

BOARD INTEGRITY FRAMEWORK (CODE OF CONDUCT)

ARV Corporate Policy

1. Statement

This Integrity Framework consolidates the key standards of conduct and accountabilities that apply to Board members of Alpine Resorts Victoria (ARV), collectively and individually, into a single policy. The Framework incorporates:

- Integrity obligations and accountabilities in the Public Administration Act 2004 (PAA).
- The Code of Conduct for Directors of Victorian Public Entities ('Directors' Code of Conduct').
- The establishing Act, being the Alpine Resorts (Management) Act 1997 (ARM Act).
- Any directions, guidelines and/or statements of obligation or expectation issued by the Minister, and Government policy.
- Other public sector integrity obligations and good practice.

2. Key Principle

The key principles are:

- **Obligations:** the Board acts in accordance with its obligations and good public sector governance practice.
- **Public interest:** the Board acts in the public interest. Board members comply with the required standards of integrity. They place the public interest above their own interests when carrying out their official duties.
- **Culture of integrity:** the Board models and fosters a culture of integrity. Board members, employees and external stakeholders are supported to raise integrity issues.

3. Requirements

3.1 Overview

Board members are appointed pursuant to the ARM Act, which contains sections prescribing integrity obligations including:

- s 17 Board acts on behalf of the Crown
- s 24(4) PAA – (other than Part 3 of the PAA) applies to Board members
- s 33 Disclosure of interest obligations
- and are to act in the public interest at all times, collectively and individually

The public sector values in section 8 of the PAA are the cornerstone of the Board's integrity framework. Other integrity obligations in or issued under the PAA, such as the Directors' Code of Conduct, flow from these values.

The Board's integrity framework is broader than the Directors' Code of Conduct issued by the Victorian Public Sector Commission (VPSC) as it also includes integrity obligations arising from government policy; directions guidelines and/or statements of expectation issued by the Minister or the Secretary of DEECA; the Board's own policies; and any relevant policies and processes or other documentation of Alpine Resorts Victoria.

A diagram of the Board's integrity framework is set out in Appendix 2.

3.2 Public sector values

All Board members and employees have a fundamental obligation to comply with the public sector values in section 7 of the PAA and to incorporate these values into their decision making. The values are responsiveness, integrity, impartiality, accountability, respect, leadership, and human rights, which are set out in Appendix 1.

3.3 Directors' code of conduct

Board members must comply with the Directors' Code of Conduct issued under the PAA by the Victorian Public Sector Commission ('VPSC'). It includes integrity requirements that reinforce the public sector values and related obligations in the PAA, in particular:

- Individual Board members (s 79); and
- The Board collectively (s 13A, 80, 81, 82, 85).

3.4 Duties of the Director

Board members must act consistently with the 'duties of directors' (Board members) in s 79 of the PAA. These duties expand on the public sector values, requiring Board members to act in accordance with the following:

- **Performance of duties:** act honestly; in good faith in the best interests of ARV; with integrity; in a financially responsible manner; with a reasonable degree of care, diligence and skill; and in compliance with the ARM Act and any subordinate instrument.
- **Confidentiality:** maintain confidentiality, even after their appointment expires or otherwise terminates.
- **Use of information:** avoid improperly using their position or any information acquired in their role as a Board member to gain advantage for themselves or another person or to cause detriment to ARV; and
- **Elections:** if standing for election to parliament (federal, state or territory) or local council:
 - formally notify the Board, for recording in the minutes; and
 - avoid using any resources of ARV in connection with their candidature.²

3.5 Board's collective integrity

The Board must comply with its collective integrity obligations, including:

- **Functions and powers:** the Board must satisfy itself that all its actions and decisions are consistent with:
 - the functions and powers in the establishing Act; and
 - ARV's strategic plans, business plans, and related documents.³
- **Accountability to the Minister:** The Board must act in accordance with its collective accountability to the Minister.⁴
- **Major risks:** the Board must inform the Minister and the Secretary of DEECA of all known major risks, existing and emerging, to the effective operation of ARV and of the management systems that are in place to address those risks.⁵
- **Information to the Minister and Secretary:** unless prohibited by law, the Board must provide any information relating to ARV or its operations that the Minister or Secretary of DEECA requests.⁶
- **Loans:** The Board must not make loans, directly or indirectly, to any Board member or relative of a Board member or provide loan guarantee or security for them.⁷

3.6 Establishing Act

Board members must comply with any integrity requirements specified in the ARM Act 1997 and/or Alpine Resorts Management Act Regulations 2020.

3.7 Board Policies

Board members must comply with the Board's Charter, policies and procedures. Refer to:

- Board Charter

Of particular relevance are the Board's related integrity policies on:

- [Conflict of Interest and Duty Policy](#)
- [Gifts, Benefits and Hospitality Policy](#)
- [Board Meeting and Decision Making Policy](#)
- Procurement Policy
- [Fraud and Corruption Control Policy](#)
- Risk Management Framework

The Chairperson should ensure that up to date copies of all Board policies (and other policies of ARV) are provided to, or readily accessible to, each Board member.⁸ This includes ensuring that each new Board member is aware of the Board's policies and the importance of complying with them.

3.8 Public sector employment principles

The Board must treat the Chief Executive Officer ('CEO') and other employees of ARV in accordance with the public sector employment principles in section 8 of the PAA and related [employment standards](#)⁹ and must ensure that the CEO has mechanisms in place to apply and promote the principles and standards throughout ARV. The applicable principles are:

- employment decisions must be based on merit
- employees must be treated respectfully, fairly and reasonably
- there must be equal opportunity employment
- Victoria's Charter of Human Rights and Responsibilities must be upheld; and
- employees must have a reasonable avenue of redress against unfair or unreasonable treatment.

3.9 Code of conduct for Victorian Public Sector Employees

The Board must seek to ensure that the CEO complies with the public sector values, the [Code of Conduct for Victorian Public Sector Employees](#), and related employee integrity obligations (e.g. in Alpine Resorts Victoria's policies) and has mechanisms in place to:

- Assist executives and other employees to understand that ARV is part of the Victorian public sector and that, as public sector employees, they must also comply with those obligations
- Promote compliance with employee integrity obligations, including providing each new employee with a copy of the [Code of Conduct for Victorian Public Sector Employees](#) as part of their induction; and
- Ensure that employees understand that a breach of their integrity obligations may constitute misconduct.¹⁰

3.10 Contracts for 'in House' contractor and consultants

Contracts for 'in house' contractors and consultants, including those engaged through an employment firm, must explicitly state that the person is bound by the [Code of Conduct for Victorian Public Sector Employees](#) and by the integrity (e.g. conflict of interest) and other relevant policies that apply to ARV's employees.¹¹

'In house' contractors and consultants are those who:

- supervise employees of ARV; or
- undertake work similar in nature to that undertaken by employees of ARV at premises or locations generally regarded as workplaces of ARV; or
- use or have access to ARV's resources or information not normally accessible or available to the public. +

3.11 Integrity processes and reporting

The Board must satisfy itself that the CEO has suitable processes in place to meet ARV's integrity and related reporting obligations, including the CEO's own obligation to report to the Independent Broad-based Anti-Corruption Commission ('IBAC') any conduct that he or she suspects on reasonable grounds is corrupt.¹²

3.12 Speaking up

It is essential that Board members, employees, and external stakeholders are supported to raise integrity issues, including queries and issues relating to their own conduct or that of others. The Board should satisfy itself that the CEO has processes in place to support this occurring.¹³

3.13 Advice

A Board member who is unsure of the application of this policy, or any integrity matter, should seek advice from the Chairperson. The Secretary of DEECA can provide advice on integrity matters to the Chairperson, or, if the Chairperson's conduct is the subject of the query, to a Board member.

3.14 Breach of this framework

A breach of a Board member's integrity obligations may constitute misconduct and may result in the Board member being removed from the Board.¹⁴

3.15 Further information

For further information see the [Integrity framework](http://www.delwp.vic.gov.au/onboard) support module on DEECA's governance website, On Board <http://www.delwp.vic.gov.au/onboard>.

3.16 Regular review of this framework

The Board should review this policy every two years or more frequently, if required, to keep up to date with changes to laws, government policy, etc

4. Approval and implementation

Policy Custodian	Policy contact details	Approval Date	Approver
CEO	policyregister@alpineresorts.vic.gov.au	February 2025	Board

5. Version Control

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Appendix 1: Public Sector Values

The public sector values, as set out in s 7 of the Public Administration Act 2004, are:

- a. **responsiveness** — public officials should demonstrate responsiveness by:
 - i. providing frank, impartial and timely advice to the Government; and
 - ii. providing high quality services to the Victorian community; and
 - iii. identifying and promoting best practice
- b. **integrity** — public officials should demonstrate integrity by:
 - i. being honest, open and transparent in their dealings; and
 - ii. using powers responsibly; and
 - iii. reporting improper conduct; and
 - iv. avoiding any real or apparent conflicts of interest (see footnote);¹⁵ and
 - v. striving to earn and sustain public trust of a high level
- c. **impartiality** — public officials should demonstrate impartiality by:
 - i. making decisions and providing advice on merit and without bias, caprice, favouritism or self-interest; and
 - ii. acting fairly by objectively considering all relevant facts and fair criteria; and
 - iii. implementing Government policies and programs equitably
- d. **accountability** — public officials should demonstrate accountability by:
 - i. working to clear objectives in a transparent manner; and
 - ii. accepting responsibility for their decisions and actions; and
 - iii. seeking to achieve best use of resources; and
 - iv. submitting themselves to appropriate scrutiny
- e. **respect** — public officials should demonstrate respect for colleagues, other public officials and members of the Victorian community by:
 - i. treating them fairly and objectively; and
 - ii. ensuring freedom from discrimination, harassment and bullying; and
 - iii. using their views to improve outcomes on an ongoing basis
- f. **leadership** — public officials should demonstrate leadership by actively implementing, promoting and supporting these values
- g. **human rights** — public officials should respect and promote the human rights set out in the Charter of Human Rights and Responsibilities by:
 - (i) making decisions and providing advice consistent with human rights; and
 - (ii) actively implementing, promoting and supporting human rights.

Appendix 2: Diagram of Integrity Framework

Integrity framework (consolidated code of conduct) for board members

