



The Adelaide Park Lands Authority was established by the *Adelaide Park Lands Act 2005 (SA)* as a subsidiary of the City of Adelaide under the provisions of the *Local Government Act 1999 (SA)*.

As part of the Park Lands governance framework the Adelaide Park Lands Authority is the principle advisory body to the City of Adelaide (CoA) and the South Australian State Government (SG) on Park Lands matters.

The Authority provides guidance around the use of and improvement to the Adelaide Park Lands through the development of the Adelaide Park Lands Management Strategy 2015 – 2025, which can be found [here](#)

Membership

The Lord Mayor; and
4 other members appointed by the Council; and
5 members appointed by the Minister.

Quorum

6

Presiding Member

The Right Honourable the Lord Mayor Sandy Verschoor,

Deputy Presiding Member

Ms Kirsteen Mackay,

Board Members

Ms Allison Bretones,

Mr Rob Brookman AM

Ms Jessica Davies-Huynh,

Mr Stephen Forbes,

Councillor Alexander Hyde,

Ms Stephanie Johnston,

Mr Craig Wilkins and

Mr Ben Willsmore.

Proxy Board Members

Councillor Arman Abrahamzadeh (for Councillor Alexander Hyde)
Professor Emeritus Damien Mugavin (for Ms Stephanie Johnston)

Board Meeting Agenda, Thursday 25 February 2021, at 5:30 pm
Colonel Light Room, Town Hall, King William Street, Adelaide

Agenda

		Purpose	
1.	Welcome and Opening		
1.1	Acknowledgement of Country	To Acknowledge	Page 3
1.2	Apologies	To Note	Page 3
1.3	5/11/2020, 30/11/2020 & 27/11/2021 Minutes	To Confirm	Page 3
1.4	Business Arising	To Note	Page 3
2.	Conflict of Interest	To Note	
3.	Presiding Member Report (verbal)	To Note	
4.	Representations (verbal)	Granted as at 19/2/2021	
	Nil	To be Heard for up to 5mins	
5.	Items for Board Decision		
5.1	APLA Code of Practice [2020/02211]	To Approve	Page 4
6.	Items for Board Discussion		
6.1	Presentation Proposal for 'Edwards Park' within G.S. Kingston Park / Wirrarninithi (Park 23) Presenter Shane Sody – President Adelaide Park Lands Preservation Association	To inform	
7.	Items for Noting		
7.1	Correspondence Received – Phase Three Amendment to the Planning and Design Code	To Note	Page 27
8.	Other Business	To discuss	
9.	Items requested to be considered in confidence		
9.1	Exclusion of the Public	To exclude the public	Page 28
10.	Items for the Board in confidence		
10.1	Expression of Interest Results - Rowing Club Building – Red Gum Park / Karrawirra (Park 12) [2020/01797] [s 90(3) (b)]	To advise CoA	Page 31
11.	Meeting Close	In Public	



1. Welcome and Opening

1.1 Acknowledgement of Country

At the opening of the Board Meeting, the Board member presiding will state:

'Adelaide Park Lands Authority acknowledges that we are meeting on traditional Country of the Kaurna people of the Adelaide Plains and pays respect to Elders past and present. We recognise and respect their cultural heritage, beliefs and relationship with the land. We acknowledge that they are of continuing importance to the Kaurna people living today.

And we also extend that respect to other Aboriginal Language Groups and other First Nations who are present today.'

1.2 Apologies

Councillor Alexander Hyde

1.3 Confirmation of Minutes – 5/11/2020, 30/11/2020 & 27/1/2021

That the Minutes of the meeting of the Board of the Adelaide Park Lands Authority held on 5 November 2020 and the Special meetings of the Board held on 30 November 2020 and 27 January 2021 be taken as read and be confirmed as an accurate record of proceedings.

1.4 Business Arising



APLA Code of Practice

ITEM 5.1 25/02/2021
Board Meeting

Author:
Kerry Loughhead, Acting Manager
Governance

2020/02211
Public

Purpose

In response to the amendment to the Adelaide Park Lands Authority (APLA) Charter to remove the application of the *Local Government (Procedures at Meetings) Regulations 2013*, a Code of Practice has been prepared.

This Code of Practice covers important requirements in support of the functions of the Board as required under the *Adelaide Park Lands Act 2005 (APL Act)*, the *Local Government Act 1999 (SA)* (the LG Act) and the APLA Charter (the Charter).

These requirements include a Code of Conduct for APLA Board Members and Board Proceedings.

This report seeks the APLA Board's adoption of the Code of Practice.

Recommendation

THAT THE ADELAIDE PARK LANDS AUTHORITY:

1. Adopts the Adelaide Park Lands Authority Draft Code of Practice which includes the APLA Board Code of Conduct and Board Proceedings, as per Attachment A to Item 5.1 on the Agenda for the meeting of the Board of the Adelaide Park Lands Authority held on 25 February 2021.
2. Authorises the City of Adelaide Chief Executive Officer or their delegate to make minor editorial amendments to the Code of Practice.

Implications

Adelaide Park Lands Management Strategy	Not as a result of this report
Policy	The Code of Practice which covers Board Proceedings provides a policy and procedure position for informal gatherings of the APLA Board in accordance with section 90(8) of the LG Act.
Consultation	Not as a result of this report
Resource	Not as a result of this report
Risk / Legal / Legislative	The Code of Practice for APLA covers various legislative requirements detailed in the APL Act and the LG Act. These are covered in the document and this report.
Opportunities	The Code of Practice covers requirements and procedures to support the operation of the APLA Board in its functions, duties and powers, while ensuring open discussion and clear, informed decision making.
City of Adelaide Budget Allocation	Not as a result of this report
Life of Project, Service, Initiative or (Expectancy of) Asset	Not as a result of this report
Ongoing Costs (eg maintenance cost)	Not as a result of this report
Other Funding Sources	Not as a result of this report

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Discussion

1. On 12 November 2020, the Deputy Premier and Minister for Planning and Local Government, the Hon Vickie Chapman MP, approved an amendment to the Adelaide Park Lands Authority (APLA) Charter (the Charter) to remove the adherence to the *Local Government (Procedures at Meetings) Regulations 2013* to support APLA determining its own procedures for meetings. The amendment did not alter the requirement for the APLA Board to meet in public in accordance with Chapter 6, Part 3 of the LG Act or the requirements of section 5, Part 1 of Schedule 2 of the LG Act and section 10 of the APL Act.
2. In addition, clause 4.5.9 of the APLA Charter requires the APLA Board to adopt a Code of Conduct.
3. The City of Adelaide (CoA) Administration has continued to provide administrative support to the APLA Board and have drafted a Code of Practice which will provide a key component of the governance framework to support APLA Board Members with the fulfillment of their obligations to APLA, CoA and the State Government.
4. The Code of Practice contains two key sections:
 - 4.1. Code of Conduct
 - 4.2. Board Proceedings

Code of Conduct

5. The Code of Conduct has been required under the APLA Charter but not previously adopted. In preparing this component of the Code of Practice, common Board conduct requirements have been incorporated. To minimise duplication, the Code of Conduct references the specific legislative requirements which apply, noting the legislation will be linked to the final document.
6. Aside from the statutory requirements and adherence to the Functions of the Authority, the Code of Conduct also covers the below:
 - 6.1. Behaviour of Board Members
 - 6.2. Conflicts of interest – noting the provisions of the LG Act apply and are detailed in the Board Proceedings section of the Code of Practice
 - 6.3. Confidentiality and fiduciary duties
 - 6.4. Gifts and benefits (including sitting fees)
 - 6.5. Breaches of the Code of Conduct

Board Proceedings

7. All proceedings of the APLA Board should be in accordance with the functions, powers and duties outlined in the Code of Conduct and the specific provisions of the legislation and Charter provided in the following:
 - 7.1. APL Act - Section 10 and 11
 - 7.2. LG Act - Schedule 2, Part 1, Section 5 (which do not overrule the above and relate to subsidiaries of Council) and Chapter 6, Part 3 (which relates to meetings being held in public and informal gatherings)
 - 7.3. The Charter - clauses 3.4, 4.1, 4.8, 4.9 and 8.10
8. To minimise duplication, the Board Proceedings section references the specific legislative and Charter requirements which apply, noting the legislation and Charter will be linked to the final document.
9. Specifically, the Board Proceedings section of the Code of Practice covers the following:
 - 9.1. Committees and delegations – while not currently used by the Board, this section provides some guidance should it be needed.
 - 9.2. Conflicts of interest – as stipulated in section 75B(2) of the LG Act, the provisions of Chapter 5, Part 4, Division 3 of the LG Act applies to Board Members of APLA.
 - 9.3. Meetings – this section covers all key elements of meetings of APLA while referencing the various legislative provisions and the optional proceedings to support the presiding of the meeting to facilitate the discussion to achieve good outcomes and clear decision making.
 - 9.4. Informal Gatherings – in accordance with section 90(8) of the LG Act, it is a requirement for APLA to adopt a policy and procedure for the holding of informal gatherings and discussions. This section meets that requirement and is consistent to the policy and procedure adopted by the CoA.

- 9.5. Annual Community Forum – as per clause 4.10 of the Charter, the Annual Community Forum is required to be held each year. This section of the Code of Practice provides guidance to the Board and CoA staff supporting APLA, in the preparation and conduct of this Forum.
10. Once adopted, the Code of Practice will apply immediately. It will be made publicly available on the CoA website and reviewed every four years in consultation with the APLA Board.

Attachments

Attachment A – Draft APLA Code of Practice

- END OF REPORT -

APLA Code of Practice

1. This Code of Practice forms a key part of the governance framework to support Adelaide Park Lands Authority Board Members with the fulfillment of Board Member and staff obligations to the Adelaide Park Lands Authority, City of Adelaide and the South Australian State Government.
2. **Legislative framework**
 - 2.1. The Adelaide Park Lands Authority (APLA or the Authority or Board) is established by the [Adelaide Park Lands Act 2005 \(SA\)](#) (Park Lands Act), an act to establish a legislative framework that promotes the special status, attributes and character of the Adelaide Park Lands to provide for the protection of those park lands and for their management as a world-class asset to be preserved as an urban park for the benefit of present and future generations.
 - 2.2. APLA is taken to be a subsidiary of the City of Adelaide pursuant to section 42 of the [Local Government Act 1999 \(SA\)](#) (LG Act).
 - 2.3. The affairs of the Authority are conducted in accordance with Schedule 2, Part 1 of the LG Act unless the matter is dealt with by the Park Lands Act or as modified by the Charter.
 - 2.4. This Code of Practice observes and is to be read in conjunction with the Park Lands Act, LG Act and [Adelaide Park Lands Authority Charter](#) (the Charter) as adopted by the City of Adelaide and the Minister for Local Government. Specifically, the Code of Practice contains key procedural and operational matters to be observed.
 - 2.5. Nothing in this Code of Practice overrides, prevails or amends the provisions of the relevant legislation or the Charter.
3. There are three components to this Code of Practice:
 - 3.1. Code of Conduct for Board Members - required by clause 4.5.9 of the Charter
 - 3.2. Board Proceedings (in addition to those prescribed by Division 3 and 4 of the Park Lands Act, Chapter 6, Part 3 and Schedule 2, Part 1 of the LG Act and in support of clause 4.8.2 of the Charter)
 - 3.3. Amendments to the Code of Practice
4. Throughout this document and to avoid repetition, where legislative references are made **green font** is used. Where a reference to the Charter is made **orange font** is used.
5. The critical documents are linked above and at the end of this document.
6. The definitions as stated in **clause 2 of the Charter** apply to this Code of Conduct.

CODE OF CONDUCT

7. **Clause 4.5.9 of the Charter** requires the adoption of a Code of Conduct to be observed by Board Members. In addition, the Code of Conduct should be reviewed every four years in consultation with Council.
8. The Code of Conduct includes all legislative components and the requirements contained in this section.

Statutory Principles

9. **Section 4(2) of the Park Lands Act** requires Board Members to have regard to and apply the following Statutory Principles stated in **section 4(1) of the Park Lands Act**:
 - 9.1. The land comprising the Adelaide Park Lands should, as far as is reasonably appropriate, correspond to the general intentions of Colonel William Light in establishing the first Plan of Adelaide in 1837.
 - 9.2. The Adelaide Park Lands should be held for the public benefit of the people of South Australia, and should be generally available to them for their use and enjoyment (recognising that certain uses of the Park Lands may restrict or prevent access to particular parts of the Park Lands).
 - 9.3. The Adelaide Park Lands reflect and support a diverse range of environmental, cultural, recreational and social values and activities that should be protected and enhanced.
 - 9.4. The Adelaide Park Lands provide a defining feature to the City of Adelaide and contribute to the economic and social well-being of the City in a manner that should be recognised and enhanced.
 - 9.5. The contribution that the Adelaide Park Lands make to the natural heritage of the Adelaide Plains should be recognised, and consideration given to the extent to which initiatives involving the Park Lands can improve the biodiversity and sustainability of the Adelaide Plains.
 - 9.6. The State Government, State agencies and authorities, and the City of Adelaide, should actively seek to co-operate and collaborate with each other to protect and enhance the Adelaide Park Lands.
 - 9.7. The interests of the South Australian community in ensuring the preservation of the Adelaide Park Lands are to be recognised, and activities that may affect the Park Lands should be consistent with maintaining or enhancing the environmental, cultural, recreational and social heritage status of the Park Lands for the benefit of the State.

Functions, Powers and Duties

10. When fulfilling their role, Board Members need to adhere to the Powers and Duties of the Authority as prescribed in **clause 3.2 of the Charter**. Specifically, **clause 4.1.4 of the Charter** states the Board will be entitled to make decisions in accordance with the Powers of the Authority set out in the Charter and by or under the Park Lands Act.
11. Board Members need to adhere to the Functions of the Authority as detailed in section 9 of the Park Lands Act and Schedule 2, Part 1, section 6 of the LG Act and clause 3.1 of the Charter and Functions of the Board as per clause 4.5 of the Charter.
12. The Powers, duties and functions of the Authority are summarised below:
 - 12.1. To undertake a key policy role with respect to the advocacy and promotion of the values of the Park Lands and their management and protection.
 - 12.2. To prepare and, as appropriate, to revise, the Adelaide Park Lands Management Strategy in accordance with the requirements of the Park Lands Act.
 - 12.3. To provide comments and advice on any management plan prepared by the City of Adelaide or a State Authority under the Park Lands Act or the LG Act that relates to any part of the Adelaide Park Lands, and to monitor and, as appropriate, to provide comments, advice or reports in relation to, the implementation or operation of any such plan.

- 12.4. To provide comments or advice in relation to the grant or operation of any lease, licence or other form of grant of occupation of land within the Adelaide Park Lands.
 - 12.5. Based on any request, or on its own initiative, to provide advice to the City of Adelaide or to the Minister on policy, development, heritage or management issues affecting the Adelaide Park Lands.
 - 12.6. To promote public awareness of the importance of the Adelaide Park Lands and the need to ensure that they are managed and used responsibly.
 - 12.7. To provide a forum for the discussion and consideration of topics related to the management of the Adelaide Park Lands.
 - 12.8. To ensure that the interests of South Australians are considered, and that community engagement and consultation processes are established and undertaken, in relation to the strategic management of the Adelaide Park Lands.
 - 12.9. To promote and administer the Park Lands Fund.
 - 12.10. To undertake or support other activities that will protect or enhance the Adelaide Park Lands, or in any other way promote or advance the objects of the Park Lands Act.
13. **Clause 4.1.3 of the Charter** states the Board shall have the responsibility to manage all the activities of the Authority ensuring the Authority acts in accordance with the Charter and the provisions of the Park Lands Act and the LG Act. **Clause 4.5 of the Charter** states the functions of the Board as follows:
- 13.1. To ensure that the Authority acts in accordance with the requirements imposed upon it under the Park Lands Act and this Charter.
 - 13.2. The formulation of strategic plans and strategies aimed at achieving the Functions of the Authority.
 - 13.3. To provide professional input and policy direction to the Authority.
 - 13.4. Monitoring, overseeing and evaluating the performance of the Authority.
 - 13.5. Ensuring that ethical behaviour and integrity is established and maintained by the Board Members in all activities undertaken by the Authority.
 - 13.6. Subject to **clause 4.8.21 of the Charter**, ensuring that the activities of the Authority are undertaken in an open and transparent manner.
 - 13.7. The development of Business Plans.
 - 13.8. Exercising the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons.
 - 13.9. The preparation and adoption of a code of conduct ('Code of Conduct') to be observed by the Board Members and to undertake a review of the Code of Conduct every four years in consultation with the Council.
14. In accordance with **clause 7 and 34, Schedule 2, Part 1 of the LG Act**, A Board Member must act honestly and with reasonable care and diligence in the performance and discharge of official functions and duties.
- 14.1. Board Members must take reasonable steps to be informed about the subsidiary and the relevant operations and activities of the council and Board to support conscientious and informed decision making. In addition, Board Members must exercise an active discretion with respect to all matters to be decided upon.

Behaviour of Board Members

15. In addition to the requirements above, Board Members must:
- 15.1. Act in a reasonable, just, respectful and non-discriminatory way when dealing with people.
 - 15.2. Work together constructively as a Board and uphold the values of honesty, integrity, accountability and transparency, and in turn, foster community confidence and trust.

- 15.3. Endeavour to establish and maintain a respectful relationship with all Authority members, regardless of differences of views and opinions.
 - 15.4. Seek and consider all relevant information, community opinion and the future needs of the local community.
 - 15.5. Show respect for others if making comments publicly and ensure that personal comments to the media or other public comments, on Authority decisions and other matters, clearly indicate that it is a private view, and not that of the Authority.
 - 15.6. Direct all requests for information, work or actions to the Authority's Executive Officer.
 - 15.7. Endeavour to provide accurate advice to the Council and State Government.
 - 15.8. Apply due diligence in attendance at and preparation for meetings of the Board and accordingly advise the Executive Officer if they will be an apology for a meeting. Non-attendance at three or more consecutive ordinary meetings of the Board will result in a meeting with the Presiding Member to discuss the matter. From there a decision of the Board may be sought to consider what, if any action will be taken.
16. Board Members must not:
- 16.1. Bully or harass other Authority members or City of Adelaide, State Government staff or any persons making deputations or providing information or reports to the Authority.
 - 16.2. Direct or influence Council or State Government staff with respect to the way in which these employees perform their duties.

Conflicts of interest

17. In accordance with [section 75B of the LG Act](#) and [clause 4.7.1 of the Charter](#), the conflict of interest provisions prescribed in [Chapter 5, Part 4, Division 3 of the LG Act](#) apply to all Board Members in the same manner as if they were elected members of council. Refer to Part 2 – Board Proceedings for detail.

Confidentiality and fiduciary duties

18. As per [clause 4.7.3 of the Charter](#), Board Members will at all times act in accordance with their duties of confidence and confidentiality and individual fiduciary duties, including honesty and the exercise of reasonable care and diligence, with respect to the performance and discharge of their official functions and duties as Board Members including as required by the [LG Act in Chapter 5, Part 4, Division 1 and Clause 7 of Part 1 of Schedule 2](#).
19. [Section 12 of the Park Lands Act](#) ensures that a Board Member does not commit a breach of a duty of confidence by reporting a matter relating to the affairs of the Authority to the Minister.
20. Board Members must not disclose information or a document:
 - 20.1. Provided on a confidential basis except in those circumstances provided in [section 12 of the Park Lands Act](#).
 - 20.2. To which there is an order of the Authority or a committee of the Authority in effect under [section 90 of the LG Act](#) requiring the information or document to be treated confidentially.
 - 20.3. That the Member should reasonably know is information that is confidential.
21. The above applies beyond the Board Member's term of appointment to the Board.

Gifts and benefits

22. Board Members must discharge their duties conscientiously, to the best of their ability, and for public, not private, benefit at all times.
23. Board Members must not:
 - 23.1. Make improper use of his or her position as a member of the Authority, including information acquired by virtue of this position, to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the Authority.

- 23.2. Seek gifts or benefits of any kind.
- 23.3. Accept any gift or benefit that may create a sense of obligation on their part or may be perceived to be intended or likely to influence them in carrying out their functions, powers or duties.
- 23.4. Accept any gift or benefit from any person who is in, or who seeks to be in, any contractual relationship with the Council or the State Government.
- 24. Notwithstanding the above, Board Members may accept hospitality provided in the context of performing their duties, including:
 - 24.1. Free or subsidised meals, beverages or refreshments of reasonable value provided in conjunction with Council or State Government Board related events such as training, education sessions workshops, conferences and meetings.
 - 24.2. Council functions or events
 - 24.3. Social functions organised by groups such as Council or State Government committees and community organisations.
- 25. Sitting fees
 - 25.1. The Authority's Charter provides for the payment of remuneration fees as determined by Council. Council has determined that sitting fees are to be paid for time spent at Board meetings and up to three hours of preparation time per Board meeting. Sitting fees can reasonably be extended to planning sessions but without the three hours preparation time. Council has not however determined that such payments may be made for field trips, social gatherings and events and so attendance on these occasions is voluntary and un-paid.
 - 25.2. Sitting fees have been determined by Council to be in line with the *State Government Remuneration Framework for Boards and Committees* at Category 2, Level 2.

Breaches of Code of Conduct

- 26. **Clauses 8.11.1- and 8.11.62 of the Charter** prescribe the process for the review of conduct of activities of the Authority and Board Members including remedial actions, notifications and communications required.
- 27. Any complaint about the conduct of a member of the Authority must be reported in writing to the Presiding Member of the Board, who is then responsible for investigation of the complaint. The Presiding Member must also advise the Minister responsible for the administration of the *Adelaide Park Lands Act 2005* of the complaint, investigation and outcome.
- 28. Any complaint about the Presiding Member must be reported in writing to the Chief Executive Officer of the Council, who is then responsible for investigation of the complaint. The Chief Executive Officer must also advise the Minister responsible for the administration of the *Adelaide Park Lands Act 2005* of the complaint, investigation and outcome.
- 29. The complaint must include the name and contact details of the person complaining and the member(s) of the Authority against whom the complaint is being made.
- 30. The complaint must specify the conduct complained about and the provision(s) of this Code of Conduct (and where relevant the section of the Park Lands Act, LG Act or Charter) which it is alleged to have been breached. A complaint must be substantiated by supporting evidence.
- 31. **Section 7(3) of the Park Lands Act** and **clause 4.2.2(b) of the Charter** state that Board Members may be removed from the Board for breach of, or non-compliance with, a condition of appointment, for neglect or duty or for dishonourable conduct.

BOARD PROCEEDINGS

32. All proceedings of the Board should be in accordance with the functions, powers and duties summarised in Part 1 Code of Conduct and the specific provisions of the legislation and Charter provided.
33. Specific reference to the proceedings of the Board are provided in the following:
 - 33.1. [Section 10 and 11 of the Park Lands Act](#)
 - 33.2. [Schedule 2, Part 1, Section 5](#) (these do not overrule the above) and [Chapter 6, Part 3 of the LG Act](#)
 - 33.3. [Clauses 3.4, 4.1, 4.8, 4.9 and 8.10 of the Charter](#)
34. In addition to those specific provisions, the below provides a guide to all Board proceedings to assist Board Members in the fulfillment of their role, the Presiding Member of the Board to manage meetings and the Executive Officer to provide support and undertake key administrative functions of the Authority.
35. Throughout, reference to the Presiding Member will also be taken as the Deputy Presiding Member or member presiding, if either is unavailable.

Committees and Delegations

36. Refer [section 11\(1\)-\(3\) of the Park Lands Act](#) and [clause 3.4 of the Charter](#) – summarised below:
37. The Board may establish committees as needed and does not need to include all Board Members, noting the Presiding Member will be ex-officio, a member of each committee.
38. The payment of sitting fees to committee members will be decided by Council.
39. The procedures to be observed in relation to the conduct of the business of a committee will be determined by the Board or (insofar as not determined by the Board) by the committee itself.
40. Subject to the conditions and limitations determined by the Board and those specified under the Park Lands Act or LG Act, the Board may resolve to delegate any of its powers to a committee established by the Board but may not delegate the power to:
 - 40.1. Approve expenditure of money not included in the Budget
 - 40.2. Approve reimbursement of expenses
 - 40.3. Adopt financial estimates and reports
 - 40.4. Any application or recommendation to the Council or the Minister

Conflicts of Interest

41. [Section 75B\(2\) of the LG Act](#) and [clause 4.7.1 of the Charter](#) state that the conflict of interest provisions contained in [Chapter 5, Part 4, Division 3 of the LG Act](#) applies to Board Members of APLA. These provisions have been extracted from the legislation as below:

[Local Government Act 1999](#)

Division 3—Conflicts of interest

Subdivision 1—Material conflicts of interest

73—Material conflicts of interest

- (1) Subject to this section, for the purposes of this Subdivision, a member of a council has a material conflict of interest in a matter to be discussed at a meeting of the council if any of the following persons would gain a benefit, or suffer a loss, (whether directly or indirectly and whether of a personal or pecuniary nature) depending on the outcome of the consideration of the matter at the meeting:
 - (a) the member;
 - (b) a relative of the member;
 - (c) a body corporate of which the member is a director or a member of the governing body;

- (d) a proprietary company in which the member is a shareholder;
 - (e) a beneficiary under a trust or an object of a discretionary trust of which the member is a trustee;
 - (f) a partner of the member;
 - (g) the employer or an employee of the member;
 - (h) a person from whom the member has received or might reasonably be expected to receive a fee, commission or other reward for providing professional or other services;
 - (i) a person of a prescribed class.
- (2) A member of a council will not be taken to have a material conflict of interest in a matter to be discussed at a meeting of the council—
- (a) if the relevant benefit or loss would be enjoyed or suffered in common with all or a substantial proportion of the ratepayers, electors or residents of the council area; or
 - (b) on account of an interest under subsection (1) of a relative of the member, other than the member's spouse or domestic partner, if the member does not know, and could not reasonably be expected to know, of the interest.
- (3) A member of a council who is a member, officer or employee of an agency or instrumentality of the Crown, will be regarded as having a material conflict of interest in a matter before the council if the matter directly concerns that agency or instrumentality but otherwise will not be regarded as having an interest in a matter by virtue of being a member, officer or employee of the agency or instrumentality.
- (4) In this section—
- agency or instrumentality of the Crown** includes—
- (a) an administrative unit of the Public Service;
 - (b) a body corporate comprised of, or including or having a governing body comprised of or including, a Minister or Ministers of the Crown or a person or persons appointed by the Governor or a Minister or other agency or instrumentality of the Crown.
- 74—Dealing with material conflicts of interest**
- (1) If a member of a council has a material conflict of interest in a matter to be discussed at a meeting of the council, the member must—
- (a) inform the meeting of the member's material conflict of interest in the matter; and
 - (b) leave the meeting room (including any area set aside for the public) such that the member cannot view or hear any discussion or voting at the meeting, and stay out of the meeting room while the matter is being discussed and voted on.
- Maximum penalty:
- (a) if the member votes on the matter with an intention to gain a benefit, or avoid a loss, for the member or another person—\$15 000 or 4 years imprisonment; or
 - (b) in any other case—\$5 000.
- (2) However, a member of the council does not contravene subsection (1) by taking part in the meeting, or being in the chamber where the meeting is being conducted, if the member—
- (a) has been granted an approval under subsection (3); and
 - (b) is complying with the conditions of the approval.
- (3) The Minister may grant an approval in writing to a member of the council to take part in the meeting, or to be in the chamber where the meeting is being conducted, if—
- (a) because of the number of members subject to the obligation under this section, conduct of the meeting would be obstructed if the approval were not given; or
 - (b) it appears to the Minister to be in the interests of the council's community and area.
- (4) The Minister may grant an approval under subsection (3) subject to any conditions determined by the Minister.
- (5) If a member of a council discloses a material conflict of interest in a matter to be discussed at a meeting of the council, the following details must be recorded in the minutes of the meeting and on a website determined by the chief executive officer:
- (a) the member's name;
 - (b) the nature of the interest, as described by the member;

- (c) if the member took part in the meeting, or was in the chamber during the meeting, under an approval under subsection (3), the fact that the member took part in the meeting, or was in the chamber during the meeting (as the case requires).
- (6) This section does not apply to a matter of ordinary business of the council of a kind prescribed by regulation for the purposes of this section.

Subdivision 2—Actual and perceived conflicts of interest

75—Actual and perceived conflicts of interest

- (1) In this Subdivision—
actual conflict of interest—see section 75A(1)(a);
conflict of interest—see subsections (2) and (3);
perceived conflict of interest—see section 75A(1)(b).
- (2) For the purposes of this Subdivision but subject to this section, a conflict of interest is a conflict between—
 (a) a member of a council's interests (whether direct or indirect personal or pecuniary); and
 (b) the public interest, that might lead to a decision that is contrary to the public interest.
- (3) A member of a council will not be regarded as having a conflict of interest in a matter to be discussed at a meeting of the council—
 (a) by reason only of—
 (i) an engagement with a community group, sporting club or similar organisation undertaken by the member in his or her capacity as a member; or
 (ii) membership of a political party; or
 (iii) membership of a community group, sporting club or similar organisation (if the member is not an office holder for the group, club or organisation); or
 (iv) the member having been a student of a particular school or his or her involvement with a school as parent of a student at the school; or
 (v) a nomination or appointment as a member of a board of a corporation or other association, if the member was nominated for appointment by a council; or
 (b) in prescribed circumstances.
- (4) A member of a council will not be taken, for the purposes of this Subdivision, to have a conflict of interest in a matter to be discussed at a meeting of the council if the relevant member's interest in the matter is held in common with all or a substantial proportion of the ratepayers, electors or residents of the council area.

75A—Dealing with actual and perceived conflicts of interest

- (1) If, in relation to a matter to be discussed at a meeting of a council, a member of the council—
 (a) has a conflict of interest in the matter (an actual conflict of interest); or
 (b) could reasonably be taken, from the perspective of an impartial, fair-minded person, to have a conflict of interest in the matter (a perceived conflict of interest), the member must deal with the actual or perceived conflict of interest in a transparent and accountable way.
- (2) Without limiting subsection (1), the member must inform the meeting of—
 (a) the member's interest in the matter; and
 (b) if the member proposes to participate in the meeting in relation to the matter, how the member intends to deal with the actual or perceived conflict of interest.
- (3) If a quorum at a meeting cannot be formed because a member of a council proposes to exclude himself or herself from the meeting in order to comply with subsection (1), the member will not be taken to have contravened subsection (1) by participating (including by voting, for example) in the meeting in relation to the matter if the attendance of the member, together with any other required number of members, forms a quorum for the meeting.
- (4) If a member of a council discloses an actual or perceived conflict of interest in a matter to be discussed at a meeting of the council, the following details must be recorded in the minutes of the meeting and on a website determined by the chief executive officer:
 (a) the member's name;

- (b) the nature of the interest, as described by the member;
 - (c) the manner in which the member dealt with the actual or perceived conflict of interest;
 - (d) if the member voted on the matter, the manner in which he or she voted;
 - (e) the manner in which the majority of persons who were entitled to vote at the meeting voted on the matter.
- (5) To avoid doubt, it is declared that non-participation in a meeting of a council is not the only way in which a member of the council may appropriately deal in a transparent and accountable way with an actual or perceived conflict of interest of the member in a matter to be discussed at the meeting.
- (6) This section does not apply to a matter of ordinary business of the council of a kind prescribed by regulation for the purposes of this section.

Local Government (General) Regulations 2013

8AAB—Conflicts of interest—special provisions relating to subsidiaries and committees

For the purposes of sections 74(6) and 75A(6) of the Act, the following matters are prescribed:

- (a) a matter to be discussed, or in relation to which a recommendation or decision is to be made, at a meeting of a council subsidiary if—
 - (i) the discussion, recommendation or decision relates to the purpose for which the subsidiary is established; and
 - (ii) the relevant interest in the matter is the interest of the council which appointed, or nominated for appointment, a member of the board of management of the subsidiary;
- (b) a matter to be discussed, or in relation to which a recommendation or decision is to be made, at a meeting of a regional subsidiary if—
 - (i) the discussion, recommendation or decision relates to the purpose for which the subsidiary is established; and
 - (ii) the relevant interest in the matter is the interest of a council which appointed, or nominated for appointment, a member of the board of management of the subsidiary; and
 - (iii) the relevant benefit or loss would be enjoyed or suffered in common with all or a substantial proportion of the constituent councils of the subsidiary;
- (c) a matter to be discussed, or in relation to which a recommendation is to be made, at a meeting of a committee of a council established under section 41 of the Act if—
 - (i) the discussion or recommendation relates to the purpose for which the committee is established; and
 - (ii) the relevant interest in the matter is the interest of the council that established the committee.

Meetings

42. Subject to the Park Lands Act and the provisions of the Charter, the Board may determine its own procedures for meetings, which must be fair and contribute to free and open decision making and achieve the Functions of the Authority within its Powers and Duties.

42.1. Presiding

42.1.1. Section 10(1) of the Park Lands Act states the Lord Mayor will be the presiding member of the Board. If the Lord Mayor is not a member of the Board then a member nominated by Council will be the presiding member.

42.1.2. A Board member nominated by the Minister will be the deputy presiding member of the Board.

42.1.3. If the presiding member is absent for a meeting, the deputy presiding member will preside. If both are absent, then a member of the Board chosen by the members present will preside.

42.1.4. As per Schedule 2, Part 1, Section 4(4) LG Act a Board Member must be appointed to chair meetings of the Board.

42.2. Scheduling and Notice of meetings

- 42.2.1. One ordinary meeting of the Board per calendar month except December and January - **clause 4.8.5 of the Charter**.
- 42.2.2. The Board will determine its preferred meeting time which will support the attendance of all Board Members wherever possible.
- 42.2.3. Executive Officer must not give less than 3 clear business days' notice of meetings to Board Members - **4.8.6 of the Charter**.
- 42.2.4. Notice of meetings to Board Members must be in writing, set out the date, time and place of the meeting, and contain (or be accompanied by), the agenda for the meeting and, as far as practicable, the documents/reports for consideration at the meeting – **clause 4.8.7 and 4.8.11-4.8.12 of the Charter**.
- 42.2.5. As per **clause 4.8.8 of the Charter** - Notices of Board meeting times and places must be given to the public in the same manner of public notification of Council meetings in accordance with **section 84 of the LG Act**.
- 42.2.6. Executive Officer to keep a record of all notices of meetings – **clause 4.8.10 of the Charter**.
- 42.2.7. If a meeting is adjourned for want of quorum as per the section below, the Executive Officer must provide notice of the reconvened date, time and place of the meeting to Board Members and the public via the City of Adelaide website.

42.3. Location of meetings

- 42.3.1. Ordinary meetings of the Board will be held in the Colonel Light Room, Adelaide Town Hall unless determined otherwise by the Presiding Member in consultation with the Executive Officer.
- 42.3.2. When considering alternate locations, consideration must be given to safety, security and public access to observe proceedings or in the case of electronic meetings, the ability to record and publish or live stream the meeting.

42.4. Meeting documents – discuss draft agenda with LM and update accordingly

- 42.4.1. Must be available to the public – **clause 4.8.9 and 4.8.23-4.8.24 of the Charter** noting exception for confidential matters as per clause 4.8.25 of the Charter.

42.4.2. Agenda structure

Welcome and Opening

- Acknowledgement of Country
- Apologies
- Confirm minutes of previous meeting
- Business Arising (refer to actions arising from previous meeting)

Conflicts of Interest

Presiding Member report

Requests to Speak to Board – *topic and speaker listed*

Items for Board Decision – *topics identified*

Items for Board Discussion – *topics identified*

Items for Noting – *topics identified*

Other Business

Items Requested to be considered in confidence – *items listed and removed if not necessary*

Items for the Board in confidence – *items listed and removed if not necessary*

Meeting Close

- Next meeting

42.5. Special Meetings

- 42.5.1. Can be convened at the request of the Presiding Member, the Council, the Minister or 3 Board Members in writing to the Board via the Executive Officer. There must be at least

24 hours' notice provided to Board Members and the proposed agenda should be attached to this notice – [clause 4.8.13 of the Charter](#)

42.6. Meeting Commencement and Quorum

- 42.6.1. A meeting of the Board will commence as soon as possible after the time specified in the notice of meeting and quorum present.
- 42.6.2. Quorum is 6 members of the Board - [Section 10\(4\) of the Park Lands Act](#) and [clause 4.8.14 of the Charter](#).
- 42.6.3. If the number of apologies received by the Executive Officer indicates that a quorum will not be present at a meeting, the Board Member presiding may adjourn the meeting to a specified day and time.
- 42.6.4. If at the expiration of 30 minutes from the commencement time specified in the notice of meeting a quorum is not present, the Board Member presiding will adjourn the meeting to a specified day and time.
- 42.6.5. If a meeting is adjourned for want of a quorum, the Executive Officer will publish in the minute book the reason for the adjournment, the names of the members present, and the date and time to which the meeting is adjourned.

42.7. Voting

- 42.7.1. A decision carried by a majority of votes cast by Board Members at the meeting is a decision of the Authority – [section 10\(5\) of the Park Lands Act](#) and [clause 4.8.16 of the Charter](#).
- 42.7.2. Each Board Member present at a meeting of the Board has a deliberative vote on any question arising for decision – [section 10\(6\) of the Park Lands Act](#) and [clause 4.8.15 of the Charter](#).
- 42.7.3. If the votes are equal, the member presiding at the meeting does not have a second or casting vote and the relevant question will lapse [section 10\(6\) of the Park Lands Act](#) and [clause 4.8.15 of the Charter](#).
- 42.7.4. All Board Members present must vote (except for conflict of interest provisions) – [clause 4.8.17 of the Charter](#).
- 42.7.5. A proposed resolution of the Board becomes a valid decision of the Board despite the fact it is not voted on at a meeting if notice is given to all Board Members in accordance with procedures determined by the Board and a majority of Board Members express their concurrence by letter, telex, facsimile or other written or electronic communication to the APLA Executive Officer - [Schedule 2, Part 1, Section 5\(6\) LG Act](#) and [clause 4.8.4 of the Charter](#).
- 42.7.6. Subject to the Charter and any direction of Council, the Board may determine its own procedures for voting which must be fair and contribute to free and open decision making, as required by [clause 4.8.26 of the Charter](#).
- 42.7.7. Prior to voting the Presiding Member may ask for a mover and a seconder for an item for decision. Voting will be by a show of hands for and against.

42.8. Electronic meetings / telecommunications meetings

- 42.8.1. [Schedule 2, Part 1, Section 5\(5\) LG Act](#) provides that a telephone or video conference between Board Members will be a valid meeting of the Board if notice is given to all Board Members in the manner determined by the Board for that purpose and each participating Board Member is capable of communicating with every other participating Board Member during the conference.
- 42.8.2. If a meeting of the Board is determined by the Minister, Council Chief Executive Officer or Presiding Member to be conducted via video conference then in addition to the requirements of [clause 4.8.3 of the Charter](#):

- Each Board Member must be able to see and hear and be seen and be heard by other Board Members.
- If at any time the Board Member cannot be seen or disconnects from the meeting, they are taken to have left the meeting.

42.8.3. A Board Member may only join a Board meeting by telephone with the prior approval of the Presiding Member and can only use telephone meeting participation for a maximum of two meetings of the Board per calendar year.

42.8.4. In accordance with [clause 4.8.3 of the Charter](#) the requirements for attending the meeting by telephone are that:

- Each Board Member must be able to hear and be heard by other Board Members – if this cannot be achieved then the Board Member will be taken as absent from the meeting.
- Each Board Member must announce their presence to all other Board Members taking part in the meeting.

42.8.5. If a Board Member is disconnected from the meeting, they are taken to have left the meeting and ideally will advise the Presiding Member prior.

42.9. **Adjourning meeting**

42.9.1. Any meeting of the Board may be adjourned by a majority decision of the Board Members - [Clause 4.8.18 of the Charter](#).

42.9.2. Note under 'Commencement and Quorum' the process for adjournment of meeting if no quorum.

42.10. **Public participation – Requests to Speak to the Board**

42.10.1. Members of the public may speak to Board Members at an ordinary meeting of the Board on an item on that meeting agenda.

42.10.2. All persons wishing to speak to the Board will need to submit a request in writing via email to the Executive Officer or via the [City of Adelaide website](#) at least by noon the last working day prior to the meeting.

42.10.3. The Executive Officer must provide a request to speak received by a member of the public to the Presiding Member.

42.10.4. The Presiding Member may refuse to allow a person to speak to the Board and the Executive Officer must take reasonable steps to ensure the persons who requested to speak to the Board are informed of the outcome of the request.

42.10.5. The Presiding Member may consider the following when determining whether to allow the speaker to be heard at the meeting:

- The subject matter that is proposed by the speaker and whether it is within the power of the Authority, whether the person has previously spoken on the matter.
- Relevance to the subject matter and size of the agenda for that meeting.
- Previous experience with the person requesting to speak including the behaviour displayed and the relevance of information to previous meetings.

42.10.6. Board Members will be advised prior to the meeting who has been granted approval to speak and their subject matter.

42.10.7. A speaker to the Board will be allowed up to 5 minutes and there will be no more than 5 separate speakers at any one meeting.

42.10.8. The Presiding Member may rule the speaker ineligible to continue if in their opinion that matter is different to that raised in the request, it relates to expiation notices, summonses or other litigation or is vague, irrelevant, insulting or improper.

42.10.9. The minutes of the meeting will identify the individual(s) heard and the subject matter raised.

42.10.10. Material referenced and distributed by the speaker during their address, will upon the request of the speaker, be attached to the minutes of the meeting, subject to an assessment by the Executive Officer and Presiding Member that the material be disallowed on the basis that it is defamatory, offensive or insulting in content.

42.11. Other Business

42.11.1. Matters which Board Members wish to discuss at a meeting should be raised with the Presiding Member. The Presiding Member may ask for Other Business at the beginning of the meeting.

42.11.2. The Presiding Member will manage the discussion relating to the matter raised and the subject matter will be identified in the minutes of the meeting.

42.11.3. Replies to questions raised may be provided at the next meeting of the Board.

42.11.4. The Presiding Member may determine a question is not answered if the Presiding Member considers it vague, irrelevant, insulting or improper.

42.12. Minutes

42.12.1. The Board must keep accurate minutes of its proceedings - [Schedule 2, Part 1, Section 5\(11\) LG Act](#) and [clause 4.9.1 of the Charter](#).

42.12.2. The following will be included in the minutes of the meeting:

- The names of each Board Member present at the meeting, and those who are an apology or on leave
- Decisions of the Board
- Any disclosure of interest made by a Board Member in accordance with [section 74\(5\) and 75A\(4\) of the LG Act](#)
- Undertakings of the meeting
- Subject of any matters raised that were not on the agenda
- The name and subject matter of speakers to the Board
- An order to exclude the public in accordance with [section 90\(7\) of the LG Act](#) and [clause 4.8.22 of the Charter](#).
- An order to keep a document, or part of a document confidential in accordance with [clause 4.8.25\(b\) of the Charter](#).

42.12.3. Minutes are to be distributed to Board Members within 5 business days of the meeting and presented to the next ordinary meeting of the Board for confirmation and adoption ([clauses 4.9.2-4.9.3 of the Charter](#)).

42.12.4. The minutes of the proceedings at a meeting will be submitted for confirmation at the next meeting of the Board.

42.13. Interruptions

42.13.1. Board Members will ensure they do not interrupt another Board Member while they are speaking.

42.13.2. All mobile phones and devices should be set to silent during a meeting.

42.13.3. Recording of meetings (audio, photographs, video) by Board Members or third parties will only be allowed with the prior approval of the Presiding Member.

42.13.4. A member of the public or a non-member of the Authority must not interrupt a meeting or behave in a disorderly or improper manner. Any person doing so will be asked to leave.

42.14. Meetings in Public and confidentiality

42.14.1. [Section 13\(c\) of the Park Lands Act](#) and [section 5\(7\) of Schedule 2, Part 1 of the LG Act](#) states that the Charter must not exclude the operation of [Chapter 6 Part 3 of the](#)

LG Act in relation to the proceedings of the Authority which has been extracted from the legislation below:

Local Government Act 1999

Part 3—Public access to council and committee meetings

90—Meetings to be held in public except in special circumstances

- (1) Subject to this section, a meeting of a council or council committee must be conducted in a place open to the public.
- (2) A council or council committee may order that the public be excluded from attendance at a meeting to the extent (and only to the extent) that the council or council committee considers it to be necessary and appropriate to act in a meeting closed to the public in order to receive, discuss or consider in confidence any information or matter listed in subsection (3) (after taking into account any relevant consideration under that subsection).
- (3) The following information and matters are listed for the purposes of subsection (2):
 - (a) information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead);
 - (b) information the disclosure of which—
 - (i) could reasonably be expected to confer a commercial advantage on a person with whom the council is conducting, or proposing to conduct, business, or to prejudice the commercial position of the council; and
 - (ii) would, on balance, be contrary to the public interest;
 - (c) information the disclosure of which would reveal a trade secret;
 - (d) commercial information of a confidential nature (not being a trade secret) the disclosure of which—
 - (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and
 - (ii) would, on balance, be contrary to the public interest;
 - (e) matters affecting the security of the council, members or employees of the council, or council property, or the safety of any person;
 - (f) information the disclosure of which could reasonably be expected to prejudice the maintenance of law, including by affecting (or potentially affecting) the prevention, detection or investigation of a criminal offence, or the right to a fair trial;
 - (g) matters that must be considered in confidence in order to ensure that the council does not breach any law, order or direction of a court or tribunal constituted by law, any duty of confidence, or other legal obligation or duty;
 - (h) legal advice;
 - (i) information relating to actual litigation, or litigation that the council or council committee believes on reasonable grounds will take place, involving the council or an employee of the council;
 - (j) information the disclosure of which—
 - (i) would divulge information provided on a confidential basis by or to a Minister of the Crown, or another public authority or official (not being an employee of the council, or a person engaged by the council); and
 - (ii) would, on balance, be contrary to the public interest;
 - (k) tenders for the supply of goods, the provision of services or the carrying out of works;
 - (m) information relating to a proposed amendment to a Development Plan under the Development Act 1993 before a Development Plan Amendment proposal relating to the amendment is released for public consultation under that Act;
 - (n) information relevant to the review of a determination of a council under the Freedom of Information Act 1991.
- (4) In considering whether an order should be made under subsection (2), it is irrelevant that discussion of a matter in public may—
 - (a) cause embarrassment to the council or council committee concerned, or to members or employees of the council; or

- (b) cause a loss of confidence in the council or council committee; or
 - (c) involve discussion of a matter that is controversial within the council area; or
 - (d) make the council susceptible to adverse criticism.
- (5) A person who, knowing that an order is in force under subsection (2), enters or remains in a room in which a meeting of the council or council committee is being held is guilty of an offence and liable to a penalty not exceeding \$500 and if such a person fails to leave the room on request it is lawful for an employee of the council or a member of the police force to use reasonable force to remove him or her from the room.
- (6) Subsection (5) does not apply to—
- (a) a member of the council or the council committee; or
 - (b) any other person permitted to be in the room by the council or the council committee.
- (7) If an order is made under subsection (2), a note must be made in the minutes of the making of the order and specifying—
- (a) the grounds on which the order was made; and
 - (b) the basis on which the information or matter to which the order relates falls within the ambit of each ground on which the order was made; and
 - (c) if relevant, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest.
- (7a) A council committee meeting will be taken to be conducted in a place open to the public for the purposes of this section even if 1 or more committee members participate in the meeting by telephone or other electronic means in accordance with any procedures prescribed by the regulations or determined by the council under section 89 (provided that members of the public can hear the discussion between all committee members and subject to the qualification that a council may direct a committee not to use telephone or other electronic means for the purposes of its meetings).

- 42.14.2. In support of the above [clause 4.8.19 of the Charter](#) states that all meetings of the Board must be conducted in a place open to the public. From time to time there will be matters discussed and considered by the Board which needs to happen in confidence based on one of the reasons provided in [section 90\(3\) of the LG Act](#).
- 42.14.3. In support of this clauses [4.8.21](#) and [4.8.22 of the Charter](#) talks to the exclusion of the public.
- 42.14.4. As per clause 4.8.20 of the Charter all Board Members must keep confidential all documents and information provided to them on a confidential basis – note the circumstances prescribed by [section 12 of the Park Lands Act](#) and [Schedule 2, Part 1, section 5\(7\) of the LG Act](#).

Informal Gatherings

43. Pursuant to [section 90\(8\) of the LG Act](#), the Board may hold an informal gathering (not a meeting of the Board) to support informal discussion, training and awareness.
44. This section meets the requirements for the Authority to adopt a policy on the holding of informal gatherings pursuant to [section 90\(8a\) of the LG Act](#). References to the Council or committee equally apply to the Authority.
45. The conditions associated with these informal gatherings are as per the extract from the legislation below:

Local Government Act 1999

Chapter 6—Meetings

Part 3—Public access to council and committee meetings

90—Meetings to be held in public except in special circumstances

- (8) The duty to hold a meeting of a council or council committee at a place open to the public does not in itself make unlawful informal gatherings or discussion involving—

- (a) members of the council or council committee; or
 - (b) members of the council or council committee and staff,
- provided that a matter which would ordinarily form part of the agenda for a formal meeting of a council or council committee is not dealt with in such a way as to obtain, or effectively obtain, a decision on the matter outside a formally constituted meeting of the council or council committee.

Examples—

The following are examples of informal gatherings or discussions that might be held under subsection (8):

- (a) planning sessions associated with the development of policies or strategies;
 - (b) briefing or training sessions;
 - (c) workshops;
 - (d) social gatherings to encourage informal communication between members or between members and staff
- (8a) In addition, an informal gathering or discussion under subsection (8) may only be held if—
- (a) the council has adopted a policy on the holding of informal gatherings or discussions; and
 - (b) the informal gathering or discussion complies with the policy.
- (8b) A policy adopted under subsection (8a) must comply with any requirements prescribed by the regulations, and the regulations may (for example) include requirements that the policy provide for—
- (a) the imposition of limitations on the holding of informal gatherings or discussions; and
 - (b) procedures for approval of informal gatherings or discussions; and
 - (c) the capacity of the council to impose conditions on an approval.
- (8c) A council may from time to time alter its policy, or substitute a new policy.
- (8d) The council must ensure that a copy of the policy under subsection (8a) is available for inspection (without charge) at the principal office of the council during ordinary office hours and on a website determined by the chief executive officer.
- (8e) A person is entitled, on payment of a fee fixed by the council, to a copy of a policy under subsection (8a).

46. In addition to the above, the policy must comply with the below requirements:

Local Government (General) Regulations 2013

8AB—Informal gatherings and discussions

- (1) For the purposes of section 90(8b) of the Act, a council must ensure that its policy on the holding of informal gatherings or discussions—
- (a) provides that designated informal gatherings or discussions must be held at a place open to the public, unless the designated informal gathering or discussion is one that the council or chief executive officer has declared may be held in confidence; and
 - (b) provides that the council or chief executive officer will only declare that a designated informal gathering or discussion may be held in confidence—
 - (i) on a case by case basis; and
 - (ii) if the designated informal gathering or discussion—
 - (A) is a planning session of a general or strategic nature; or
 - (B) is a briefing relating to—
 - information; or
 - a matter,
 of a confidential nature within the ambit of section 90(3) of the Act; and
 - (c) provides for procedures relating to the holding of designated informal gatherings or discussions; and
 - (d) provides for publication on the council's website of details relating to designated informal gatherings or discussions, including—
 - (i) in all cases—

- (A) the place, date and time at which the designated informal gathering or discussion will be held; and
 - (B) the matter that is to be discussed at the designated informal gathering or discussion; and
 - (C) whether or not the designated informal gathering or discussion is to be held at a place open to the public; and
- (ii) in the case of a designated informal gathering or discussion that will be held in confidence—the reason for the designated informal gathering or discussion being held in confidence.

(2) In this regulation—

designated informal gathering or discussion means an event organised and conducted by or on behalf of the council or chief executive officer to which members of the council or council committee (as the case may be) have been invited and that involves discussion of a matter that is, or is intended to be, part of the agenda for a formal meeting of the council or council committee.

47. Procedure for informal gatherings

- 47.1. Noting the above requirements from [section 90\(8\) of the LG Act](#) and regulation [8AB of the Local Government \(General\) Regulations 2013](#), the following will apply as the procedures relating to the holding of an informal gathering or discussion.
- 47.2. An informal gathering or discussion may be convened to facilitate discussion and support a non-decision-making forum that enables all Authority Members, Council and State Government officers to participate in an open and transparent discussion in relation to, but not limited to:
- 47.2.1. Planning and workshop sessions associated with the development of policies or strategies linked to the functions of the Authority and Board (as per [section 9 of the Park Lands Act](#) and [Schedule 2, Part 1, section 6 of the LG Act](#) and [clause 3.1 and 4.5 of the Charter](#)).
 - 47.2.2. Briefing or training sessions.
 - 47.2.3. Social gatherings or events to encourage informal communication between members or between members and staff.
 - 47.2.4. Briefings with or by State Government agencies or other bodies.
- 47.3. A designated informal gathering or discussion will be held in a place open to the public, except where the designated informal gathering or discussion has been declared by the Authority or the Executive Officer to be held in confidence.
- 47.4. A confidentiality declaration can apply to:
- 47.4.1. A planning session of a general or strategic nature.
 - 47.4.2. A request from Council, State Government or other Agency.
 - 47.4.3. A briefing relating to information or a matter of a confidential nature within the ambit of [section 90\(3\) of the LG Act](#).
- 47.5. When a designated informal gathering or discussion is convened, the Executive Officer must have a notice of the designated informal gathering or discussion posted to www.cityofadelaide.com.au as soon as practical after Authority Members have been advised, and not less than 4 hours before the designated informal gathering or discussion is due to start.
- 47.6. The notice of the designated informal gathering or discussion will contain the following details in all cases:
- 47.6.1. The place, date and time at which the designated informal gathering or discussion will be held.
 - 47.6.2. The matter that is to be discussed at the designated informal gathering or discussion.
 - 47.6.3. Whether or not the designated informal gathering or discussion is to be held at a place open to the public.

- 47.6.4. In the case of a designated informal gathering or discussion that will be held in confidence – the reason for the designated informal gathering or discussion being held in confidence.
- 47.7. Both the Executive Officer and the Authority are responsible for ensuring designated informal gatherings are conducted in accordance with the [LG Act](#).
- 47.8. Designated informal gatherings will be facilitated by the Presiding Member or a senior Council officer. The Chair is responsible for ensuring that the purpose, intent and outcomes of the designated informal gatherings or discussions are consistent with [section 90 of the LG Act](#).
- 47.9. There will be no formal minutes recorded from a designated informal gathering or discussion. Notes of a designated informal gathering may be tabled at the next available Authority meeting.
- 47.10. Attendance of Authority Members at a designated informal gathering or discussion will be recorded via a sign-in sheet.
- 47.11. An informal gathering or discussion that is not a designated informal gathering or discussion, will generally be conducted in a manner consistent with designated informal gatherings or discussions, with the exception that:
- 47.11.1. They will not be held in a place open to the public.
- 47.11.2. They will not be publicised.
- 47.11.3. Attendance will not be recorded.

Annual Community Forum

48. [Clause 4.10 of the Charter](#) requires a Community Forum to be held each year with the overall aim to review the progress and direction of the Authority over the immediately preceding financial year
49. The Board will determine the place and time of the Community Forum noting that as per [clause 4.10.1 of the Charter](#) it needs to be convened by the end of October each year and public notice must be provided 14 days prior to the Forum (in the same manner that notice of Board meetings is provided).
50. In determining the place and time consideration should be given to public access and the suitability of the place for the convening of a forum which will consider the following as determined by [clause 4.10.5 of the Charter](#):
- 50.1. Presiding Member report
- 50.2. Officer report
- 50.3. Audited financial statements for the previous financial year
- 50.4. Any other general business as determined by the Board.
- 50.5. Note the general business to be considered at the Annual Community Forum will need to be determined by the Board at the Board meeting in the month prior or at least 14 days before the Forum to meet the notice period required in [clause 4.10.3 of the Charter](#).
51. Minutes of the Annual Community Forum will contain a summary of the matters raised and be available to the public (via the City of Adelaide website) and Board Members within 5 days of the forum being held ([clause 4.10.6 of the Charter](#)).

AMENDMENTS TO THE CODE OF PRACTICE

52. To the extent that the Code of Practice consists of statutory provisions enacted by the Parliament of the State of South Australia, then such references in the Code of Practice shall automatically stand amended upon the statutory provisions being amended without further resolution of the Board. In that circumstance the Code of Practice will be amended accordingly and recorded in the Revision History table.
53. If any Charter provisions are approved by Council, the Minister and gazetted then such references in the Code of Practice will be amended accordingly. In that circumstance the Code of Practice will be amended accordingly and recorded in the Revision History table.
54. Any proposal to remove or add to the Code of Practice will be determined by the Board unless related to a change in the Charter which must be approved by Council and the Minister.
55. In response to the Authority's resolution, the Code of Practice may be amended to include / amend procedures to support governance arrangements for Board proceedings.

Revision History

In response to:	Revision to Code of Conduct

Related Documents / Information

[Adelaide Park Lands Act 2005](#)

[Local Government Act 1999](#)

[Adelaide Park Lands Authority Charter](#)

[Local Government \(General Regulations\) 2013](#)

[Adelaide Park Lands – City of Adelaide website](#)

The Hon Vickie Chapman MP

20MPL1832
20MPL1852

19 January 2021

The Right Honourable The Lord Mayor
Ms Sandy Verschoor
City of Adelaide

By email: LordMayor@cityofadelaide.com.au

Dear ^{Sandy} Lord Mayor

I write to thank you for your letter on behalf of the Adelaide Park Lands Authority dated 21 December 2020, and your subsequent email on behalf of the City of Adelaide dated 22 December 2020, regarding the draft Phase Three Amendment to the Planning and Design Code (the draft Phase Three Code).

I note that your submissions have also been provided to the State Planning Commission (Commission) for consideration and processing as a submission on the draft Phase Three Code.

Following the close of this additional consultation period, the Commission will provide me with an Engagement Report under Section 73 of the *Planning, Development and Infrastructure Act (2016)*. The Engagement Report will set out how the draft Code is proposed to be altered in response to the matters raised in submissions.

I am advised that I will have an opportunity to consider the Commission's Engagement Report and recommendations in the first quarter of 2021. I will then be in a position to adopt the Code (with or without changes) taking into account the Commission's recommendations.

I trust the above information is of assistance.

Yours sincerely


VICKIE CHAPMAN MP
DEPUTY PREMIER
MINISTER FOR PLANNING AND LOCAL GOVERNMENT



**Government
of South Australia**

Deputy Premier

Attorney-General

Minister for Planning
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Exclusion of the Public

ITEM 9.1 25/02/2021
Board Meeting

Requested by:
Clare Mockler, Acting Chief
Executive Officer

2018/04291
Public

Purpose

It is a requirement of the *Adelaide Park Lands Act 2005 (SA)* [13 (c)] reflected in clause 4.8.19 of the *Adelaide Park Lands Charter*, that meetings of the Authority be conducted in a place open to the public except in special circumstances. These circumstances and associated considerations to exclude the public from a Board meeting are outlined in section 90 the *Local Government Act 1999 (SA)* (the Act).

Clause 4.8.21 of the *Adelaide Park Lands Charter* states the Board may order that the public be excluded from attendance at any meeting in order to enable the Board to consider in confidence any information or matter listed in section 90(3) of the Act (after taking into account any relevant consideration under that section). The exercise of this power does not exclude Board Members and/or any other person permitted by the Board to remain in the room.

The Order to Exclude for Item 10.1

1. Identifies the information and matters (**grounds**) from section 90(3) of the Act utilised to request consideration in confidence.
2. Identifies the **basis** – how the information falls within the grounds identified and why it is necessary and appropriate to act in a meeting closed to the public; and
3. In addition, identifies for the following grounds – section 90(3) (b), (d) or (j) - how information open to the public would be contrary to the **public interest**.

All Board members must keep confidential all documents and any information presented to them for consideration on a confidential basis prior to the meeting.

Exclusion of the public from this Adelaide Park Lands Authority Board meeting is sought for the consideration of the following Agenda Item:

- 10.1 Expression of Interest Results - Rowing Club Building – Red Gum Park / Karrawirra (Park 12)
[section 90(3) (b) of the Act]

Order to Exclude for Item 10.1

THAT THE ADELAIDE PARK LANDS AUTHORITY

1. Having taken into account the relevant considerations contained in Clause 4.8.21 of the *Adelaide Park Lands Authority Charter* and s 90(3) (b) and 90(4) & (7) of the *Local Government Act 1999 (SA)*, this meeting of the Board of the Adelaide Park Lands Authority dated 25 February 2021 resolves that it is necessary and appropriate to act in a meeting closed to the public as the consideration of Item 11.1 [Expression of Interest Results - Rowing Club Building – Red Gum Park / Karrawirra (Park 12)] listed on the Agenda in a meeting open to the public would on balance be contrary to the public interest.

Grounds and Basis

This Item is commercial information of a confidential nature (not being a trade secret) the disclosure of which may prejudice the ability to undertake/participate in future negotiations on the proposal and prejudice the Council's commercial position and opportunity for Council to participate in future like considerations or discussions.

Public Interest

The Board is satisfied that the principle that the meeting be conducted in a place open to the public has been outweighed in the circumstances because the disclosure of this information may result in release of information prior to the finalisation of 'commercial in confidence' negotiation with the proponent and because the disclosure of Council's commercial position may severely prejudice Council's ability to discuss/participate or influence a proposal for the benefit of the Council and the community in this matter and in relation to other contract negotiations.

2. Pursuant to Clause 4.8.21 of the *Adelaide Park Lands Authority Charter* this meeting of the Board of the Adelaide Park Lands Authority dated 25 February 2021 orders that the public (with the exception of members of Council staff who are hereby permitted to remain) be excluded from this meeting to enable the Board to consider in confidence Item 11.1 [Expression of Interest Results - Rowing Club Building – Red Gum Park / Karrawirra (Park 12)] listed in the Agenda, as the matter is of a kind referred to in s 90(3) (b) of the *Local Government Act 1999 (SA)*.

Discussion

1. The *Adelaide Park Lands Act 2005 (SA)* requires the Authority to operate utilising Chapter 6 Part 3 of the *Local Government Act 1999 (SA)* (the Act). Chapter 6 Part 3 relates to public access to meetings and outlines the conduct to be observed by the Authority.
2. It is a requirement of the *Adelaide Park Lands Act 2005 (SA)* [13 (c)] reflected in clause 4.8.19 of the *Adelaide Park Lands Charter* (Charter), that meetings of the Authority be conducted in a place open to the public except in special circumstances. These circumstances and associated considerations to exclude the public from a Board meeting are outlined in Chapter 6, Part 3 of the Act.
3. To consider a matter in confidence, the Board through a formal resolution is required to:
 - 3.1 Identify the information and matters (grounds) from section 90(3) of the Act utilised to request consideration in confidence.
 - 3.2 Identify the basis – how the information falls within the grounds identified and why it is necessary and appropriate for the Board to act in a meeting closed to the public; and
 - 3.3 In addition identify for the following grounds – section 90(3) (b), (d) or (j) – how information open to the public would be contrary to the public interest.
4. The Charter contains the following clauses in relation to Meetings of the Board /Authority:
 - '4.8.19 Meetings of the Board must be conducted in a place open to the public.'
 - '4.8.20 All Board Members must keep confidential all documents and any information provided to them on a confidential basis for their consideration prior to a meeting of the Board, except in those circumstances prescribed by section 12 of the Park Lands Act and clause 35 of Schedule 2 to the LG Act.'
 - For reference – Section 12 of the Park Lands Act and clause 35 of Schedule 2 to the LG Act read:
 - 12—Reports
 - (1) A member of the board of management of the Authority does not commit a breach of a duty of confidence by reporting a matter relating to the affairs of the Authority to the Minister.
 - (2) The Authority must, at the time that it furnishes its annual report to the Adelaide City Council, furnish a copy of the report to the Minister.
 - 35—Disclosure
 - (1) If a subsidiary discloses to a person in pursuance of this Schedule a matter in respect of which the subsidiary owes a duty of confidence, the subsidiary must give notice of the disclosure to the person to whom the duty is owed.
 - (2) A member of the board of management of a subsidiary does not commit a breach of duty by reporting a matter relating to the affairs of the subsidiary to a council or otherwise in accordance with the provisions of this Act.
 - '4.8.21 The Board may order that the public be excluded from attendance at any meeting in order to enable the Board to consider in confidence any information or matter listed in section 90(3) of the LG Act (after taking into account any relevant consideration under that section). The exercise of this power does not exclude Board Members and/or any other person permitted by the Board to remain in the room.'
 - '4.8.22 Where an order is made under sub-clause 4.8.21, a notice must be made in the minutes of the making of the order and of the grounds on which it was made.'
 - '4.8.23 Subject to sub-clause 4.8.25 a person is entitled to inspect, without payment of a fee:
 - (a) agendas and minutes of a Board Meeting;

- (b) reports to the Board received at a meeting of the Board; and
 - (c) recommendations presented to the Board in writing and adopted by resolution of the Board.'
- '4.8.24 Subject to sub-clause 4.8.25, a person is entitled, on payment of a fee fixed by the Board, to obtain a copy of any documents available for inspection under sub-clause 4.8.23.'
- '4.8.25 Sub-clauses 4.8.23 and 4.8.24 do not apply in relation to a document or part of a document if:
- (a) the document or part of the document relates to a matter of a kind referred to in sub-clause 4.8.21; and
 - (b) the Board orders that the document or part of the document be kept confidential (provided that in so ordering the Board must specify the duration of the order or the circumstances in which it will cease to apply or a period after which it must be reviewed).'
5. In considering whether an order should be made to exclude the public, section 90(4) of the Act applies, it is irrelevant that discussion of a matter in public may:
- 5.1 cause embarrassment to the council or council committee concerned, or to members or employees of the council; or
 - 5.2 cause a loss of confidence in the council or council committee.
 - 5.3 involve discussion of a matter that is controversial within the council area; or
 - 5.4 make the council susceptible to adverse criticism
6. In considering whether an order should be made to exclude the public section 90(7) of the Act applies, the order must specify
- 6.1 the grounds on which the order was made; and
 - 6.2 the basis on which the information or matter to which the order relates falls within the ambit of each ground on which the order was made; and
 - 6.3 if relevant, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest.
7. When determining whether to exclude the public from the meeting the Authority is required to consider & resolve whether it is necessary and appropriate to act in a meeting closed to the public to consider the following information in confidence.
- 7.1 Information contained in Item 10.1 - Expression of Interest Results - Rowing Club Building – Red Gum Park / Karrawirra (Park 12):
 - 7.1.1 Is not subject to an existing Authority Confidentiality Order
 - 7.1.2 Is not subject to an existing Council Confidentiality Order
 - 7.1.3 The grounds utilised to request consideration in confidence is s 90(3) (b) of the *Local Government Act 1999 (SA)*
 - (b) information the disclosure of which—
 - (i) could reasonably be expected to confer a commercial advantage on a person with whom the council is conducting, or proposing to conduct, business, or to prejudice the commercial position of the council; and
 - (ii) would, on balance, be contrary to the public interest.

Attachments

Nil

- END OF REPORT -

Item for the Board in Confidence

Item 10.1 - Expression of Interest Results - Rowing Club Building – Red Gum Park / Karrawirra (Park 12)

Clause 4.8.21 of the *Adelaide Park Lands Authority Charter*

Section 90(3) (b) of the *Local Government Act 1999 (SA)*

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