

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

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

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

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

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

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

You can also find more information about WaterRA, including our corporate publications and annual report, through our website [www.waterra.com.au](http://www.waterra.com.au)

If you have any further questions please contact Ella Pietsch, Company Secretary, by email [governance@waterra.com.au](mailto:governance@waterra.com.au)

## Role of the WaterRA Board

WaterRA's Board of Directors brings together respected leaders from across the water sector. Elected by our members, the Board reflects the diverse expertise within our community and play a vital role in guiding WaterRA's strategy, strengthening collaboration, and ensuring we deliver on our mission. Our Board of Directors is comprised of up to nine directors, committed to forging strong relationships and promoting interconnectivity across the sector. Each director brings a diverse range of skills, expertise and experience ensuring diversity of opinion and a strategic direction which is beneficial for our members.

The Board is responsible to the Members for the overall governance and performance of WaterRA as well as satisfying other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. This responsibility is not taken lightly and is highly rewarding for all Board Directors, both past and present.

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

The Board responsibilities include:

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

## Role of an Individual Director

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

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

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

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

## Position Description | Board Director

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

### Prime objective of role

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

### Key accountabilities

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

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

### Duties and Responsibilities

#### 1. Board Governance

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

#### 2. Strategic Planning

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

#### 3. Performance and Commitment

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

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

#### 4. Reputation

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

#### 5. Term

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

#### 6. Other Responsibilities

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

### Performance Evaluation

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

### Essential Experience in at least one of the following:

- Director (independent director)

### Desirable Experience and Qualifications

- Director experience for a not-for-profit company, preferably with GAICD qualification
- Experience in the water industry (member-elected director)
- Experience in a research environment (member-elected director)
- Research, education and training for the water industry
- Distance education/online learning
- Legal
- Accounting/finance
- Knowledge transfer and delivering value
- First Nations' perspectives
- Advocacy
- Stakeholder engagement
- Business development

# Board Charter

Version	8.3	Approved by:	WaterRA Board of Directors
Effective Date:	18 February 2025	Administered by:	Chair of the Board
Review Date:	February 2026		

## 1. Purpose

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

## 2. Role and Responsibilities of the Board

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

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

2.2. The Board

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

2.3. The role of individual directors

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

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

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

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

- 2.3.3. New Directors will receive appropriate induction, led by the Chair, and the Board and Directors will undergo annual performance reviews. Appropriate improvement plans will be developed and monitored.
- 2.3.4. A formal review of Chair and Independent Directors' performance shall be facilitated by the Human Resources Committee in the final year of their tenure if they are seeking reappointment.

## 3. Board Composition and Governance

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

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

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

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

The CEO will:

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

## 4. Board Meetings

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

## 5. Relationship with Governance Groups

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

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

## 6. Review

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

## 7. Engagement and Communication – External and Public

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

## 8. Director Independence and Advice

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

## 9. Charter Approval History

This Charter replaces the following document: WaterRA Board Charter V8.2.

Approved



Mark Gobbie  
Chair WaterRA Board

Date: 18 February 2025



<b>Policy title</b>	Integrity Policy	<b>Policy Number</b>	COR POL N3
<b>Version</b>	3.0		
<b>Effective date</b>	30 April 2025	<b>Approved by</b>	WaterRA Board
<b>Review date</b>	April 2027	<b>Administered by</b>	Chief Executive Officer

## Purpose

WaterRA is committed to conducting business in accordance with the highest ethical standards. This policy outlines the expectations of WaterRA, in areas such as behaviour, discrimination and harassment, and conflict of interest. Staff are expected to exercise a high level of integrity, ethics and objectivity in their business dealings and ensure WaterRA's interests are upheld by the professional and efficient performance of individual duties.

## Scope

This policy applies to all WaterRA employees, WaterRA Board members, volunteers, students, and contractors while representing WaterRA. It also applies to Member organisation employees while attending WaterRA events or representing WaterRA.

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

## Definitions

### Conflict of interest

A situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity. A conflict may be actual, perceived or a potential conflict and it may be pecuniary or non-pecuniary. Examples of conflicts of interest include, but are not limited to:

- Purchasing goods or services supplied by the family business of a worker, or family company, relative or close friend
- Participating in a tender for goods or services where a relative or friend will be submitting a bid
- Directly negotiating for a friend or relative for them to provide goods or services to WaterRA for payment
- Involvement in selection of a relative or friend as an employee or student
- Sale of WaterRA asset to a worker without an equitable process
- Worker voting on a decision which directly affects their private interests
- Worker knowing WaterRA confidential information that could impact private interests.

### Bullying

Bullying in the workplace is repeated and unreasonable behaviour directed towards a worker or a group of workers that creates a risk to health and safety. Unreasonable behaviour is behaviour that a reasonable person, having considered the circumstances, would see as unreasonable, such as violence, intimidation, victimisation, or humiliation.

### Discrimination

Discrimination can be direct or indirect. Direct Discrimination means treating someone unfairly or unfavourably because of a protected attribute such as their gender, race or age and including all attributes of discrimination set out in the Federal and State anti-discrimination laws. Indirect is where a requirement, condition or practice is imposed that is unreasonable and has, or is likely to have, the effect of disadvantaging persons with a protected attribute.



<b>Grievance</b>	<p>A cause for complaint, especially unfair treatment. There are two types of work-related grievances, those involving:</p> <ul style="list-style-type: none"><li>• behaviour which does not contravene any laws or legislation, such as interpersonal conflicts, personal issues or work practices</li><li>• potentially unlawful behaviour which, depending upon its nature, may be covered by legislation that will determine how these grievances are handled.</li></ul>
<b>Harassment</b>	<p>Harassment is unwelcome and unsolicited behaviour that a reasonable person would consider to be offensive, violent, intimidating, humiliating or threatening.</p>
<b>Investigation</b>	<p>A systematic inquiry into an incident and/or study of the facts in order to gather evidence or proof.</p>
<b>Protected attribute</b>	<p>This is an attribute or personal characteristics that is protected by law including race, colour, sex, gender identity, sexual orientation, age, physical or mental disability or impairment, marital status, family or carer's responsibilities, pregnancy or breastfeeding, religion, political opinion, national extraction, social origin, and all other attributes set out under the <a href="#">Fair Work Act 2009 (Commonwealth)</a>, federal discrimination laws and state equal opportunity laws.</p>
<b>Sexual Harassment</b>	<p>Sexual Harassment is unwelcome conduct of a sexual nature in circumstances in which a reasonable person, having regard to all of the circumstances, would have anticipated the possibility that the person harassed would be offended, humiliated or intimidated. Sexual harassment can be physical, spoken, written or via electronic means. Sexual Harassment can be perpetrated and experienced by people at any level and that it can take place in an employee's usual workplace, where they are carrying out work in another location, or during a work-related activity such as a conference or work-trip.</p>
<b>Student</b>	<p>A person who is enrolled at a university or other place of higher education and is either an applicant for, or recipient of a WaterRA Postgraduate Scholarship, tenable at the University.</p>
<b>Victimisation</b>	<p>Victimisation is when someone is retaliated against, subjected to pressure, adverse comment, isolation or other detrimental behaviour because they:</p> <ul style="list-style-type: none"><li>• raised, or are considering raising a complaint about unlawful conduct;</li><li>• are part of a complaint made by someone else (including being a witness or providing information); or</li><li>• supported someone else who has made a complaint.</li></ul>
<b>Vilification</b>	<p>Vilification is a public act that could incite hatred, serious contempt for, or severe ridicule of, person or group of persons, because of one or more of their attributes that is a protected attribute (as defined above). For example, vilification might be because of someone's religious belief, or because a person is HIV positive.</p>
<b>Volunteer</b>	<p>A person who voluntarily undertakes or expresses a willingness to undertake a service or duties for WaterRA.</p>

## Policy

### 1 Fair treatment

**1.1** WaterRA seeks a workplace where all practices, systems and behaviours are respectful, honest, inclusive, equitable and fair. In particular, WaterRA expects everyone to comply with anti-discrimination and equal opportunity laws by not engaging in unlawful conduct. WaterRA does not tolerate any unlawful conduct, and any unlawful conduct will be dealt with seriously including disciplinary action up to and including summary dismissal.

Everyone has a role and responsibility in preventing and calling out unlawful conduct and other disrespectful conduct.



## 1.2 Unlawful conduct includes:

- Discrimination;
- Bullying;
- Harassment;
- Sexual or sex-based harassment and hostile environment on the ground of sex;
- Bullying;
- Victimisation; and
- Vilification.

## 1.3 In addition, WaterRA expects all employees to:

- behave responsibly and be aware of the impact their behaviour on others;
- treat others in the workplace with respect and fairness;
- accept that others have a right to different perspectives and opinions; and
- share responsibility for maintaining a workplace that is free from unlawful conduct and that is inclusive, fair and respectful.

## 2 Discrimination

- 2.1** Discrimination on the basis of a protected attribute (see definition) is unlawful and will not be tolerated at WaterRA. WaterRA is committed to providing an environment free from harmful and discriminatory behaviour.
- 2.2** WaterRA provides equality in employment for all people employed or seeking employment and for all members and persons seeking membership to WaterRA. Employees will receive fair and equitable access to recruitment, promotion, training and conditions of service during employment with WaterRA. WaterRA will act to ensure that its structures, practices and processes are free from direct, indirect or systemic Discrimination.
- 2.3** Examples of unlawful discrimination may include:
- Excluding or isolating a person because of their religion
  - Commenting on a worker's physical appearance
  - Not giving a female worker a promotion because she has children or is pregnant
  - Having a blanket policy of not letting any staff work part time (which may disadvantage people with children or family responsibilities)

## 3 Bullying

- 3.1** Bullying is unlawful and will not be tolerated at WaterRA. Bullying does not necessarily need to be based on a protected attribute (see definition). There is no requirement that the person deliberately or intentionally bully the person, however, intention may be relevant in assessing the severity of the conduct.
- 3.2** Examples of behaviour that may be considered bullying, if it is unreasonable, repeated and creates a risk to health and safety include:
- Excluding someone from work-related events or from discussions and meetings.
  - Setting unreasonable timelines or constantly changing deadlines not influenced by external factors.
  - Unjustified criticism, complaints or excessive scrutiny.
- 3.3** Reasonable management of workers carried out in a reasonable manner is not bullying. Managers have the right, and should, manage workers. This includes directing the way in which work is performed, undertaking performance reviews and providing feedback (even if constructive) and disciplining and counselling workers when required.
- Examples of reasonable management action may include:
- Implementing organisational changes or restructuring for business efficiency.
  - Setting reasonable performance goals, expectations or deadlines.
  - Counselling in relation to unsatisfactory work performance or conduct taking in a reasonable manner.
  - Rostering and allocating work and working hours where the requirements are reasonable.



## 4 Harassment

- 4.1** At the federal level, unlawful harassment include Disability-based harassment and Sex-based harassment. Although they sound similar, and often occur in combination, sexual harassment and sex-based harassment are different.
- *Disability-based harassment:* Harassing a person because of their disability or because they are a relative or associate of a person with a disability.
  - *Sex-based harassment:* where someone:
    - Subjects to another person to unwelcome conduct of a demeaning nature; and
    - Does so because of the person's sex or a characteristic that is generally imputed to persons of that sex.
- 4.2** Examples of disability-based harassment include:
- Humiliating comments or actions about a person's disability such as insults.
  - Comments or actions about a person's disability which creates a hostile environment.
  - Making derogatory comments or taunts about someone's disability.
- 4.3** Sex-based harassment occurs in circumstances in which a reasonable person, having regard to all of the circumstances, would have anticipated the possibility that the person harassed would be offended, humiliated or intimidated.
- Examples of sex-based harassment include:
- Asking intrusive questions or making inappropriate comments based on a person's sex (e.g. inappropriate questions about menopause, menstruation or genitalia).
  - Displaying images or making comments that are sexist, or strongly prejudiced against a particular sex.
  - Making sexist, misogynistic or misandrist remarks.
- 4.4** Any Harassment (as defined) will not be tolerated. While bullying is defined as repeated behaviour, a single action may be considered harassment. Harassment can be physical, verbal or written.

## 5 Sexual Harassment

- 5.1** It is unlawful to engage in sexual harassment or to create a hostile workplace environment on the ground of sex.
- WaterRA takes its duties seriously, including the positive duty to take reasonable and proportionate measures to eliminate the following behaviour, in an employment context, as far as possible:
- discrimination on the ground of sex,
  - sexual harassment,
  - harassment on the ground of sex,
  - conduct creating a workplace environment that is hostile on the ground of sex, and/or
  - related acts of victimisation
- 5.2** Sexual Harassment (see definition) is unlawful under federal and state legislation and is not tolerated by WaterRA. Conduct can amount to sexual harassment even if the person did not intend to offend, humiliate or intimidate the other person. However, conduct will not be sexual harassment if a reasonable person, having regard to all the circumstances, would not have anticipated that the conduct would offend, humiliate or intimidate the other person.
- A single incident is enough to constitute Sexual Harassment. If the recipient of the inappropriate behaviour does not object at the time it occurs, it does not mean they are consenting to the behaviour.
- 5.3** Examples of sexual harassment may include:
- Unwelcome physical contact, such as pinching, touching, grabbing, kissing or hugging.
  - Sexual assault, indecent exposure, physical assault and stalking (which are also criminal offences).
  - Staring or leering at a person or at parts of their body or offensive gestures.
  - Persistent requests to go out where they are refused.
  - Sexually suggestive comments about a person's body or appearance.
  - Sexual jokes or comments, sexually explicit conversations or requests for sex.



- Displays of sexually offensive material such as posters, screen savers, internet material etc.
  - Accessing or downloading sexually explicit or inappropriate material from the internet.
  - Sending rude or offensive emails, attachments, text messages or posts on social media sites.
  - Advances on email, MS Teams, social networking websites, etc.
- 5.4** Sexual harassment can take many different forms. It can be: obvious or indirect; physical; verbal or written; and as a one-off incident or as a series of acts. Sexual harassment can occur:
- at any time, in any situation where you interact with coworkers, contractors, clients and visitors;
  - regardless of gender identity or sexual orientation, and can be by someone from the same or different gender identity or sexual orientation;
  - at your work location, working from home and work-related events (e.g. meetings, functions, Christmas parties and work trips);
  - outside of work and in relation to your relationships and interactions with coworkers and other persons connected to work such as clients and customers; and/or
  - when there is no intent to cause offence.
- 5.5** Behaviour that is based on mutual attraction, friendship and respect is not likely to constitute sexual harassment, as long as the interaction is consensual and reciprocated. However, sexual conduct that may have been welcomed in the past can become unwelcome.
- 5.6** It is unlawful for a person to subject another person to a workplace environment that is hostile on the ground of sex. Workplace environments may be hostile and intimidating to people of a particular sex, even if behaviour is not specifically directed at them or any person. This is because general actions can contribute to a workplace culture that makes people feel degraded, humiliated or offended in ways that are associated with their sex.
- 5.7** As with sexual and sex-based harassment, whether conduct creates a hostile workplace environment on the ground of sex is determined objectively, based on how a reasonable person would interpret the behaviour in that situation.
- 5.8** A person (the first person) subjects another person (the second person) to a workplace environment that is hostile on the ground of sex if:
- the first person engages in conduct in a workplace where the first person or the second person, or both, work; and
  - the second person is in the workplace at the same time as or after the conduct occurs; and
  - a reasonable person, having regard to all the circumstances, would have anticipated the possibility of the conduct resulting in the workplace environment being offensive, intimidating or humiliating to a person of the sex of the second person by reason of:
    - the sex of the person; or
    - a characteristic that appertains generally to persons of the sex of the person; or
    - a characteristic that is generally imputed to persons of the sex of the person.
- 5.9** A person who experiences a hostile workplace does not always need to be in the workplace at the same time as the person who engages in the relevant conduct for the behaviour to be unlawful - the conduct may still be unlawful if a person enters the workplace after the relevant conduct has occurred.

Example behaviours that may create a hostile workplace environment include:

- Conduct involving gendered stereotypes, such as making only women workers responsible for cleaning the office
- Making demeaning comments about anatomical attributes or topics such as pregnancy, menstruation or menopause
- The display or circulation of obscene, sexist, pornographic or sexual photos, materials, posters or gifts



- Making sexist, derogatory, suggestive or sexual comments, jokes or banter
- Sexist, derogatory, suggestive or sexual emails, phone calls, text messages or online interactions – including the use of emojis with sexual connotations

## 6 Disclosure and Support

- 6.1** WaterRA strongly encourages its workers or anyone who experience or witnesses any behaviour prohibited under this policy to report it if they feel safe to do so, so that appropriate action can be taken to stop the conduct. People who raise concerns of unlawful conduct should feel confident to do so without fear or victimisation.
- 6.2** Any staff member who has experienced sexual harassment may choose to disclose to a member of the Executive Team, the CEO, or a member of the Human Resources Committee (HRC), depending on their preference. Reports of sexual harassment may be investigated by the manager or CEO in consultation with the affected individual. Matters may be referred on to the HRC or Chair of the Board to enact further intervention measures if required. Appropriate measures may be put in place to support the affected individual, at the discretion of the CEO and Leadership Team, such as modified working hours or a change in location.
- 6.2.1** If an incident of sexual harassment involves an external stakeholder (offender or complainant), such as a Member employee, WaterRA will report the incident to the external stakeholder's employer. A resolution will be sought between the employer and WaterRA, with appropriate follow up and closure as determined by all parties. All other clauses in Section 6 of this Policy apply.
- 6.3** WaterRA will respect the complainant's wishes as to the disclosure of personal details, however, WaterRA may disclose personal details with the consent of the individual or in the case where disclosure is necessary for law enforcement or to protect against a serious and imminent threat to a person's life or wellbeing.
- 6.4** Victimisation (see definition) is unlawful, and no action should be taken against anyone for making or helping someone make, a genuine complaint or being involved in a complaint or investigation process. Disciplinary action may be taken against any person who victimises or retaliates against a person in these circumstances.
- 6.5** Support services are available to an individual who has experienced sexual harassment or other unlawful behaviour, such as:
- Employee Assistance Program (free and confidential)
  - Reporting any sexual harassment or violence to the Police
  - The Australian Human Rights Commission
  - Fair Work Commission
  - State-based human rights bodies, e.g. SA Equal Opportunity, WA Equal Opportunity Commission, etc
  - Lifeline 13 11 14
  - Beyond Blue
  - 1800 Respect

## 7 Alcohol and drugs

- 7.1** Staff are prohibited from working while under the influence of alcohol or drugs that could impair their work performance, cause danger to themselves or others, or adversely affect the rights, comfort, or enjoyment of those sharing the work environment.
- 7.2** Notwithstanding Clause 6.4, staff and other individuals are prohibited from smoking (including e-cigarettes and vaping), consuming alcohol, or taking illicit drugs in all vehicles, offices and meeting/workshop venues that are either owned, leased, or hired by WaterRA.
- 7.3** WaterRA employees working at SA Water House must not exceed a blood alcohol level of 0.02% and may be subject to random drug and alcohol testing in accordance with the SA Water [Drugs and Alcohol in the Workplace Policy](#). WaterRA employees are expected to comply with the relevant policies that apply to the workplace they are working in, for example, at Melbourne Water.



**7.4** Alcohol may be present at work-related functions or social occasions and employees who choose to consume alcohol should do so responsibly so that their behaviour and ability to perform tasks safely and productively is not affected.

**7.5** The use of medically prescribed drugs is not a violation of this policy, however, an employee taking medication that could interfere with the safe and effective performance of their duties is expected to notify their manager who may (if practical) make adjustments to the work requirements of the employee concerned.

## **8 Gifts and entertainment**

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

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

## **9 Conflict of interest**

**9.1** WaterRA will ensure that conflicts of interest are managed by:

- Identifying and declaring all actual, potential, and perceived conflicts of interest
- Developing, implementing, and monitoring action to appropriately manage the conflict.
- Reporting all identified conflicts in the Register of Interests or individual's personal file (where appropriate or required)
- Promptly investigating and resolving reported breaches.

**9.2** When someone becomes aware that they may have a conflict of interest the person must report that fact to their immediate manager/supervisor. When Directors or Board Sub-Committee Members have a conflict of interest or conflict of duties, the conflict is reported to the meeting members.

**9.3** To ensure transparency, all conflicts of interest must be registered in the Register of Conflicts of Interest. This register is kept by the Company Secretary and identifies that the conflict has been declared and resolved. The Company Secretary ensures that all conflicts of interest reported by Directors and Board Sub-Committee Members that are recorded in the meeting minutes are also registered in the Register of Conflicts of Interest.

**9.4** WaterRA supports the 'four Rs' below, which guide how conflicts of interests can be managed.

- **Restrict:** It may be appropriate for the person to restrict their involvement in the matter. If this situation occurs frequently and ongoing conflict of interest is likely, further steps may be required.
- **Recruit:** If it is not practical for the person to restrict their involvement, an independent third party may need to be engaged to participate in, oversee or review the integrity of the decision-making process
- **Remove:** Removal from involvement in the matter altogether is the best option when ad hoc or recruitment strategies are not feasible or appropriate
- **Relinquish:** Relinquishing the personal or private interests may be a valid strategy for ensuring there is no conflict with a person's duty of office.

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

- **Board Directors and Sub-Committee Members:** Retain awareness when conflicts of interest or perceived conflicts of interest arise to ensure conflicts are disclosed promptly and resolved with all pertinent details recorded in the meeting minutes



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

## 10 Fraud and theft

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

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

## 11 Grievances and complaints

**11.1** Any employee who feels they have been subject to unlawful behaviour such as being Bullied and Harassed or Discriminated against, or any employee who has witnessed a perceived a breach of this policy is encouraged to take appropriate action as per the [Grievance Procedure](#). Concerns should be raised as early as possible after the incident relating to the complaint has occurred.

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

**11.3** Where misconduct is established WaterRA will apply consequences according to the severity of the case, ranging from an apology, education or counselling to probation, dismissal, or other form of disciplinary action. Confidentiality will be respected and maintained at all times within the constraints of the need to investigate the matter fairly and fully. Breaches of confidentiality by employees involved in grievance management, including the grievant and respondent, may be subject to disciplinary action.

**11.4** Where the CEO becomes aware of a workplace issue which needs to be resolved in the interests of the company and its employees, WaterRA can decide to conduct an investigation even though there has been no complaint, or a complaint has been withdrawn.

**11.5** In the event of a complaint or negative comment about WaterRA on social media, the COO, or CEO will investigate and provide a response as soon as possible. Both official and personal users of social media are discouraged from arguing or refuting complaints or negative feedback through social media channels. In the event of a complaint or negative comment about WaterRA on social media, the COO, or CEO will investigate and provide a response as soon as possible.

**11.6** This policy does not reduce an employee's right to refer complaints to a relevant external authority.

## 12 Discipline

**12.1** WaterRA expects all employees to conduct themselves in a professional manner. In those situations where an employee does not comply with the [WaterRA Integrity Policy](#), WaterRA has the responsibility to take corrective action.

**12.2** WaterRA will investigate allegations of misconduct in accordance with the principles of natural justice; a fair hearing and the right to an unbiased decision maker.

**12.3** The CEO or nominee will immediately notify an employee of an alleged incident and any pending investigation. Sufficient detail will be provided to enable the employee to gain a clear understanding of the precise nature of the allegation(s) and to properly consider their response prior to interview.



- 12.4 Where misconduct has been investigated and established, the Discipline Procedure, or an appropriate entry point thereof, will apply with consequences ranging from oral and written warnings through to demotion or dismissal according to the severity of the situation.
- 12.5 Employees must be treated with dignity and respect throughout the disciplinary process and may be supported, assisted or represented at any stage of the formal process by a person of their choice.
- 12.6 If an allegation of serious misconduct has been made against an employee and the employee's continued presence in the workplace presents a serious risk to the Company or other workers, the employee may be suspended with or without pay while the matter is investigated.
- 12.7 Following due process, the CEO may dismiss an employee without notice for serious or wilful acts of misconduct.
- 13 Monitoring and reporting breaches**
- 13.1 Staff should strive to identify and raise potential issues before they lead to problems and should ask about the application of this policy whenever in doubt. Staff must report breaches of this policy to the CEO or delegate in the first instance. WaterRA will do its utmost to protect staff who, in good faith and with good grounds, report breaches of the policy.
- 13.2 WaterRA will promptly investigate breaches, reports of alleged breaches and, where appropriate, remedy them in accordance with WaterRA's Employee Entitlements and Requirements Policy. Minor breaches may result in counselling or the clarification of policy or procedures to avoid further breaches, while serious breaches may lead to disciplinary action that may include dismissal. Certain actions prohibited by this policy may be unlawful and could lead to individual criminal prosecution.
- 13.3 If a stakeholder has any questions about this Policy, or any concerns or complaints with regard to the administration of the Policy, or wishes to submit a request for access to the personal information that WaterRA maintains, they may contact:
- their line manager (for current employees); and
  - the CEO or delegate (for any other stakeholder).

## Related Documents

Documentation relevant to this policy includes:

- SA Water Drug and Alcohol in the Workplace Procedure
- WaterRA Health, Safety and Wellbeing Policy
- WaterRA Grievance Procedure
- WaterRA Employee Requirements and Entitlements Policy
- WaterRA Whistleblowing Policy
- Register of Conflicts of Interest
- Employee agreements
- WaterRA Members' agreement

## Legislation

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

- Corporations Act 2001 (Commonwealth)
- Privacy Act 1988 (Commonwealth)
- Privacy Amendment (Enhancing Privacy Protection) Act 2012
- Fair Work Act, 2009 (Commonwealth)
- Fair Work Amendment Act, 2013 (Commonwealth)
- Relevant State legislation relating to work health and safety
- Relevant State legislation relating to Equal Opportunity Employment
- Corporations Act, 2001 (Commonwealth)
- Australian Charities and Not-For-Profits Commission Act 2012
- Australian Charities and Not-For-Profits Commission (Consequential and Transitional) Act 2012



- Age Discrimination Act 2004 (Cth)
- Australian Human Rights Commission Act 1986 (Cth)
- Disability Discrimination Act 1992 (Cth)
- Racial Discrimination Act 1975 (Cth)
- Sex Discrimination Act 1984 (Cth)

## Approval



Mark Gobbie  
Chair WaterRA Board

Date: 30 April 2025

## Version history

3.0	April 2025	New sections for fair treatment, discrimination, bullying, harassment, sexual harassment Extended support section Definitions updated New discipline clauses, moved from Employee Requirements and Entitlements Policy <i>Clauses relating to privacy, personal info, social media separated into new policy document: N9 Information Management Policy</i>
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2.0	20 June 2023	<ul style="list-style-type: none"> <li>• Purpose modified to clarify content of policy</li> <li>• Remove suppliers and members from scope</li> <li>• Definitions updated; hyperlink to Fair Work added in definition of ‘protected attribute’ ; ‘gender’ added</li> <li>• 2.1 edited to include project info and employment documentation; ‘Directors’ added</li> <li>• 2.2 last sentence ‘confidential information should...’ change to ‘will’</li> <li>• 2.2.1 added for recruitment documentation</li> <li>• Access and law enforcement moved to subsection 2.6; clauses 2.6.1 &amp; 2.6.2 simplified</li> <li>• Bullying/harassment/discrimination: Heading modified, Clause 3.1 and 3.2 amended to clarify discrimination stance and equal employment; 3.1 ‘environment free from harmful or discrim...’ change to ‘and’</li> <li>• New section 3.6 – sexual harassment</li> <li>• 6.2 added ‘e-cigarettes and vaping’</li> <li>• 6.5 mandate employees to notify manager if medication affects safe work performance</li> <li>• Sections moved to improve flow; Re-formatting, re-numbering, and minor editorials as required</li> <li>• Related documents updated</li> <li>• Scope updated to include Member employees</li> <li>• Definitions of Bullying, Discrimination, Harassment, and Sexual Harassment updated; subsequent clauses modified to refer back to definitions, e.g. 3.1-3.4</li> <li>• Clause 3.5 removed (redundant)</li> <li>• 4.2, 4.3 updated for clarity</li> <li>• 10.2 sentence removed – ‘victimization’ included in definition</li> </ul>
1.0	28 October 2020	<p>This policy replaces the following:</p> <ul style="list-style-type: none"> <li>• WaterRA Code of Conduct V3</li> <li>• WaterRA Internal Privacy V1</li> <li>• WaterRA Social Media V2</li> <li>• WaterRA Equal Employment Opportunity V4</li> <li>• WaterRA Conflict of Interest V1</li> <li>• WaterRA Grievance Resolution V4</li> </ul>

# Policy List

Policy	Committee Review	Review Date
N1 – Health, Safety & Wellbeing	Human Resources	March 2026
N2 – Remuneration and Classification	Human Resources	May 2026
N3 – Integrity	Human Resources	April 2027
N4 – Delegated Authorities	Risk & Audit	April 2027
N5 – Risk Management and Compliance	Risk & Audit	March 2026
N6 – Employee Requirements and Entitlements	Human Resources	September 2026
N7 – Financial Management	Risk & Audit	September 2026
N8 – Whistleblowing	Risk & Audit	June 2027
N9 – Information Management	Risk & Audit	April 2027