

# Kadaltilla

## Code of Practice

June 2023

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# INTRODUCTION

This Code of Practice forms a key part of the governance framework to support Kadaltilla / Adelaide Park Lands Authority (Kadaltilla) Board Members with the fulfilment of Board Member and staff obligations to Kadaltilla.

The critical documents are linked above and at the end of this document.

The definitions as stated in clause 2 of the Charter apply to this Code of Conduct.

## 1. Legislative Framework

- 1.1. Kadaltilla is established by the [Adelaide Park Lands Act 2005 \(SA\)](#) (the 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.
- 1.2. Kadaltilla is taken to be a subsidiary of the City of Adelaide pursuant to section 42 of the [Local Government Act 1999 \(SA\)](#) (LG Act).
- 1.3. The affairs of Kadaltilla are conducted in accordance with Schedule 2, Part 1 of the LG Act unless the matter is dealt with by the Act or as modified by the Charter.
- 1.4. This Code of Practice observes and is to be read in conjunction with the Act, LG Act and [Kadaltilla 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.
- 1.5. Nothing in this Code of Practice overrides, prevails or amends the provisions of the relevant legislation or the Charter.
- 1.6. 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 - clause 4.5.9 of the Charter.
- 1.7. The Code of Conduct includes all legislative components and the requirements contained in this section.

## 2. Statutory Principles

- 2.1. Section 4(2) of the Act requires Board Members to have regard to and apply the following Statutory Principles stated in section 4(1) of the Act:
  - 2.1.1. 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.
  - 2.1.2. 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).
  - 2.1.3. 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.

- 2.1.4. 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.
- 2.1.5. 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.
- 2.1.6. 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.
- 2.1.7. 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.

### 3. Functions, Powers and Duties

- 3.1. When fulfilling their role, Board Members need to adhere to the Powers and Duties of Kadaltilla 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 Kadaltilla set out in the Charter and by or under the Act.
- 3.2. The General Duties of a Board Member are detailed in section 62 of the LG Act
- 3.3. Board Members need to adhere to the Functions of Kadaltilla as detailed in section 9 of the Act, Schedule 2, Part 1, section 6 of the LG Act, and clause 3.1 of the Charter. Board Members also need to adhere to the Functions of the Board as per clause 4.5 of the Charter.
- 3.4. The Powers, duties, and functions of Kadaltilla are summarised below:
  - 3.4.1. 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.
  - 3.4.2. To prepare and, as appropriate, to revise, the Adelaide Park Lands Management Strategy in accordance with the requirements of the Act.
  - 3.4.3. To provide comments and advice on any management plan prepared by the City of Adelaide or a State Authority under the 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.
  - 3.4.4. 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.
  - 3.4.5. 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.

- 3.4.6. To promote public awareness of the importance of the Adelaide Park Lands and the need to ensure that they are managed and used responsibly.
  - 3.4.7. To provide a forum for the discussion and consideration of topics related to the management of the Adelaide Park Lands.
  - 3.4.8. 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.
  - 3.4.9. To promote and administer the Park Lands Fund.
  - 3.4.10. 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 Act.
- 3.5. Clause 4.1.3 of the Charter states the Board shall have the responsibility to manage all the activities of Kadaltilla, ensuring Kadaltilla acts in accordance with the Charter and the provisions of the Act and the LG Act. Clause 4.5 of the Charter states the functions of the Board as follows:
- 3.5.1. To ensure that Kadaltilla acts in accordance with the requirements imposed upon it under the Act and this Charter.
  - 3.5.2. The formulation of strategic plans and strategies aimed at achieving the Functions of Kadaltilla.
  - 3.5.3. To provide professional input and policy direction to Kadaltilla.
  - 3.5.4. Monitoring, overseeing, and evaluating the performance of Kadaltilla.
  - 3.5.5. Ensuring that ethical behaviour and integrity is established and maintained by the Board Members in all activities undertaken by Kadaltilla.
  - 3.5.6. Subject to clause 4.8.21 of the Charter, ensuring that the activities of Kadaltilla are undertaken in an open and transparent manner.
  - 3.5.7. The development of Business Plans.
  - 3.5.8. Exercising the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons.
  - 3.5.9. 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.
- 3.6. 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.
- 3.6.1. 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.

## 4. Behaviour of Board Members

- 4.1. In addition to the requirements above, Board Members must:
- 4.1.1. Act in a reasonable, just, respectful, and non-discriminatory way when dealing with people.
  - 4.1.2. Work together constructively as a Board and uphold the values of honesty, integrity, accountability, and transparency, and in turn, foster community confidence and trust.
  - 4.1.3. Endeavour to establish and maintain a respectful relationship with all Kadaltilla Board members, regardless of differences of views and opinions.
  - 4.1.4. Seek and consider all relevant information, community opinion and the future needs of the local community.
  - 4.1.5. Show respect for others if making comments publicly and ensure that personal comments to the media or other public comments, on Kadaltilla decisions and other matters, clearly indicate that it is a private view, and not that of Kadaltilla.
  - 4.1.6. Direct all requests for information, work, or actions to the Kadaltilla Advisor.
  - 4.1.7. Endeavour to provide accurate advice to the Council and State Government.
  - 4.1.8. Apply due diligence in attendance at and preparation for meetings of the Board and accordingly advise the Kadaltilla Advisor 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.
- 4.2. Board Members must not:
- 4.2.1. Bully or harass other Board Members or City of Adelaide, State Government staff, or any persons making deputations or providing information or reports to Kadaltilla.
  - 4.2.2. Direct or influence Council or State Government staff with respect to the way in which these employees perform their duties.

## 5. Confidentiality and Fiduciary Duties

- 5.1. 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.
- 5.2. A Board Member does not commit a breach of a duty of confidence by reporting a matter relating to the affairs of Kadaltilla to the Minister of Planning - section 12 of the Act.
- 5.3. Board Members must not disclose information or a document:

- 5.3.1. Provided on a confidential basis except in those circumstances provided in section 12 of the Act.
  - 5.3.2. To which there is an order of Kadaltilla or a committee of Kadaltilla in effect under section 90 of the LG Act requiring the information or document to be treated confidentially.
  - 5.3.3. That the Board Member should reasonably know is information that is confidential.
- 5.4. The above applies beyond the Board Member's term of appointment to Kadaltilla.

## 6. Gifts and Benefits

- 6.1. Board Members must discharge their duties conscientiously, to the best of their ability, and for public, not private, benefit at all times.
- 6.2. Board Members must not:
  - 6.2.1. Make improper use of his or her position as a member of Kadaltilla, including information acquired by virtue of this position, to gain, directly or indirectly, an advantage for themselves or for another person or to cause detriment to Kadaltilla.
  - 6.2.2. Seek gifts or benefits of any kind.
  - 6.2.3. 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.
  - 6.2.4. 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.
- 6.3. Notwithstanding the above, Board Members may accept hospitality provided in the context of performing their duties, including:
  - 6.3.1. 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.
  - 6.3.2. Council functions or events.
  - 6.3.3. Social functions organised by groups such as Council or State Government committees and community organisations.
- 6.4. Sitting fees:
  - 6.4.1. Kadaltilla'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.

- 6.4.2. 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.

## 7. Breaches of the Code of Conduct

- 7.1. The process for the review of conduct of activities of Kadaltilla and Board Members including remedial actions, notifications, and communications required is in clause 7.11 of the Charter.
- 7.2. Any complaint about the conduct of a member of Kadaltilla 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 Act of the complaint, investigation, and outcome.
- 7.3. 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 Act of the complaint, investigation, and outcome.
- 7.4. The complaint must include the name and contact details of the person complaining and the member(s) of Kadaltilla against whom the complaint is being made.
- 7.5. The complaint must specify the conduct complained about and the provision(s) of this Code of Conduct (and where relevant the section of the Act, LG Act, or Charter) which it is alleged to have been breached. A complaint must be substantiated by supporting evidence.
- 7.6. 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 - section 7(3) of the Act and clause 4.2.2(b) of the Charter.

## 8. Board Proceedings

- 8.1. 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.
- 8.2. Specific reference to the proceedings of the Board are provided in the following:
  - 8.2.1. Section 10 and 11 of the Act.
  - 8.2.2. Schedule 2, Part 1, section 5 (these do not overrule the above) and Chapter 6, Part 3 of the LG Act.
  - 8.2.3. Clauses 3.4, 4.1, 4.8, and 4.9 of the Charter.
- 8.3. 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 Kadaltilla Advisor to provide support and undertake key administrative functions of Kadaltilla.
- 8.4. Throughout this document reference to the Presiding Member will also be taken as the Deputy Presiding Member or member presiding, if either is unavailable.



## 9. Committees and Delegations

- 9.1. Section 11(1)-(3) of the Act and clause 3.4 of the Charter relating to committees and delegations are summarised below.
- 9.2. The Board may establish committees as needed and membership does not need to include all Board Members. The Presiding Member will be an ex-officio member of each committee.
- 9.3. The payment of sitting fees to committee members will be decided by Council.
- 9.4. The procedures to be observed in relation to the conduct of the business of a committee are determined by the Board or (insofar as not determined by the Board) by the committee itself.
- 9.5. Subject to the conditions and limitations determined by the Board and those specified under the 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:
  - 9.5.1. Approve expenditure of money not included in the Budget.
  - 9.5.2. Approve reimbursement of expenses.
  - 9.5.3. Adopt financial estimates and reports.
  - 9.5.4. Any application or recommendation to the Council or the Minister.

## 10. Conflicts of Interest

- 10.1. The conflict of interest provisions contained in Chapter 5, Part 4, Division 3 of the LG Act apply to Board Members of Kadaltilla in the same manner as if they were elected members of council.
- 10.2. The LG Act addresses material and general conflicts of interest and disclosure. It is the responsibility of all members to familiarise themselves with these sections.
- 10.3. A Board Member has a general conflict of interest in a matter to be discussed at a meeting of the council if an impartial, fair-minded person might consider that the member's private interests might result in the member acting in a manner that is contrary to their public duty.
- 10.4. A Board Member must deal with the general conflict of interest in a transparent and accountable way and must inform the meeting of:
  - 10.4.1. The member's interest in the matter, and
  - 10.4.2. Whether or not the member proposes to participate in the meeting in relation to the matter.
- 10.5. If a Board Member proposes to participate in the meeting in relation to the matter, they must inform the meeting of:
  - 10.5.1. How the member intends to deal with the general conflict of interest, including whether the member intends to vote on the matter; and
  - 10.5.2. The member's reasons for participating (and, if relevant, voting) in relation to the matter.
- 10.6. If a quorum cannot be formed because a member proposes to exclude themselves from the meeting, member may nonetheless participate (including by voting) in the meeting to ensure a quorum for the meeting.

- 10.7. A Board Member has a material conflict of interest in a matter to be discussed at a Board Meeting if any of the specified persons (as detailed in section 73-75D of the LG Act) 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.
- 10.8. If a Board Member has a material conflict of interest the member must:
- 10.8.1. Inform the meeting of the member's material conflict of interest in the matter, and
  - 10.8.2. 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.
- 10.9. Board Members should review the agenda and supporting papers and reports prior to attending a meeting and should have considered his or her potential interest in the matters to be discussed at the meeting.
- 10.10. A Board Member who has an interest in a matter before the meeting must verbally disclose the interest to the appropriate meeting and on each occasion that the items are discussed.
- 10.11. A disclosure made at a meeting will be recorded in the minutes, including the details of whether the Board Member remained in the meeting, and the way all Board Members voted.
- 10.12. If a Board Member wishes to seek advice about a possible conflict of interest before a meeting, they should contact the Kadaltilla Adviser. If necessary, staff will refer the matter to the Council's lawyers for advice.

## 11. Meetings

Subject to the 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 Kadaltilla within its Powers and Duties.

### 11.1. Presiding Member

- 11.1.1. 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 - section 10(1) of the Act.
- 11.1.2. A Board member nominated by the Minister will be the Deputy Presiding Member of the Board.
- 11.1.3. 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.
- 11.1.4. A Board Member must be appointed to chair meetings of the Board – Schedule 2, Part 1, section 4(4) LG Act.

### 11.2. Scheduling and Notice of Meetings

- 11.2.1. One ordinary meeting of the Board per calendar month except December and January – clause 4.8.5 of the Charter.

- 11.2.2. The Board will determine its preferred meeting time which will support the attendance of all Board Members wherever possible.
- 11.2.3. The Kadaltilla Advisor must give at least three clear business days' notice of meetings to Board Members – 4.8.6 of the Charter.
- 11.2.4. 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.
- 11.2.5. 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 clause 4.8.8 of the Charter and section 84 of the LG Act.
- 11.2.6. Governance will ensure a record of all notices of meetings are maintained – clause 4.8.10 of the Charter.
- 11.2.7. If a meeting is adjourned for want of quorum Governance 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.

### 11.3. Location of Meetings

- 11.3.1. 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 Kadaltilla Advisor.
- 11.3.2. 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.

### 11.4. Meeting Documents

- 11.4.1. Meeting documents must be available to the public with the exception of confidential matters as per clauses 4.8.9 and 4.8.23-4.8.25 of the Charter.
- 11.4.2. All meeting content, including external presentations, must be submitted to the Kadaltilla Advisor at least four days in advance of the meeting, unless with express approval of the Presiding Member.
- 11.4.3. Agenda structure:
  1. Welcome and Opening
    - 1.1 Acknowledgement of Country
    - 1.2 Apologies
    - 1.3 Confirm Minutes of Previous Meeting
  2. Conflicts of Interest
  3. Presiding Member Report
  4. Representations – *topic and speaker listed*
  5. Items for Board Discussion – *topics identified*

6. Items for Board Decision – *topics identified*
7. Items for Noting – *topics identified*
8. Other Business
9. Items Requested to be Considered in Confidence – *items listed and removed if not necessary*
10. Items for the Board in Confidence – *items listed and removed if not necessary*
- 9.or 11. Meeting Close and Next Meeting

11.4.4. Where a presentation is to be immediately followed by a report this should be represented as a single agenda item.

#### 11.5. Special Meetings

11.5.1. Can be convened at the request of the Presiding Member, the Council, the Minister, or three Board Members in writing to the Board via the Kadaltilla Advisor. 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.

#### 11.6. Meeting Commencement and Quorum

11.6.1. A meeting of the Board will commence as soon as possible after the time specified in the notice of meeting and quorum present.

11.6.2. Quorum is six members of the Board - section 10(4) of the Act and clause 4.8.14 of the Charter.

11.6.3. If the number of apologies received by the Kadaltilla Advisor 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.

11.6.4. 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.

11.6.5. If a meeting is adjourned for want of a quorum, Governance 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.

#### 11.7. Voting

11.7.1. A decision carried by a majority of votes cast by Board Members at the meeting is a decision of Kadaltilla – section 10(5) of the Act and clause 4.8.16 of the Charter.

11.7.2. 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 Act and clause 4.8.15 of the Charter.

11.7.3. If the votes are equal, the Board Member presiding at the meeting does not have a second or casting vote and the relevant question will lapse – section 10(6) of the Act and clause 4.8.15 of the Charter.

- 11.7.4. All Board Members present must vote (except for those who have a conflict of interest) – clause 4.8.17 of the Charter.
- 11.7.5. The Board, in accordance with operating procedures, may determine that a proposed resolution becomes a valid decision of the Board outside of a Board Meeting. This is known as an Out of Session Decision and can only be accessed if the matter is determined to be urgent and the decisions is unable to wait until the next scheduled Board Meeting. The majority of Board Members must respond in writing expressing their agreement to the proposed resolution and subsequently the Out of Session Decision must be included on the agenda of the next Board Meeting to enable the Board to ratify the Out of Session Decisions - Schedule 2, Part 1, section 5(6) LG Act and clause 4.8.4 of the Charter.
- 11.7.6. 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.
- 11.7.7. 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.

#### 11.8. Electronic Meetings / Telecommunications Meetings

- 11.8.1. 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 - Schedule 2, Part 1, section 5(5) LG Act.
- 11.8.2. 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.
- 11.8.3. 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.
- 11.8.4. 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.

- 11.8.5. 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.

#### 11.9. Adjourning Meeting

- 11.9.1. Any meeting of the Board may be adjourned by a majority decision of the Board Members - Clause 4.8.18 of the Charter.
- 11.9.2. Note under 'Commencement and Quorum' the process for adjournment of meeting if no quorum.

#### 11.10. Deputations / Requests to Speak to the Board

- 11.10.1. Members of the public may speak to Board Members at an ordinary meeting of the Board on an item on that meeting agenda.
- 11.10.2. All persons wishing to speak to the Board will need to submit a request in writing via email to the Kadaltilla Advisor at [kadaltilla@cityofadelaide.com.au](mailto:kadaltilla@cityofadelaide.com.au) by 12:00 pm six working days prior to the meeting.
- 11.10.3. The Kadaltilla Advisor must provide a request to speak received by a member of the public to the Director, City Shaping and Associate Director, Park Lands, Policy & Sustainability for pre-review.
- 11.10.4. Following pre-review, the received request to speak must be provided to the Presiding Member.
- 11.10.5. The Presiding Member may refuse to allow a person to speak to the Board and the Kadaltilla Advisor must take reasonable steps to ensure the persons who requested to speak to the Board are informed of the outcome of the request.
- 11.10.6. 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 Kadaltilla, 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.
- 11.10.7. Board Members will be advised prior to the meeting who has been granted approval to speak and their subject matter.
- 11.10.8. A speaker to the Board will be allowed up to five minutes and there will be no more than three separate speakers at any one meeting.
- 11.10.9. If a speaker has a presentation they wish to present to the Board during the meeting, the presentation must be submitted to the Kadaltilla Advisor by 9:00 am at least four working days in advance of the meeting to be illegible, unless with the express approval of the Presiding Member.
- 11.10.10. 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.

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

11.10.12. Material referenced and distributed by the speaker during their address will be attached to the minutes of the meeting unless the Kadaltilla Advisor and Presiding Member agree that the material should be disallowed on the basis that it is defamatory, offensive, or insulting in content.

#### 11.11. Catering

11.11.1. A light dinner may be provided to Kadaltilla Board Members and support staff for those Board Meetings with long agendas.

#### 11.12. Other Business

11.12.1. 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.

11.12.2. 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.

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

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

#### 11.13. Minutes

11.13.1. 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.

11.13.2. The following information 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.
- The 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.
- The 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.

11.13.3. Minutes are to be distributed to Board Members within five 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).

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

11.13.5. The Kadaltilla Advisor will maintain a register of Kadaltilla's decisions.

#### 11.14. Interruptions

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

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

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

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

#### 11.15. Meetings in Public and Arrangements for Managing Confidential Items

11.15.1. The Charter must not exclude section 13(c) of the Act, section 5(7) of Schedule 2, Part 1 of the LG Act, and Chapter 6 Part 3 of the LG Act in relation to the proceedings of Kadaltilla:

11.15.1.1. Meetings to be held in public except in special circumstances.

11.15.2. On occasions, Kadaltilla may order that the public be excluded from attendance at a meeting or part of a meeting if confidential items are discussed. This needs to happen in confidence based on one of the reasons provided in section 90(3) of the LG Act.

11.15.3. The Charter addresses the exclusion of the public in clauses 4.8.21 and 4.8.22.

11.15.4. 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 Act and Schedule 2, Part 1, section 5(7) of the LG Act.

## 12. Informal Gatherings, Information Sessions or Briefing Sessions

12.1. Pursuant to section 90A of the LG Act the Board may hold an information or briefing session (not a meeting of the Board) to provide information or a briefing to attendees.

12.2. Informal gatherings cannot be used to obtain or effectively obtain a decision outside of formal meetings of the Board – section 90A of the LG Act.

12.3. An informal gathering, information or briefing session may be convened to facilitate discussion and support a non-decision-making forum that enables all Kadaltilla Board Members, Council, and State Government officers to participate in an open and transparent discussion in relation to, but not limited to:



- 12.3.1. Planning and workshop sessions associated with the development of policies or strategies linked to the functions of Kadaltilla and the Board - section 9 of the Act, Schedule 2, Part 1, section 6 of the LG Act, and clause 3.1 and 4.5 of the Charter.
- 12.3.2. Briefing or training sessions.
- 12.3.3. Social gatherings or events to encourage informal communication between members or between members and staff.
- 12.3.4. Briefings with or by State Government agencies or other bodies.
- 12.4. A designated informal gathering of the Board can be convened by the Chief Executive Officer or the Presiding Member.
- 12.5. 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 Chief Executive Officer or the Presiding Member to be held in confidence.
- 12.6. A confidentiality declaration can apply to:
  - 12.6.1. A planning session of a general or strategic nature.
  - 12.6.2. A request from Council, State Government, or other Agency.
  - 12.6.3. A briefing relating to information or a matter of a confidential nature within the ambit of section 90(3) of the LG Act.
- 12.7. For the purposes of section 90A(7)(b) of the LG Act, the following information must be published on the City of Adelaide website as soon as practical after Kadaltilla Board Members have been advised or as soon as practicable after the informal gathering:
  - 12.7.1. The place, date, and time of the session,
  - 12.7.2. The matter discussed at the session, and
  - 12.7.3. Whether or not the session was open to the public- section 90A(7)(b) of the LG Act.
- 12.8. The notice of the designated informal gathering or discussion will contain the following details in all cases:
  - 12.8.1. The place, date, and time at which the designated informal gathering or discussion will be held.
  - 12.8.2. The matter that is to be discussed at the designated informal gathering or discussion.
  - 12.8.3. Whether or not the designated informal gathering or discussion is to be held at a place open to the public.
  - 12.8.4. 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.
- 12.9. The Kadaltilla Advisor, Governance, and Kadaltilla are responsible for ensuring designated informal gatherings are conducted in accordance with the LG Act.
- 12.10. 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.

- 12.11. 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 Kadaltilla meeting.
- 12.12. Attendance of Kadaltilla Board Members at a designated informal gathering or discussion will be recorded via a sign-in sheet.
- 12.13. 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:
  - 12.13.1. They will not be held in a place open to the public.
  - 12.13.2. They will not be publicised.
  - 12.13.3. Attendance will not be recorded.

### 13. Annual Community Forum

- 13.1. Clause 4.10 of the Charter requires an Annual Community Forum to be held each year with the overall aim to review the progress and direction of Kadaltilla over the immediately preceding financial year.
- 13.2. The Board will determine the place and time of the Annual 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 21 days prior to the Forum (in the same manner that notice of Board meetings is provided).
  - 13.2.1. The general business to be considered at the Annual Community Forum will need to be determined by Kadaltilla at the Board Meeting in the month prior or at least 21 days before the Annual Community Forum to meet the notice period required in clause 4.10.3 of the Charter.
- 13.3. In determining the place and time, consideration should be given to public access and the suitability of the place for the convening the forum which will consider business of a general nature aimed at reviewing the progress and direction of the Board, required in clause 4.10.4 of the Charter.

### 14. Amendments to the Code of Practice

- 14.1. 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.
- 14.2. 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.

- 14.3. Any proposal to remove or add to the Code of Practice will be determined by the Board unless it is related to a change in the Charter which must be approved by Council and the Minister.
- 14.4. In response to Kadaltilla's resolution, the Code of Practice may be amended to include and/or amend procedures to support governance arrangements for Board proceedings.

#### APPENDIX A - Related Documents / Information

- [Adelaide Park Lands Act 2005 \(SA\)](#)
- [Local Government Act 1999](#)
- [Kadaltilla Charter](#)
- [Local Government \(General Regulations\) 2013](#)
- [Adelaide Park Lands – City of Adelaide website](#)
- [Kadaltilla / Adelaide Park Lands Authority – City of Adelaide website](#)

**REVISION HISTORY**

<b>DATE</b>	<b>DESCRIPTION</b>	<b>APPROVED BY</b>
25 February 2021	Approved	Kadaltilla / Adelaide Park Lands Authority
4 May 2023	Amendment to various sections	

