

South Australia

Treasurer's Instructions 7 — Corporate Governance

under the *Public Finance and Audit Act 1987*

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1—Title

These instructions form part of the *Treasurer's Instructions (General)* and may be referred to as *Treasurer's Instructions 7 — Corporate Governance*.

2—Commencement

These instructions come into operation on 1 February 2022.

3—Scope

These instructions—

- (a) apply to all designated public authorities; and
- (b) apply for all meetings and board agenda items (except where the entire subject matter of a meeting or board agenda item is wholly unconnected with, and is in no way part of, or incidental to, financial administration).

4—Objects

The objects of these instructions are—

- (a) to allow the Treasurer to appoint a Treasurer's representative to attend board meetings of a designated public authority where there is no power to appoint a representative in the specific governing legislation of the designated public corporation; and
- (b) to prescribe the procedures to be followed in relation to public sector employees acting as Treasurer's representatives on the boards of designated public authorities; and
- (c) to prescribe the role and responsibilities of the Chair of the board in relation to the Representative.

5—Authority to appoint Treasurer's representative

- (1) The Treasurer may appoint a Treasurer's representative to attend board meetings for the purposes of representing and conveying the views of the Treasurer to the board, and for reporting the activities of the board to the Treasurer.
- (2) The Treasurer may appoint as a Treasurer's representative a public sector employee who is already the representative of the responsible Minister for the designated public corporation.

Note—

A responsible Minister is, absent legislative bar, entitled to share with the Treasurer any information he or she has received from the Minister's representative on a government business enterprise including by directing the Minister's representative to convey information to the Treasurer or the Treasurer's representative(s).

- (3) The existence of a representative of the responsible Minister does not prevent the Treasurer exercising their powers to appoint an additional public sector employee to act as the Treasurer's representative.
- (4) The Treasurer may delegate the power to appoint a Treasurer's representative.

6—Role and responsibilities of Treasurer's representatives

Subject to instruction 3(b), the Treasurer's representative—

- (a) is entitled to attend all meetings of the board and receive all board papers and all other board communications, materials and information provided to the board members; and
- (b) may provide information to the board on government policies and processes, convey the Treasurer's views and engage in discussions as a representative of the Treasurer; and
- (c) must not participate in the business of the meeting, being decision making, voting or determining board procedures; and
- (d) is entitled to report about, and pass on, all board activities, discussions, deliberations and decisions and all board papers and all other board communications, materials and information to the Treasurer and the Treasurer's other advisers and representatives; and
- (e) will not disclose information obtained from the board outside of government (which does not restrict the Treasurer's representative disclosing information within the Department of Treasury and Finance, to the Treasurer's office, to the offices of other Ministers (if relevant) and elsewhere within Government according to their normal discharge of duties).

7—Role and responsibilities of board Chairs

The board Chair is responsible for ensuring that—

- (a) there is full facilitation of the Treasurer's representative exercising their role as described in these instructions; and
- (b) information provided to members of the board during the recruitment and induction process sets out that the designated public authority is an instrumentality of the Crown and the extent to which the entity is a body under the control and direction of the responsible Minister; and

- (c) board papers and all other board communications, materials and information are provided to the Treasurer's representative at the same time as they are provided to board members; and
- (d) the board does not seek to declare that information prepared for the board cannot be provided to the Treasurer's representative or conveyed to the Treasurer (or another Minister); and
- (e) all board members are aware the Treasurer's representative is authorised to attend all board meetings; and
- (f) all board members are aware the Treasurer's representative is not the sole mechanism for advising the Government on the activities of the designated public authority and does not relieve it of its statutory and other reporting duties; and

Note—

This responsibility lies with the Chair and the Chief Executive, or as otherwise required by the governing legislation of the designated public authority.

- (g) the minutes of board meetings record that the Treasurer's representative attended as a representative of the Treasurer; and
- (h) the board members are informed of the role of the Treasurer's representative.

8—Interpretation

- (1) These instructions should be interpreted and applied in accordance with *Treasurer's Instructions 1 - Interpretation and Application*.
- (2) For the purpose of these instructions—

board means a board, commission or other governing body (except for a Minister) of a public authority as variously described in the governing legislation of the public authority and includes a committee or sub-committee thereof;

designated public authority means government business enterprises together with any other public authority having a board as nominated in writing by the Treasurer (or delegate) or Under Treasurer, from time to time;

government business enterprise means Public Non-Financial Corporations and Public Financial Corporations listed in the Budget Papers, from time to time;

meeting includes an ordinary, extraordinary, formal, informal and in-camera meeting and includes meetings held in and out of session as well as strategic planning sessions, board and executive performance reviews and any other sessions;

member of a board means a person who is a member of the governing body of a public authority as that role is variously described in the governing legislation of the public authority (but does not include a Minister constituted as a governing body or a person who is entitled to attend but not participate in a meeting of the board);

public sector employee has the same meaning as **employee** in *Treasurer's Instructions 1 - Interpretation and Application*;

Treasurer's representative—see instruction 5.

- (3) Additional guidance, forms and resources are available to finance officers from the Department of Treasury and Finance's extranet (dtfextra.sa.gov.au).

9—Transitional

The transitional provisions set out in *Treasurer's Instructions 1 - Interpretation and Application* apply.

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