the Corporation;
- ensuring management implements approved strategic plans for the Corporation;
- nomination and removal of the Chief Executive Officer (CEO);
- approving remuneration and terms of employment for the CEO;
- evaluating and providing feedback on the performance of the CEO;
- approving human resources strategies;
- approving operating budgets and the rates and charges submission;
- approving delegations;
- providing oversight for the financial reporting process;
- setting the Corporation's risk appetite;
- providing oversight to ensure risks facing the Corporation are identified, assessed and managed effectively;
- monitoring and guiding the culture, values and reputation of the Corporation;
- oversight of the process for monitoring compliance with applicable laws and regulations;
- whenever required, challenging management and holding it to account;
- satisfying itself that an appropriate framework exists for relevant information to be reported by management to the board;
- acting within prudent commercial principles, taking into account the Strategic Development Plan (SDP) and Statement of Corporate Intent (SCI); and
- ensuring the Corporation is continuously and efficiently operating commercially in the best interests of its owner, taking account of risk and maximising the long term value of the Corporation.

Note: When the Government assumes a 'caretaker' role in the period immediately before a State General Election, it is convention that significant appointments, major policy decisions and major contracts are not undertaken.

## 2. Composition

The Board comprises not less than five nor more than six Non-Executive Directors (appointed by the Governor of Western Australia on the nomination of the Minister) and the CEO as an Executive Director. A quorum consists of three Directors.

The constitution and proceedings of the Board are detailed in Schedule 1 of the Act.

## 3. Appointment and Retirement of Directors

Where a vacancy occurs in the membership of the Board, the Board may recommend a candidate to the Minister.

Directors hold office for such period, not exceeding three years (a Term), as is specified in the instrument of his or her appointment and are eligible for reappointment. Periods of appointment will be structured to ensure that approximately one-third of Directors retire each year. In accordance with good Governance, the Ministerial Expectations for Government Boards and Committees and in order to maintain independence, Directors should serve for a period no longer than ten years.

The Governor may at any time remove a Director, including the Board Chairman, or Deputy Chairman, from office and is not required to give any reason for doing so.

Directors may resign from office by notice in writing delivered to the Minister.

Unless he or she resigns or is removed from office, a Director continues in office until his or her successor comes into office, even if the period for which he or she was appointed has expired.

## 4. Duties of Directors

Schedule Two of the Act details the duties that must be observed by Directors of the Corporation. These duties are similar to the duties imposed on Directors of public listed companies.

Directors have the same fiduciary relationship with the Corporation and have the same duties to the Corporation (to act with loyalty and in good faith) as Directors of a company under the *Corporations Act 2001 (Cth)*. These duties are enforceable only by the Minister for Water.

Conflicts of interests and related party transactions are managed in accordance with the Corporate Policy and Codes of Conduct in section 22 of the Board Charter.

## 5. Skills

Under the Act, the Minister nominates Non-Executive Directors and where a vacancy occurs the Board may recommend a candidate.

When making a recommendation to the Minister the Board is responsible for ensuring an appropriate balance of skills, knowledge, experience, independence and diversity is considered.

The regular assessment of the range of qualifications, skills, experience, past performance, and diversity of gender, age, experience, relationships and background on the board allows for the identification of particular competencies and perspectives that best increase the Board's effectiveness.

## **6. Meetings**

Schedule 1 of the Act outlines the proceedings of the Board.

The Board annually establishes its:

- Board calendar;
- Meeting calendar; and
- Sub-committee calendar.

The Company Secretary is responsible for ensuring there are proper proceedings of the Board and taking minutes of meetings to reflect the proper proceedings of the Board.

## **7. Directors Induction**

The Company Secretary is responsible for the induction of new Directors to the Board of the Corporation.

## **8. Directors Development**

The Company Secretary is responsible for coordinating appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

## **9. Board Evaluation**

The Board undertakes a Performance Evaluation of the Board and the Board Committees annually. A comprehensive and independent review and assessment of the Board is completed by a corporate governance specialist biennially and an internal review is completed every other year.

## **10. Appointment and Responsibilities of the Board Chairman**

In accordance with the Act, the Governor will appoint the Chairman and Deputy Chairman from amongst the Non-Executive Directors.

The specific roles of the Board Chairman include:

- working with and maintaining regular communication with the Corporation's owner through the Minister for Water;
- provide leadership and vision to the Corporation;
- ensure the efficient organisation and conduct of the Board's function;
- ensure all Directors are informed of all material matters;
- evaluate the performance of the Board, Directors, Committees and the CEO; and
- exercise such specific and express powers as are delegated to the Chairman by the Board from time to time.

## **11. Appointment and Responsibilities of the Chief Executive Officer**

The Board has the power to appoint and remove the CEO, and to fix and alter the CEO's terms and conditions of service. However, the Board must obtain the concurrence of the Minister before it exercises these powers.

The Board has approved a general delegation of financial and legal authority. The CEO may authorise all expenditures in accordance with that delegation, or any other delegation by the Board, subject to:

- All CEO compensation, outside of normal remuneration, must be authorised by the Board Chairman.
- Whilst the Board (via the People & Safety Committee) approves the remuneration of employees reporting to the CEO, the appointment of individuals to specific management roles is the responsibility of the CEO.

The CEO is responsible for, and has the necessary powers to administer, the day to day operations of the Corporation.

## 12. Committees of the Board

The Board may establish sub committees and working groups to assist it in its oversight of the Corporation.

To assist the Board in undertaking its responsibilities, the Board has established two committees comprised of up to three Non-Executive Directors who are assisted, where appropriate, by the Corporation's CEO, Chief Financial Officer and other senior executives as appropriate. These are:

- the Audit & Risk Committee; and
- People & Safety Committee,

which operate under separate Charters.

Minutes of the Committees will be provided to and noted by the Board.

The Audit & Risk Committee assists the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, risk management, the audit process, and the Corporation's process for monitoring compliance with applicable laws and regulations.

The People & Safety Committee assists the Board to oversee the Occupational Safety & Health and Human Resource strategies, policies and performance of the Corporation to ensure that it complies with relevant Employment and OHS legislation and State Government policies.

The functions of each of these committees are described in more detail in their respective charters.

The Board sets a number of expectations of its committees. These expectations are captured in the relevant committee's charter. The Board reviews committee charters every two years and may amend or revoke a charter.

## 13. Working with Government

The Government is the ultimate owner of the Corporation and it regards its relationship with Government as paramount.

Notwithstanding the Corporation's independence from Government, the Act prescribes the duties of Directors (*Part 2, Division 4 section 20, 24 and Schedule 2*) including a code of conduct.

In addition, the Board must, after consultation with the Public Sector Commissioner, prepare and issue a code or codes of conduct for the Corporation's staff setting out:

- minimum standards of conduct and integrity to be observed by members of staff; and
- minimum standards of merit, equity and probity applicable to management of staff.

## 14. Reporting to the Owner

The Board is required to report regularly to its owner, the Minister and does so through its Annual Report, Quarterly Performance Reports (copies are also provided to the Treasurer) and the annual Statement of Corporate Intent and Strategic Development Plan.

The Chairman, CEO and other members of the Board and Management will meet with the Minister as required.

## 15. Non-Executive Director Remuneration

A Non-Executive Director is paid from the funds of the Corporation. Each Director's remuneration and allowances are determined by the Minister. Remuneration is not paid to a Non-Executive Director who holds a full time office, or position, that is remunerated out of moneys appropriated by Parliament.

Each Director is reimbursed for usual and ordinary expenses incurred in connection with the Board's business.

## 16. Retained Authority and Delegations of Authority

Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, the Board decides what Corporation matters are to be delegated, either to specific Directors or to management. In addition, the Board outlines what controls are in place to oversee the operation of the delegated powers.

As a consequence, the individual Directors have no individual authority to participate in the day to day management of the Corporation, including making any representations or agreements with related corporations, suppliers, customers, employees or other parties or organisations.

The exception to this principle occurs where the Board by resolution expressly delegates an authority to a Director individually. Additionally, it is recognised that all Executive Directors will carry significant delegated authority by virtue of their management position. Committees and their members require specific delegations from the Board as a whole and these will be contained in the charter for each committee.

### Specific Retained Authority

In general, the Board delegates all powers and authorities to carry out the Corporation's business effectively and efficiently to the CEO and Board committees, except where specific authority is retained.

All matters relating to the delegation of powers are outlined in the Instrument of Policy delegation, which is **referred to the Board annually for review and approval.**

### Delegated Authority

In order to facilitate the day to day operations of the Corporation, the Board has delegated its authority to the CEO and their senior executives as specified in section 14 of Part 2 Division 3 of the Act. Senior Executives who propose to delegate their authority to management direct reports may do so with the prior approval of the CEO. However, such delegations can only be within the delegated authority of each senior executive.

The Board has delegated the following functions to management, for the day to day operations of the Corporation:

- Delegated Financial and Legal Authorisations;



- Delegated Human Resources Authorisations; and
- Delegated Policy Authorisations.

The Board retains the obligation to monitor its delegations and has controls in place to ensure its delegations of authority are operating effectively and efficiently.

## 17. Monitoring

The Audit & Risk Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, risk management, and the Corporation's process for monitoring compliance with applicable laws, regulations and the Corporation's Code of Conduct, by having oversight of the following controls:

- considering the effectiveness of the Corporation's internal control system, including information technology security, fraud and control;
- understanding the scope of internal and external auditors' reviews of internal control over financial reporting, and obtains reports on significant findings and recommendations, together with management responses;
- ensuring an appropriate overall risk management framework is in place each year and operating in line with the Corporation's risk appetite; and
- reviewing the effectiveness of the system for monitoring the Corporation's compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.

## 18. Whistle-blowers and Public Interest Disclosures

The Corporation has adopted the federal whistle-blower legislation and has implemented a whistle-blower policy.

The purpose of the policy is to help detect and address misconduct, help provide an environment in which persons feel able to raise issues of concern to them and the Corporation and help protect people who report misconduct in good faith.

The Corporation is committed to the aims and objectives of the **Public Interest Disclosure Act 2003** (WA) and accordingly has adopted a Public Interest Disclosure Policy.

## 19. Director Protection

As a general rule, a Director has two key areas of protection - the right to information and the ability to insure against specific risks of being a Director. The Act also provides limited protection for Directors who have acted honestly in the discharge of their duties, but have nonetheless been subject to a claim of breach of duty.

In addition, the Corporation executes a Deed of Indemnity, Insurance and Access in favour of each Director individually.

### **Insurance**

The Corporation will:

- provide each Director with a copy of the Directors' and Officers' (D&O) Policy and any changes to that policy; and

- maintain each Director's D&O insurance for seven years from the date at which he or she ceased to be a Director.

## **20. Access to Employees, Information & Records**

Subject to the Director's Deed of Indemnity, Insurance and Access, each Director has right of access to all records in the control of the Corporation.

## **21. Networking and Stakeholder Communication**

Developing networks and working to promote the reputation of the Corporation are important ways for Directors to add value. Directors are expected to act as ambassadors for the Corporation.

Furthermore, Directors are encouraged to be acquainted with the Corporation's senior managers and employees through attendance at corporate events and site visits when appropriate.

The Board recognises that internal communication is one way in which the Corporation can strengthen the culture and feeling of commitment amongst employees. The Board will follow the Board of Directors Internal and External Communication Protocol.

## **22. Board Code of Conduct**

The Board may from time to time adopt:

- a code of conduct to guide the Directors and promote high ethical and professional standards and responsible decision-making; and
- a code of conduct which sets out the minimum acceptable standards of behaviour expected of the Directors and employees of the Corporation.

Directors must comply with all codes of conduct adopted by the Board under the clause above.

The Board has:

- adopted the "Code of Conduct" for Directors produced by the Australian Institute of Company Directors ("AICD Code"); and
- adopted the Corporation's "Code of Conduct".

Each Director will follow the Conflicts of Interest Policy, the Related Party Transactions Policy and Receipt & Management of Gifts, Benefits or Hospitality Policy.

## **23. Review of Charter**

The Board will review the Charter every two years, or earlier if required, to ensure that it meets best practice standards, which comply with relevant standards of corporate governance and meet the needs of the Corporation, the owner and the Board.

## **24. Independent Advice**

Each Director may obtain independent professional advice at the Corporation's expense to assist the Director in the proper exercise of powers and discharge of duties as a Director or as a member of a committee.

Directors are entitled to reimbursement of all reasonable costs where a request for reimbursement of the cost of such advice is approved by the Chairman. In the case of a request made by the Chairman, approval is required by the Chairman of the Audit & Risk Committee.

## **25. Compliance**

It is part of the philosophy of the Corporation that at all times it shall comply with the law as it applies to the Corporation and will demonstrate ethical behaviour. The Corporation believes that ensuring everyone in the Corporation complies with the law is simply part of good management.

Every officer, contractor, agent and distributor of the Corporation is required to comply with all aspects of the law and to act ethically at all times.

No person who wilfully breaches the law and is prosecuted will receive support from the Corporation.

The Audit & Risk Committee ensures appropriate compliance systems are in place within the Corporation. Aspects of this process may be delegated. In particular, the Head of Risk & Assurance will oversee the Corporation's Compliance Framework. The Head of Risk & Assurance will work in conjunction with the relevant line managers to ensure all areas of compliance are covered within the Corporation. The framework will be developed in accordance with AS ISO 19600:2015: Compliance Management Systems - Guidelines.

The Audit & Risk Committee will receive a report from the Head of Risk & Assurance regarding compliance exceptions and may be required to elaborate on any relevant aspects of this report. Annually, a Compliance Report will contain statements that the Corporation is meeting its requirements under the various requirements or legal responsibility for all directors or notify directors of any issue of concern.

In addition, the Board will receive regular reports about Audit & Risk Committee activities, issues and related recommendations.

## **26. Risk Management**

The Board has oversight responsibilities for risk management, including risk appetite.

The CEO is charged with implementing appropriate risk management systems within the Corporation. Aspects of this process may be delegated. The implemented processes will be in accordance with AS/NZ ISO 31000:2018.

The Board shall review all major strategies and actions for their impact on the risk facing the Corporation and take appropriate actions.

The Corporation shall review all aspects of its business for changes to the risk profile on an annual basis and reports will be made to the Board via the Audit & Risk Committee.

## **27. Annual Accounts Certification**

Under direction from the Office of the Auditor General, the Board requires the CEO and Chief Financial Officer to provide written certification as part of the approval of the Corporation's annual financial statements:

- the Corporation's financial statements present a true and fair view in all material respects of the Corporation's financial position and operational results and are in accordance with relevant accounting standards; and

- the statement given in the preceding paragraph (with regard to the integrity of the financial statements) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to the financial reporting risks.

## **28. Review of the CEO and Other Senior Executives**

The CEO is the key employee of the Corporation and of the Board.

The People & Safety Committee is charged with developing the process for the Board's annual evaluation of the CEO and other senior executives' performance and making recommendations to the Board accordingly. The Board Chairman is responsible for the evaluation process in respect of the CEO and the CEO is responsible for the evaluation process of direct reports.

## **29. Company Secretary**

The role of the Company Secretary is to support the effectiveness of the Board and its Committees. It ensures the Corporation complies with all Governance related legislation and guidelines. The Company Secretary reports to the Chairman of the Board.

## APPENDIX A: AICD Code of Conduct

### Membership

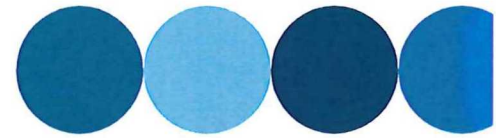
#### Code of conduct

Every member of the Australian Institute of Company Directors is expected to comply with a code of conduct determined by the Company Directors' Board of Directors from time to time.

A member should, in respect of any corporate entity of which the Member is a director, comply with the following standards of conduct:

1. The member should act honestly, in good faith and in the best interests of the company as a whole.
2. The member has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. The member should use the powers of office for a proper purpose, in the best interests of the company as a whole.
4. The member should recognise that the primary responsibility is to the company as a whole but may, where appropriate, have regard for the interest of other stakeholders of the company.
5. The member should not make improper use of information acquired as a director.
6. The member should not take improper advantage of the position of director.
7. The member should properly manage any conflict with the interests of the company.
8. The member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.
9. Confidential information received by the member in the course of the exercise of directorial duties remains the property of the company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that company, or the person from whom the information is provided, or is required by law.
10. The member should not engage in conduct likely to bring discredit upon the company.
11. The member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

Australian Institute of Company Directors Code of Conduct, approved September 2005.



## APPENDIX B: Code of Conduct

### Code of Conduct

Our Code of Conduct (Code) guides how we work with each other, our customers and the community to deliver on our purpose and vision. It provides clear guidelines for the standard of behaviour and ethical and accountable decision-making expected in all our dealings.

#### Who does our Code of Conduct apply to?

Our Code of Conduct applies to everyone working at Water Corporation. This includes:

- every direct employee
- every contractor, consultant or agency employee
- all directors.

We are expected to abide by the Code at work and whenever and wherever we may represent Water Corporation. This includes our actions outside of work that may impact upon the Corporation.

### Our purpose and vision



Our **purpose** and vision provide clarity about why we exist and what we are working together to achieve.

Our **purpose** is to deliver sustainable management of water services to make WA a great place to live and invest.

Our **vision** is to deliver greater value to our customers, community and owner by ensuring our operations are safe for all, and at the lowest environmental impact and lowest total cost.

### Our values

Our values guide our behaviour and decision-making and are clear statements about what we expect of ourselves and each other. We will all act in alignment with our values.

Values	Expectations
One Team	We are one team. We work together in the best interests of Water Corporation and the community.
Think Safe, Act Safe	We put safety first in everything we do. We are responsible for ourselves and others.
Customer Focussed	We value our customers. We understand their needs and deliver great service.
Value Every Dollar	We add value to our customers. We manage every hour we work, every dollar we spend.
Future Thinking	We find clever and innovative ways to do things. We plan and deliver for the future.
Take Personal Ownership	We hold ourselves and each other to account. We each take responsibility for our own decisions and actions.

## **Our responsibilities under the Code**

We all have a responsibility to uphold the standards within this Code and demonstrate respect and courtesy to others in the workplace and the Western Australian community.

Our conduct and behaviour must be in accordance with the Code, regardless of our role or work location. If you breach the Code or relevant legislation you may place yourself and Water Corporation at risk.

Water Corporation will hold anyone who breaches the Code accountable for their actions and if you become aware of behaviour that breaches our Code, you should report it as soon as possible. Full details of your reporting options are outlined on page seven.

Failure to comply with our Code may result in disciplinary action, up to and including termination of employment.

## **Our Code**

### **How we behave and treat each other**

We seek to maintain the highest standards of professional conduct in our interactions with each other, our stakeholders, our customers and the community.

### **We live our values and protect our good reputation**

Our success is based on a set of core values and behaviours, and we need to 'live our values' and protect our reputation, resources and business relationships. This applies to our behaviour in the workplace and in all situations associated with or affecting the workplace. This includes work-related events such as conferences, work functions and business trips.

### **We behave ethically, honestly and with integrity**

We are ethical, honest and have integrity in all of our decisions. We are accountable for our decisions and actions, putting the organisation's interests before our own or other interests. This is integral to maintaining the trust and confidence of our employees, customers, stakeholders and the community.

### **We act with care and diligence**

We act with a high level of care and diligence. We take care when we make decisions and ensure they are ethical, fair, transparent and impartial. All relevant information and obligations should be considered.

We are committed to environmental and social governance and take care and diligence to ensure we act to identify, prevent and mitigate adverse impacts. We act with the best intent, diligence and

social conscience ensuring we:

- are committed to sustainability for our environment
- preserve human rights and freedoms of law
- conduct business with third parties that embed respect for human rights into culture and practice (identifying severe risks to human rights including modern slavery).

### **We treat everyone with respect, fairness and courtesy**

We deal fairly with each other, our customers, community and stakeholders, treating them with respect and courtesy. We are polite and civil towards others. We will not engage in unfair, deceptive or misleading practices. Water Corporation does not tolerate bullying, harassment, unlawful discrimination, or other unacceptable conduct.

### **We maintain a safe and healthy workplace**

Safety is our highest priority and we are all responsible for the safety of our people and the public in or around our workplaces or operational sites. We take care to ensure our safety and health at work and avoid adversely affecting the safety, health and wellbeing of anyone else. We're also responsible for ensuring we're fit for work every working day.

We comply with all safety and health policies, standards and procedures and behave in accordance with the requirements of the Occupational Safety and Health Act 1984 (WA). We speak up and report anything that could cause harm and we ask ourselves "What can hurt me? What can kill me?" before undertaking any task.

### **We comply with all lawful and reasonable directions given by Water Corporation**

We comply with and follow all lawful and reasonable directions, and do not hinder or obstruct anyone acting in an official capacity in relation to legislation, policy, standard or procedure. We do not unreasonably refuse to carry out a lawful reasonable direction.

### **We comply with all Water Corporation policies and Australian laws and regulations**

We observe all applicable laws and all Water Corporation policies and procedures. We are accountable for making ourselves aware of these requirements so that we understand and comply with our obligations. If we don't understand our obligations we take responsibility for asking questions and finding the relevant information. A breach of the law can have serious consequences for Water Corporation and for the individuals involved.

### **How we work**

We go about our work in a professional and ethical way to protect Water Corporation and deliver value for our customers and community.

### **We do not engage in or accept fraudulent, corrupt or misleading conduct**

We do not tolerate corrupt or other improper conduct by our directors, employees, contractors or consultants. This includes mismanagement of public resources in the running of, use of, or supply of services to the organisation.

This means we do not:



- engage in behaviour or conduct that is fraudulent, corrupt or misleading and deceptive
- tolerate or accept behaviour or conduct that is fraudulent, corrupt or misleading and deceptive by others, including from those supplying services
- make use of Water Corporation's information, systems, property or its position to gain or seek improper benefit for ourselves, the organisation or a third party
- support or deal with any person or business knowingly involved in bribery or corrupt practices.

### **We use public resources responsibly**

Water Corporation is accountable to the Minister, State Government and the people of Western Australia, so our use of resources must be in the public interest and transparent.

This means we:

- use the resources, including information, property and systems of Water Corporation effectively, economically, properly and lawfully
- do not use Water Corporation resources for anyone's personal or financial gain
- follow proper procedures when we acquire or dispose of materials, equipment or assets
- report any damage or loss of property or equipment immediately.

### **We maintain confidentiality and protect information**

We keep confidential information confidential and private information private. This means we keep Water Corporation's confidential information secure and confidential, including private information we hold. We're committed to protecting the privacy of individuals' personal information, including sensitive information, in accordance with the Privacy Act 1988.

### **We keep accurate records and use and store information correctly**

Effective information management is critical to the successful operations of our business and we each have a role to play.

So we all:

- record actions, decisions and transactions properly to ensure transparency and accuracy
- make use of the correct information system for the various types of information and task
- ensure information, including confidential information, is recorded, handled and securely stored in accordance with record keeping and archiving procedures
- obtain authorisation before altering or destroying records.

### **We disclose any potential conflicts of interest and declare all gifts and benefits**

A conflict of interest is a situation where an employee's interests outside of work are in conflict with the role they hold at Water Corporation. Conflicts of interest can be actual, potential or perceived and we each have a duty to avoid and disclose these to Water Corporation as soon as we become aware.

Receiving gifts, benefits or hospitality from external parties has the potential to place us in a position where we feel conflicted. We may be offered hospitality as part of our work, but it is not always appropriate to accept. We must avoid situations that present an actual or perceived financial or moral obligation to another organisation or individual.

To protect ourselves and Water Corporation we will disclose any hospitality received and take all reasonable steps to avoid actual, perceived or potential conflicts of interest in connection with our work.

This means we will:

- act honestly and in the best interests of Water Corporation and its owner
- refuse any gift, benefit or hospitality that is likely to place Water Corporation under an actual or perceived commercial, moral or ethical obligation to other organisations or individuals
- openly declare private interests and affiliations that may conflict with or be perceived to conflict with Water Corporation or our duties or position
- ensure decisions are accurately recorded so that they are transparent and able to be reviewed
- follow legislated and/or policy requirements for managing real, perceived or potential conflicts of interest
- ensure that the acceptance (or refusal) of gifts, benefits or hospitality is in accordance with Water Corporation's policy and is recorded in the corporate gift and hospitality register.

### **Expectations of our leaders**

We have high expectations of performance and conduct of all our people, especially our leaders. We expect our leaders to:

- role model behaviours consistent with our Code
- make ethical and transparent decisions consistent with our Code
- encourage employees to communicate openly and address concerns
- hold all employees to account, regardless of position or seniority
- create a respectful, courteous and professional work environment that embodies our values and Code
- act in a timely manner to address any breaches of the Code.

### **Breaches of the Code**

You may be subject to disciplinary action, up to and including termination of employment if you:

- breach the Code of Conduct
- breach our policies, guidelines or procedures
- authorise or permit any breaches by a team member who reports to you.

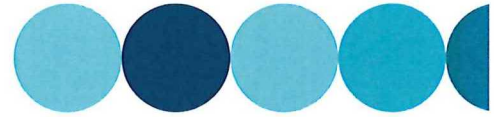
### **We report any breaches of our Code of Conduct**

As part of our commitment to protecting Water Corporation's reputation we will report any breaches of our Code of Conduct.

## How to report known or suspected misconduct

If you see someone who is not behaving in accordance with this Code of Conduct or become aware of what appears to be serious misconduct, you must report it. Your reporting options are outlined below. For more information you can see our reporting misconduct page on Waterfront.

<p><b>If the misconduct is related to suspected:</b></p>	<p>Behaviour, act or omission that is deliberate, negligent or reckless which breaches Water Corporation's policies, standards or guidelines, the employee's contract legislative requirements or is otherwise unacceptable workplace behaviour. For example:</p> <ul style="list-style-type: none"> <li>• unresolved interpersonal conflict</li> <li>• bullying</li> <li>• harassment</li> <li>• discrimination</li> <li>• grievance.</li> </ul>	<p><u>Employment Relations</u> (People and Capability)</p>
<p><b>If the misconduct is related to suspected:</b></p>	<p>Breaches of integrity or/and wrongdoing such as dishonest, unethical, corrupt or deceptive behaviour. For example:</p> <ul style="list-style-type: none"> <li>• fraud</li> <li>• theft</li> <li>• abuse of power</li> <li>• conflict of interest</li> <li>• willful disregard of corporate policies/procedures.</li> </ul>	<p><u>Management Review and Audit</u> (Risk and Assurance)</p>
<p>If the misconduct concerns disclosure of public interest information:</p>		<p><u>Public interest disclosure process</u></p>
<p>This service should be used in circumstances where you feel unable to use other reporting options.</p>		<p><u>Whistleblower service</u> (managed by Deloitte)</p>



## Making decisions in line with our Code

To make sure you're aligned to our Code of Conduct when making decisions, check you can answer 'yes' to the following questions.

If you answer 'yes' to all of the questions, then it's likely you will be working in line with the Code. If you answer 'no' to any of the questions or you're unsure, you should reconsider your decision. If in doubt, you should seek guidance from your line manager, one-up manager or Employment Relations Advisor.

Is this fair to all stakeholders:  
colleagues, customers, the community and our owner?

Is this in line with all safety and legal obligations?

Are we treating suppliers, contractors and partners fairly, honestly and ethically?

Does this action protect or enhance Water Corporation's reputation?

**Should we?**

Is this in Water Corporation's best interests?

Can this be readily justified to the people of WA?

Am I being clear and transparent, with nothing to hide?

Is this consistent with our values, policies and procedures?

Is this safe for all?

Would I be comfortable if this was published in the media?