

# Northern Territory Government Boards and Committees Handbook

A guide for board and committee members

June 2026

# Foreword

Effective boards and committees are critical to the successful functioning of Government.

A broad range of boards and committees have been established to support the activities and priorities of the Northern Territory Government (NTG). Some are created by statute, others are established by an administrative decision of government, and others operate as internal boards within agencies under the approval and authority of the Accountable Officer to support oversight, risk management and decision-making. They carry out a diverse range of functions including governance and management, advice and review, policy development, appeals, community, engagement and regulation of professions.

Board members are encouraged to read this Handbook to assist in understanding their responsibilities. The Handbook is available on the [NTG Board Remuneration website](#)<sup>1</sup>.

The Handbook is **not a legal document** nor is it intended to be exhaustive. The Disclaimer below states that specific advice should always be sought where legal or other concerns arise.

Feedback in relation to this Handbook is welcome and can be emailed to [boardremuneration@nt.gov.au](mailto:boardremuneration@nt.gov.au).

**Disclaimer:** This publication is a general guide for members of Northern Territory Government statutory and non-statutory bodies. The advice contained herein should not be relied upon in substitution of specific advice. While all care has been taken in the compilation of this publication, no responsibility is accepted for any errors, omissions or inaccuracies.

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<sup>1</sup> <https://cmc.nt.gov.au/supporting-government/boards-and-committees/remuneration-of-government-boards>

## Acronyms

Acronyms	Full form
AGS number	Australian Government Service number
AMSORE Act	<i>Assembly Members and Statutory Officers (Remuneration and Other Entitlements) Act 2006</i>
ATO	Australian Taxation Office
BSB	Bank State Branch
Board	NT Government statutory and non-statutory bodies are collectively referred to as <b>boards</b> throughout this Handbook. This includes advisory groups, committees, councils, tribunals, corporations, panels, etc.
CEO	Chief Executive Officer
CM&C	Department of the Chief Minister and Cabinet
CSD	<i>Statutory Bodies Classification Structure Determination</i> - outlines remuneration and entitlements for members of statutory bodies.
DTF	Department of Treasury and Finance
KMP	Key Management Personnel
NGO	Non-Government Organisation
NT	Northern Territory
NTG	Northern Territory Government
NTPS	Northern Territory Public Sector
PIPS	Personnel Information and Payroll System
TFN	Tax File Number
ToR	Terms of Reference

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# 1. Introduction

This Handbook aims to assist in the good governance of NTG boards and committees. It attempts to consolidate into one document, key information relating to government boards including legislative and administrative requirements, stakeholder responsibilities, member remuneration, nominee selection and appointment processes, and must not be distributed outside of Government.

Government boards and committees are collectively referred to as **NTG boards** throughout this Handbook.

## 2. Authority to establish boards

- **Statutory boards** - Northern Territory legislation.
- **Non-statutory boards** - by ministerial approval or Cabinet decision.
- **Internal governance committees** - at the discretion of agency CEO as outlined in [NTG Treasurers Directions - Internal Controls Part 3 Section 2](#)<sup>2</sup>.

The table below is a snapshot of who can establish a board, appoint members and approve remuneration.

NTG entity	Authority to establish a board	Who appoints members and how?	Who approves member remuneration?
<b>STATUTORY BOARD</b>	Legislation	Administrator <b>OR</b> Minister  by settled instrument of appointment	Minister where remuneration matches the Classification Structure Determination (CSD) (s.10 AMSORE Act) <sup>3</sup> <b>OR</b> Administrator where remuneration is <b>not consistent</b> with CSD (s.11 AMSORE Act)
<b>NON-STATUTORY BOARD</b> (with at least one member external to NTG)	Minister or Cabinet	Minister by letter of appointment	Minister
<b>INTERNAL GOVERNANCE COMMITTEE</b>	Accountable Officer (CEO)	CEO by letter of appointment.	CEO

### 2.1. Delegations

Where a government board is established by legislation, members can only delegate powers or duties of the body if the enabling legislation contains a specific provision to that effect. Any such delegation cannot apply to a matter that goes beyond the legal powers conferred upon the board, that is, a board cannot delegate to another party, including a subsidiary company of the board, the right to engage in an activity on behalf of the board, which the board cannot itself engage in.

Where a government board has made a delegation under its enabling legislation, details of the delegation should be set out in the board's annual report or other accountable document.

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<sup>2</sup> <https://treasury.nt.gov.au/pms/financial-management/treasurers-directions/governance,-risk-management-and-compliance/internal-controls/TD-EG-P3S2.pdf>

<sup>3</sup> [Assembly Members and Statutory Officers \(Remuneration and Other Entitlements\) Act 2006](#)

## 3. Remuneration and other entitlements

This chapter provides advice on remuneration and other entitlements of board members. The process to remunerate members is managed by the NTG agency responsible for administering the board.

### 3.1. Authority to remunerate board members

Under the [Assembly Members and Statutory Officers \(Remuneration and Other Entitlements\) Act 2006](#)<sup>4</sup> (AMSORE Act) the Administrator of the Northern Territory has the power to set remuneration and other entitlements for statutory bodies that fall under the definition of “a body, whether incorporated or not, established by a law of the Northern Territory for a public purpose”. Select NT legislation sets remuneration for its own board members, and in these instances the AMSORE Act does not apply.

For **non-statutory boards**, remuneration is determined by the Minister. While there is no legislative framework equivalent to the AMSORE Act, it is recommended that remuneration is set with reference to comparable statutory boards to promote consistency across government.

For **internal governance committees**, remuneration is determined by the agency CEO. Remuneration generally applies only to external members, noting NTG employees are remunerated in accordance with the applicable Enterprise Agreement and are not entitled to additional payment where board participation forms part of their official government duties.

Where it is proposed that external members (external to government) be appointed to an internal governance committee (including an audit and risk committee), agencies must:

- ensure the arrangement is consistent with the Treasurer’s Direction (where applicable), and
- consider whether the inclusion of external members (external to government) affects the classification of the body under NTG governance frameworks, including whether it may constitute a non-statutory board.

### 3.2. Statutory Bodies Classification Structure Determination

Remuneration rates are listed in the [Statutory Bodies Classification Structure Determination](#)<sup>5</sup> (CSD) a legal document setting the entitlements for members of statutory boards. The CSD is separated into four sections:

- PART 1** Definitions - includes definitions of ‘business of a body’ and ‘travelling time’, amongst others.
- PART 2** Remuneration - outlines how to calculate entitlements for time spent attending and travelling to meetings, and for conducting business of the body. Outlines who are **not** entitled to sitting fees but are still entitled to travelling allowance and other expenses under Part 3.
- PART 3** Travelling Allowance and Expenses - includes an allowance for accommodation and travel equivalent to that of a public sector employee. Expenses ‘reasonably’ incurred above this rate require approval of the Chair and production of receipts. When the Chair is claiming expenses, CEO approval is required.
- SCHEDULE** Amounts of the sitting fees by classification.

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<sup>4</sup> <https://legislation.nt.gov.au/Legislation/ASSEMBLY-MEMBERS-AND-STATUTORY-OFFICERS-REMUNERATION-AND-OTHER-ENTITLEMENTS-ACT-2006>

<sup>5</sup> [https://dcm.nt.gov.au/\\_data/assets/pdf\\_file/0007/252187/determination-2012.pdf](https://dcm.nt.gov.au/_data/assets/pdf_file/0007/252187/determination-2012.pdf)

NTG boards have been categorised into 3 classes, as summarised below:

### **Class A - Governing and Management Boards**

- Level A1 Senior Commercial and Assets Management
- Level A2 Major Facilities / Assets Management and Commercialisation
- Level A3 Local Facilities and Land Management

Governing and Management Bodies provide guidance, direction and control of the organisation for which they are responsible and/or manage specific facilities or assets. They may be required to set performance goals, ensure corporate compliance and management accountability, and/or endorse strategic plans and approve operating budgets. An example is the Nitmiluk (Katherine Gorge) National Park Board established under the [Nitmiluk \(Katherine Gorge\) National Park Act 1989](https://legislation.nt.gov.au/Legislation/NITMILUK-KATHERINE-GORGE-NATIONAL-PARK-ACT-1989)<sup>6</sup>.

### **Class B - Quasi-Judicial Boards**

- Level B1 Senior Appeals / Important Government Process
- Level B2 Appeals and Review / Determination of Important Rights
- Level B3 Senior Registration and Assessment
- Level B4 Registration and Practice

Quasi-judicial bodies determine standards, monitor and regulate practices, grant licences, investigate complaints, review decisions and/or make judgements. An example is the Parole Board established under the [Parole Act 1971](https://legislation.nt.gov.au/Legislation/PAROLE-ACT-1971)<sup>7</sup>.

### **Class C - Advisory and Review Boards**

- Level C1 Critical Issues
- Level C2 Expert High Impact
- Level C3 Ministerial Assistance

Advisory and Review boards generally provide an advisory, coordination, policy development, or project management role. They may make recommendations to government on policies, plans and practices or issues referred to the board for comment. An example of an advisory body is the Crime Victims Advisory Committee established under s.10 [Victims of Crime Rights and Services Act 2006](https://legislation.nt.gov.au/Legislation/VICTIMS-OF-CRIME-RIGHTS-AND-SERVICES-ACT-2006)<sup>8</sup>.

## **3.3. Travel entitlements of board members**

- For members of statutory boards, travel-related entitlements are outlined in Part 3 of the Classification Structure Determination (CSD) and includes travelling allowance and reimbursement of reasonable expenses incurred by the member to either attend a meeting or to conduct business of the board. Refer to the CSD for approvals required by the chair. Members not entitled to sitting fees under Part 2 are still entitled to travel-related entitlements under Part 3.

Business conducted outside of meetings requires prior approval of the board as explained in the definition of 'business' in Part 1 of the CSD.

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<sup>6</sup> <https://legislation.nt.gov.au/Legislation/NITMILUK-KATHERINE-GORGE-NATIONAL-PARK-ACT-1989>

<sup>7</sup> <https://legislation.nt.gov.au/en/Legislation/PAROLE-ACT-1971>

<sup>8</sup> <https://legislation.nt.gov.au/Legislation/VICTIMS-OF-CRIME-RIGHTS-AND-SERVICES-ACT-2006>

- For members of non-statutory boards, travel-related entitlements require ministerial approval and should be set out in the board's ToR. This ministerial approval is used for auditing purposes. A member's travel entitlements and sitting fees should be outlined in their letter of appointment. Travel expenses generally only apply to external (non-NTG) members and must be approved in advance and supported by receipts.
- For members of internal governance committees, travel-related entitlements are determined by the agency CEO and should be clearly set out in the board's ToR. Travel expenses generally only apply to external (non-NTG) members and must be approved in advance and supported by receipts.

### 3.3.1 Use of private vehicle for board business

Subject to CEO or delegate approval, board members may apply to use a private vehicle for board-related travel where:

- it is more cost effective
- a government or hire vehicle is not available and using a private vehicle is reasonable for the board member's circumstances; and
- the board member indemnifies the Territory against all claims that may arise from use of the private vehicle.

When using a private vehicle for official board business, members are required to complete a private vehicle use application and indemnity form, and to provide evidence of motor vehicle insurance.

### 3.3.2 Combining official and private travel

For Fringe Benefits Tax (FBT) purposes, a board member may be considered an employee.

Combining private travel with official government travel is discouraged. Where this occurs, agencies must consider any FBT implications. Further guidance is available in the NTG Travel Policy Framework which requires that government agencies do not incur additional expenditure (including FBT liabilities) as a result of private travel arrangements.

The Australian Taxation Office requires a travel diary to be kept for any travel of six or more consecutive nights outside Australia, regardless of whether the travel is solely for official purposes or includes a mix of official and private travel.

The agency's Finance team must assess whether the proposed travel gives rise to an FBT liability.

## 4. Payment methods

This chapter provides advice on methods that board members are paid.

### 4.1. Arranging payment for members of statutory boards

Board members are generally appointed as 'individuals' who provide a service to the board as individuals, rather than as a representative of the body that nominated them, or of their own business, where applicable. When determining the service relationship, reference to the instrument of appointment and/or terms of engagement is required.

The [Taxation Administration Act 1953 \(Cth\)](#)<sup>9</sup> (sections 12-35 and 12-45 of Schedule 1) imposes an obligation on the paying entity (the NTG) to withhold an amount from salary, wages, commission, bonuses or allowances it pays to an individual as an employee or office holder (i.e. PAYG withholding). Further advice on 'Withholding from payments to board members' is available in [Treasury Circular PAYG 04/01](#).

Consequently, remuneration for statutory board members (office holders) **must** be paid through the NTG PIPS Payroll system irrespective of the period they are appointed. Payment through PIPS ensures the obligation to pay the Superannuation Guarantee (SG) is met. Refer to section 4.3 for further advice. Board members are issued with an Income Statement accessed through their [MyGov account](#)<sup>10</sup> in respect of payments received.

### 4.2. Arranging payment for members of non-statutory boards

Remuneration for members of non-statutory boards only applies to members external to government. The payment method for a member of a non-statutory board will depend on whether the member is regarded as an employee or independent contractor for the purposes of the *Taxation Administration Act 1953 (Cth)*.

When making this determination, reference should be made to [Taxation Ruling TR 2023/4 Income tax: Pay As You Go - withholding - who is an employee?](#)<sup>11</sup>, which contains detailed discussion on the various indicators the Courts have considered in establishing whether a person engaged for services, provides such services in their capacity as an employee or independent contractor. A member who holds an Australian Business Number (ABN) may, depending on the circumstances, still be an employee for tax purposes.

**To determine whether a member of a non-statutory board is a common law employee or independent contractor**, the member needs to apply the factors determined by the Courts; these factors are outlined on the ATO webpage [Employee and independent contractor traits](#)<sup>12</sup>. In addition, in determining whether superannuation obligations apply to external members, agencies must also consider the definition of an employee under the [Superannuation Guarantee \(Administration\) Act 1992](#)<sup>13</sup>. If after due consideration, a member of a non-statutory board is regarded as a common law employee as defined in Taxation Ruling TR2023/4, the member will be paid through PIPS for the reasons outlined in section 4.1 above.

In the event the member is regarded as an independent contractor for tax purposes, the member is to be set up as an Accounts Payable vendor and will be required to submit a tax invoice to facilitate payment through NTG's Accounts Payable system. A member who is registered for GST is entitled to charge GST on the supply of their services. If the member fails to quote a valid ABN or provide a valid Statement by a Supplier, PAYG withholding at the highest marginal tax rate will occur in accordance with tax legislation.

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<sup>9</sup> [Federal Register of Legislation - Taxation Administration Act 1953](#)

<sup>10</sup> [Single Touch Payroll - for employees | Australian Taxation Office \(ato.gov.au\)](#)

<sup>11</sup> [TR 2023/4](#)

<sup>12</sup> [Difference between employees and independent contractors | Australian Taxation Office](#)

<sup>13</sup> [Superannuation Guarantee \(Administration\) Act 1992 - Federal Register of Legislation](#)

## 4.3. Superannuation

The [Superannuation Guarantee Ruling SGR2005/1](#)<sup>14</sup> sets out superannuation guarantee requirements pursuant to the [Superannuation Guarantee \(Administration\) Act 1992 \(Cth\)](#)<sup>15</sup>. Where applicable, superannuation is paid over and above the daily rate of remuneration.

Individuals engaged wholly or principally for their labour, whether an employee or an independent contractor, are entitled to the Superannuation Guarantee (SG). The SG is paid into an employee's complying superannuation fund or retirement savings account on a quarterly basis.

Depending on the nature of their engagement, external members (non-NT Government employees) may be treated as an employee for taxation and/or superannuation purposes. Where applicable, the SG will be paid in addition to the sitting fee. Members will be advised of their payment arrangements upon appointment. Details of remuneration including superannuation entitlements will be outlined in the member's appointment documentation and/or the board's ToR.

SG rates are published on [NT Treasury superannuation website](#)<sup>16</sup>. From 1 July 2025, the SG rate is 12%.

Eligible individuals with multiple employers can opt out of receiving the SG from some of their employers, which will help avoid going over the concessional contributions cap. Further information is available on the [ATO website](#)<sup>17</sup>.

## 4.4. Remitting payments to a member's principal employer

A board member may be required to pay their sitting fees to their principal employer to reimburse their employer for time taken away from normal duties to attend board meetings. No commencement paperwork is required for board members whose sitting fees are paid to their principal employer.

To facilitate payment to a member's principal employer, the board member must provide a completed 'Direction to Pay' form (Appendix 1) directing the remuneration be paid to their employer. The agency official administering the board advises the principal employer of the amount of sitting fees payable. These payments are not subject to PAYG withholding, nor will a PAYG payment summary be issued or Superannuation Guarantee paid.

## 4.5. Remitting payments to members deemed employees (non-NTG employees)

Depending on the nature of their engagement, external members (non-NTG employees) may be treated as an employee for taxation and/or superannuation purposes (e.g. external chairs of audit and risk management committees). Where applicable, the SG will be paid in addition to the sitting fee. Members will be advised of their payment arrangements on appointment. Details of remuneration, including any superannuation entitlements, will be outlined in the member's appointment documentation and/or the board's ToR.

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<sup>14</sup> [SGR 2005/1 | Legal database \(ato.gov.au\)](#)

<sup>15</sup> [http://www5.austlii.edu.au/au/legis/cth/consol\\_act/sga1992430/s19.html](http://www5.austlii.edu.au/au/legis/cth/consol_act/sga1992430/s19.html)

<sup>16</sup> <https://treasury.nt.gov.au/df/superannuation/other-superannuation-arrangements>

<sup>17</sup> [Super guarantee opt out for high income earners with multiple employers | Australian Taxation Office \(ato.gov.au\)](#)

## 5. Selecting nominees for board vacancies

This chapter provides advice on individuals eligible for nomination as a board member and issues taken into consideration when determining their eligibility.

### 5.1. Individuals eligible for nomination

Individuals eligible for appointment to NTG boards include the following:

- Australian citizens
- Individuals granted permanent resident status
- Individuals with a visa that allows them to work in Australia, and their visa is valid for the term of the appointment
- New Zealand citizens with a Special Category visa that allows them to remain and work in Australia indefinitely, and
- NTPS employees appointed as a community member or as an ex-officio member.

### 5.2. Considerations when selecting nominees

In general, if the government is to rely on the decisions made, or advice provided by boards, it is critical that individuals with the appropriate skills, qualifications, knowledge and/or experience are appointed to ensure the board can effectively discharge its obligations. Member selection should be merit-based. Members are required to act in the interests of the board, remain accountable to the Crown, and recognise government policies and practices.

While individuals may be nominated by a specific group or organisation, they are not appointed solely to represent the views of that stakeholder or interest group.

When determining suitable nominees, consideration should be given to whether individuals:

- hold required skills, knowledge or experience to actively participate in board deliberations
- have lodged a CV preferably with their image
- hold relevant qualifications, which have been reviewed and verified
- can commit the time required, considering other professional and personal commitments
- demonstrate an understanding of the objectives, roles and obligations of the board
- are aware of any real, perceived or potential conflicts of interest
- have experience in relevant commercial, industry or community sectors
- understanding of accountability and governance relationships
- demonstrate the ability to think and act strategically
- have a strong reputation, integrity and credibility

In addition:

- chairs should have a strong understanding of good governance and general management principles.
- for high level boards, members should have significant industry knowledge while remaining sufficiently independent to avoid conflicts of interest.
- for decision-making and regulatory boards, consideration should be given to appointing individuals with practical NT-based industry experience and relevant technical expertise.

### 5.2.1. National police checks

Select legislation allows a minister to terminate a member's appointment where they have been convicted of an offence. Provision of a national police check assists ministers to determine an individual's suitability for the position. Applications are made through the [SAFE NT website](#)<sup>18</sup> and the fee is currently \$89.

The CEO, in consultation with the minister, determines the need for a police check and whether fees are reimbursed. They will also consider the outcome of the check and the individual's suitability for the position. These provisions should ideally be set out in a ToR.

There is the option for a signed Statutory Declaration confirming the member has no criminal history relevant to the activities of the board that would influence the minister's decision to appoint them.

Members must also disclose any criminal history incurred during their term of appointment.

#### ➤ **Governing, management and quasi-judicial statutory boards**

Members of these boards should be above reproach given their responsibility to manage a budget or asset, or to make decisions that affect an individual's rights or employment. National police checks are regarded as mandatory for nominees to positions on Class A and Class B statutory boards.

Where a member is required to hold legal qualifications, a national police check is advisable prior to appointment to inform the minister. This approach reflects amendments made to the [Legal-Profession-Admission-Guidelines para 5.2](#)<sup>19</sup> that place responsibility on the individual to disclose any criminal offending.

#### ➤ **All other boards, including non-statutory boards and internal governance committees**

The need for national police checks and whether costs are covered should be set out in a board's ToR or in an agency's internal policy.

### 5.2.2. Working with Children clearance (Ochre Card)

A Working with Children clearance (Ochre Card) is mandatory where the function of a statutory board involves matters relating to children or youth. The clearance must be sighted prior to appointment or nomination. Applications can be made through the [SAFE NT website](#)<sup>20</sup>.

## 5.3. NTG EOI Board Register

The NTG Expressions of Interest (EOI) Board Register holds Curriculum Vitae (CVs) from individuals interested in becoming a board member. The Register is accessed by NTG agencies to identify suitably qualified individuals for board vacancies. Anyone can register through the [NTG Careers in Government website](#)<sup>21</sup>. Registration implies an agreement for CVs to be accessed by NTG agencies for this purpose only. Registration does not guarantee appointment to a board position.

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<sup>18</sup> [SAFE NT Online Applications](#)

<sup>19</sup> [Legal-Profession-Admission-Guidelines.pdf](#)

<sup>20</sup> [SAFE NT Online Applications](#)

<sup>21</sup> <https://jobs.nt.gov.au/Home/Search>

## 6. Appointment of members

This chapter provides information relating to the appointment and resignation of members. It also includes information regarding NTPS employees appointed to boards.

### 6.1. Authority to appoint

- **Statutory boards** – legislation specifies if Administrator or a minister appoints members by instrument of appointment.
- **Non-statutory boards** – members appointed by minister by letter of appointment.
- **Internal governance committees** - members appointed by agency CEO (or delegate) in accordance with the committee ToR.

### 6.2. Forms requiring completion upon appointment

New or re-appointed members will receive a letter of appointment from the minister or agency CEO.

To establish a payment record for new or re-appointed members, the following forms must be completed:

- **Commencement Checklist for new member** – mandatory for new and re-appointed members
- **Board/Tribunal Member Payment Details Form** – mandatory for paid members upon appointment and re-appointment
- **Proof of identity** – mandatory (e.g. driver's licence, birth certificate or extract, passport).
- **Emergency contacts form** – mandatory for paid members.
- **ATO tax file number declaration form** – optional.
- **ATO superannuation choice of fund form** – optional (see section 4.3 for further information)

Other forms may be required in certain circumstances:

- **Direction to Pay form** – mandatory where members required to remit payments to their principal employer (see form at Appendix 1 and section 4.4).
- **Declaration of Personal Interests form** – mandatory for management boards, and as required for other boards (see example form at Appendix 2 and see section 8.4).
- **Confidentiality Agreements or Deeds** - agencies should consider the need for members to sign a confidentiality agreement or deed where members have access to highly confidential material (e.g. criminal, medical or employment information or commercial-in-confidence material).
- **Conflict of Interest Disclosure forms** – members must declare any real, perceived or potential conflicts of interest in accordance with the board or committee's ToR. Members should consult their board secretariat to determine the appropriate forms and processes.

## 6.3. Member access to payments

In addition to their annual income statements available through a member's MyGov account, members can access payment details by requesting the agency create a new Access NTG account.

How members can access payments:

1. Go to <https://accessntg.nt.gov.au/>
2. Read and accept the terms and conditions.
3. Select *standard access*
4. Enter your NTG username and password (you will be prompted to create a new password on first login).
5. Select *myHR*
6. From the drop-down menu, select *myMoney* to view current and previous payslips.

## 6.4. Re-appointment and retention of AGS numbers

Board members receive an Australian Government Service (AGS) number for each board they are appointed to. The primary driver for an AGS is to maintain a record of payment and to provide legislative compliance; that is, to produce payment summaries, and to pay tax, etc.

PIPS payment records are ceased six weeks after the expiry date of a member's term of appointment. Therefore, re-appointed members who wish to retain their AGS number need to update the *Board/Tribunal member payment details form* to advise current bank details and superannuation funds within six weeks from the date of re-appointment.

## 6.5. Resignation

Members should submit a letter of resignation to the person who appointed them, that is, either the minister or the Administrator of the Northern Territory, or for internal governance committees, the relevant agency CEO. Payment summaries are issued after the end of the financial year, regardless of the date membership ceased.

## 6.6. Workplace adjustments for members with disability

An individual with disability is defined by the United Nations Convention on the Rights of Persons with Disabilities (and adopted by the NT Public Sector) as an individual with long-term physical, mental, intellectual, or sensory impairment/s which, in interaction with various barriers, may hinder their full and effective participation in society on an equal basis with others. Disability may be present from birth, be acquired due to illness or by accident, or come about progressively as we age.

Chairs and board administrators can assist members with disability by:

- provide a safe space to discuss inclusion as part of an induction for new members,
- implement workplace adjustments using resources listed below,
- allow equal contribution during meetings, respecting different communication styles,
- allowing an observer to attend meetings with members to summarise or clarify discussions at meetings. This may include sign language interpreters, and
- payment of additional time to support the preparation of meeting papers, for example.

## 6.7. Public sector employees appointed to boards

Public sector employees may be appointed to a government board as a nominee of the minister or an NTG agency CEO, either:

- by virtue of the enabling Act or other legislation
- at the minister's discretion
- by virtue of their office (*ex-officio*), or
- in an independent capacity as a member of the community.

Where appointed, the public sector employee must act consistently with government policies and ministerial direction.

### 6.7.1 Public sector employees as *ex-officio* members

Where a public sector employee is a member of a board in an *ex-officio* capacity, it is necessary for them to be clear about the nature of their role on the board as a government representative, and of the reporting relationship (if any) with the minister and CEO. The role may involve acting as a conduit to the minister on board-related matters or representing government's position on matters under consideration by the board.

For statutory boards, *ex-officio* positions are set out in legislation, and for non-statutory boards and internal governance committees, these positions are typically set out in the ToR.

*Ex-officio* members are not remunerated for their role on a board. Rather, their role on a board is considered part of their existing office or position in government.

Public sector employees appointed in an *ex-officio* capacity are not required to resign from the board when they leave the relevant office or position.

### 6.7.2 Public sector employees as community members

Public sector employees may hold specific knowledge relevant to a board's business and/or a particular region in the NT. However, they should only be appointed to a board as a community member when no suitable nominations are received and all other selection methods have been exhausted, including after a search of the EOI NTG Boards Register.

Like a public sector employee undertaking unpaid or voluntary activities where a real, perceived or potential conflict of interest may arise, the employee must discuss the proposed appointment with their employing CEO and accept the decision of the CEO.

### 6.7.3 Public sector employee entitlements as board members

Part 2 clause 4 of the CSD removes the entitlement to remuneration for public sector employees appointed to boards unless the member does not receive any salary in that capacity for the relevant period (for example, they are on unpaid leave during their term of appointment). The clause makes no distinction between public sector employees appointed as *ex-officio* members or as members of the community.

Public sector employees are however, entitled to travel entitlements under Part 3 of the CSD (travelling allowance and other expenses).

## 7. Induction

New board members should receive an induction from the Chair and/or the agency board administrator to inform them of the board's role and responsibilities, any statutory obligations, expected standards of accountability, and administrative arrangements.

The induction may be in the form of a written and verbal briefings, provision of relevant web links, and training in relation to any of the following matters:

### Statutory and governance framework

- Enabling legislation establishing the board, including attendance requirements, and provisions for appointment and termination (where applicable)
- General legal obligations
- Other relevant legislation (see section 10)
- *AMSORE Act 2006*
- Statutory Bodies Classification Structure Determination (CSD)
- Signed instrument of appointment and, where applicable, any relevant contract or consultancy agreement (see section 4.1 and 4.2).

### Policy guidelines and key documents

- Government policy frameworks
- Current ministerial directions or agency guidance
- Terms of Reference
- Recent Annual Reports and/or Financial Statements
- NTPS Code of Conduct or code of conduct specific to the board (if applicable)
- Conflict of interest policy and procedure (including reporting and management).

### Board information

- Minutes from recent meetings (e.g. last three to four meetings)
- Process for how to submit a formal notice of absence
- Background, history and forward priorities of the board
- Current issues briefing
- Calendar of scheduled meetings (including public meetings, where applicable)
- The board's reporting framework and any relevant financial or accounting framework
- Details of member tenure and circumstances that may lead to termination of appointment
- Relevant media releases, press coverage, and government or industry reports
- Performance audits (where applicable)
- This NTG Boards Handbook for Board Members.

## 8. Stakeholder responsibilities

Boards are accountable to the minister responsible for the legislation establishing the board, or to the agency CEO for internal governance committees. Depending on the nature and purpose of the board, consideration should be given to the need to set the board's direction and goals, develop action plans to help achieve those goals, review progress at regular intervals, or report to government (where applicable). These matters can be included in a Terms of Reference.

Responsibilities common to many boards include:

- **Strategic focus** – adopting a long-term perspective, anticipating and responding to changes in the external environment, and ensuring effective integration of governance and operational matters relevant to the board's functions.
- **Stakeholder focus** – understanding and considering the views and needs of the community and stakeholders, and balancing competing interests.
- **Accountability and ethics** - maintaining high standards of accountability, integrity and ethical behaviour.

The nature and extent of these obligations will vary depending on the type of board and its functions. Where specific issues arise in relation to duties and responsibilities, board members should seek appropriate advice.

### 8.1. Ministerial responsibilities

Ministers are ultimately responsible to Parliament and the community for the operation of all NTG boards and agencies within their portfolios. The relationship between a minister and a statutory board will be set out in the enabling legislation, or in the ToR for non-statutory boards.

Ministers have the authority to do numerous things relating to boards, some of which appear below:

- establish the board
- approve a ToR, including the need for:
  - nominees to provide national police checks, where required
  - members of decision-making and regulatory boards to hold practical NT-based industry experience and relevant technical expertise
  - members to declare personal interests or real, perceived or potential conflicts of interest
  - CVs attached to a Cabinet record meet the requirements of IPP2.1 (individual consent).
- appoint and terminate members
- set remuneration
- refer matters to a board for consideration
- approve tabling of annual reports or financial statements
- review the performance of the board

#### 8.1.1 Statutory approvals of certain financial arrangements

Where NTG boards are constituted by legislation and have a commercial focus, there may be a legislative requirement for the board to obtain 'external' approval in the case of certain investment activities, borrowings, leases and other financial arrangements (for example, prior approval by the responsible minister). Boards should seek specific advice where such requirements apply.

## 8.1.2 Key Management Personnel and Related Party Disclosures Policy

The following information regarding related party disclosures is provided by the Department of Treasury and Finance (DTF).

Where a board is designated as Key Management Personnel (KMP), all members with voting rights are required to complete a *Related Party Disclosure Declaration form*. This Declaration form will be provided by the administering agency.

NTG Agency Financial Statements are prepared in accordance with the Australian Accounting Standards. From 1 July 2016, the Australian Accounting Standards Board (AASB) extended the scope of AASB 124 Related Party Disclosures to include *not-for-profit* government entities.

DTF has released [Related Party Disclosures Policy and Guidance](#)<sup>22</sup> documents to assist stakeholders to understand the requirements of AASB 124.

The functions and responsibilities of a statutory body as set out in enabling legislation will assist agencies to determine whether a statutory board is given strategic decision-making responsibility or has influence on the financial performance of the board or agency, and as such, be designated as Key Management Personnel (KMP).

Generally, if a statutory board prepares separate general purpose financial statements, then the board may be deemed as KMP for that reporting entity and as such will not be recorded in the administering agency's annual financial reports. A key test is whether the board or individual members have authority to influence strategic decision making and financial performance of the reporting entity.

## 8.2. Chair responsibilities

Chairs should be familiar with the activities and operations of any government agency relevant to the board's functions. They are expected to have a strong understanding of good governance and general management principles.

Responsibilities of the Chair may generally include any of the following:

- lead and direct the activities of the board
- set meeting agendas, conduct meetings and facilitate effective discussion and information flow
- ensure the board operates effectively and complies with all legal and statutory obligations
- declare, and request members declare any real, perceived or potential conflicts of interest (including significant gifts or donations) as soon as practicable
- determine, in consultation with the CEO, the need for members who are privy to highly confidential material (for example, commercial-in-confidence material or an individual's criminal, medical or employment history) to sign a confidentiality agreement or deed.
- determine appropriate management of conflicts of interest
- liaise with, and report to the minister or agency CEO, as applicable
- ensure financial accountability
- contribute to member selection processes, noting final selection rests with the minister or agency CEO, as relevant

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<sup>22</sup> <https://treasury.nt.gov.au/dtf/financial-management-group/treasurers-directions>

- ensure approvals by the board to conduct business outside of formal meetings prior to the business being conducted is recorded in the minutes (in accordance with the CSD)
- approve travel and reasonable expenses incurred by members (as per CSD)
- approve additional preparation time where required (as per CSD)
- review board and organisational performance
- promote inclusive participation, including supporting members with disability
- request members declare criminal history or other matters relevant to termination clauses in legislation, noting legal practitioners are obliged to declare as per Legal Practitioners Guidelines.
- for decision-making or regulatory boards, consider the need for members to have practical Northern Territory-based industry experience and relevant technical expertise.

### 8.2.1. Financial accountability

Some NTG boards are subject to mandatory financial audits either by the Auditor-General or an external auditor. Even where audits are not required, the chair and CEO are responsible for ensuring that all board expenditure is properly managed and accounted for. Sitting fees are recorded in NTG agency financial systems. Board member remuneration and related party transactions are disclosed in the notes to the agency's financial statements.

## 8.3. Board member responsibilities

The primary legal responsibilities of board members are set out in the board's enabling legislation, and on occasion in regulations.

For internal governance committees (such as audit and risk committees), member responsibilities are typically set out in the committee's ToR. The ToR outlines the board's purpose, authority, membership, role and responsibilities, and expectations of members. Members should familiarise themselves with the ToR to understand their responsibilities.

Members perform a wide range of critical roles for government. Collectively, their decisions may determine personal, business or property rights, manage government assets or facilities, or be an important source of new ideas and advice to government.

Members assume a position of public trust and confidence by virtue of their role in public administration. It is vital members understand the scope of the task and to contribute in a meaningful and constructive way to the functioning of the board.

They must act ethically to support the continuance of public trust in the government and to observe the highest standards of behaviour and accountability, particularly in the context of financial responsibilities and custody and control of public assets.

Members have fundamental responsibilities to:

- act within enabling legislation and regulations, applicable common law (that is, the law established by the Courts) and accepted principles of good governance
- be loyal to the Crown and recognise government policy and practices
- be well briefed about the business of the board to make informed decisions and provide relevant advice
- be collectively responsible for board decisions, and support and adhere to those decisions

- declare any real, perceived or potential conflicts of interest with a matter under consideration by the board as soon as reasonably practical, including declaring any significant gifts, benefits or donations.
- ensure minutes are a true and accurate record of the meetings
- exercise a dissenting view on decisions inappropriately minuted, however once a board decision is taken, all members are expected to respect and abide by the decision.
- act in accordance with ethical principles applying to the public sector
- observe the highest standards of behaviour and accountability, particularly in the context of financial responsibilities and custody, and control of public assets.
- exercise prudence and be economical with public resources
- understand member responsibilities outlined in a ToR
- familiarise themselves with the Independent Commissioner Against Corruption's [educational resources](#)<sup>23</sup> relating to conflicts of interest, improper conduct, protecting the identity of whistleblowers and anti-democratic conduct.

### 8.3.1. General law obligations

As government board members will often be in a similar position to a company director, they may be subject to fiduciary obligations. Fiduciary duties are obligations of trust and confidence owed by a fiduciary to another person. The law usually recognises certain relationships to be fiduciary relationships, including those of director and company, and employer and employee.

The Courts may also find other relationships to be fiduciary in nature, particularly where one party stands in a position of trust and confidence in relation to the other and is bound to place the interests of the other before their own personal interests.

Board members acting in a fiduciary capacity have an obligation to:

#### ✓ Act honestly and to exercise powers for their proper purposes

Members must always act openly and honestly in the performance of their duties. They must ensure they do not use information acquired by virtue of their position to gain, directly or indirectly, an advantage for themselves or any other person.

#### ✓ Avoid conflicts of interest

A conflict of interest arises when a member's personal interest conflicts or could be perceived to conflict with their duties to the board. Members **must** disclose any direct or indirect personal or pecuniary interest in a matter under consideration by the board as soon as practicable. Declarations of personal interests are mandatory for members of management boards and may also be required for other boards (refer to the example form at Appendix 2).

Members **must** always avoid conflicts of interest, whether real, potential or perceived, and act in the best interests of the board.

Where a conflict of interest exists, members must declare the conflict and not seek to influence discussions or decisions relating to the matter. Members must comply with any directions from the Chair regarding their participation. If a member is unsure whether a conflict exists, they should err on the side of caution and declare the interest. This includes significant gifts, benefits or donations.

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<sup>23</sup> <https://icac.nt.gov.au/prevent-and-educate/education-resources>

The Chair, in consultation with the board and/or agency CEO (where applicable), will determine how the conflict is managed. This may include requiring the member to:

- not participate in discussions or decision-making relating to the interest,
- not receive relevant board papers,
- be absent from the meeting room while the matter is considered
- in some cases, resign from the board.

In certain cases, managing a conflict may also include:

- divesting the interest (for example, selling shares), or
- severing the connection giving rise to the conflict (for example, resigning from another role)

Further guidance is available through [educational resources](#)<sup>24</sup> developed by the Independent Commissioner Against Corruption and other oversight bodies. Members should contact their board secretariat for further information.

### ✓ Act in good faith

As a result of their position of trust, members' actions and standards of behaviour are required to be exemplary. Members should act *bona fide* in the interests of the government board and not in their own interest, or to pursue personal agendas. Members are expected to act in the best interests of the board, the Northern Territory, and the community.

### ✓ Exercise diligence, care and skill

Members must ensure they exercise due diligence, care and skill in the performance of their duties. They must also take reasonable steps to inform themselves about the functions of the board, its business and activities, and the circumstances in which it operates. A member must give close attention to board affairs.

A member should obtain sufficient information and advice, and always exercise an active discretion, to enable them to make conscientious and informed decisions. A member **must** also maintain confidentiality of board discussions, and of materials and information provided, including government board papers.

## 8.3.2. Board members contesting elections

Section 21(1) of the [Northern Territory \(Self-Government\) Act 1978 \(Cth\)](#)<sup>[1]</sup> states that a person is not qualified to be a candidate for election as a member of the Legislative Assembly if at the date of nomination, he or she:

- (i) holds an office or appointment (other than a prescribed office or appointment) under a law of the Commonwealth or a law of a State or Territory; OR
- (ii) not being the holder of any office or appointment under such a law, is employed by the Commonwealth, by a State or Territory or by a body corporate established for a public purpose by such a law;

AND he or she is entitled to any remuneration or allowance (other than reimbursement of expenses reasonably incurred) in respect of that office, appointment or employment. Refer to the Act for full details.

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<sup>24</sup> <https://icac.nt.gov.au/prevent-and-educate/education-resources>

<sup>[1]</sup> <https://www.legislation.gov.au/Details/C2014C00573>

## Pre-selected candidates

Members of statutory boards may be pre-selected as a candidate in a Legislative Assembly election. They must declare such pre-selection to the chair, and they must also declare any real, perceived or potential conflicts of interest with any business under consideration by the board (for example, decisions made within the electorate).

The Chair will consider the issue under which there is a declared conflict and determine whether the pre-selected member can attend all or part of a board meeting. Where the Chair is the pre-selected candidate, the declaration is made to the CEO of the agency administering the board who then informs the minister.

Section 21 of the Cth Act does not apply to members of non-statutory boards however it is recommended these members step aside from their board position and if required, seek their own legal advice in this instance.

## Declared candidates

Once the writ to hold the election is issued, 'pre-selected' candidates lodge their nominations with the NT Electoral Commission to determine a list of 'declared' candidates. They cannot be employed at this time.

Where section 21(1) applies, pre-selected candidates must resign from their board position (within the timeframe required to give notice) before the NT Electoral Commission can determine their eligibility to become a 'declared' candidate. They cannot resign on the date the writ is issued; they must take into consideration the timeframe required by the organisation to give notice. Should the member not be successful in gaining a seat in the Legislative Assembly, they are entitled to be re-appointed subject to approved selection methods.

### 8.3.3. Ownership of information technology and other equipment

Any equipment such as i-pads, laptops, tablets, phones, desktops, battery packs, access keys, etc. issued to board members for the purpose of undertaking board duties will remain the property of the NT Government and need to be returned at the end of the member's term of appointment.

### 8.3.4. Protection of Intellectual Property

Any information or documents acquired during a board member's appointment to an NT Government board **must not** be used for any purpose other than the legitimate purposes of the board. Any Intellectual Property that results from the work or activity of a government board is the property of the NT Government.

The NTPS Code of Conduct provides practical guidelines on the use of information by public sector officers and may also be a useful guide for board members.

## 8.4. Board Administrator responsibilities

Board administrators provide administrative and governance support to enable the effective operation of the board and assists members in their role.

Support typically includes the following responsibilities:

- provide advice on governance, accountability and legislative requirements
- manage member appointments and reappointments, including probity checks
- provide induction material and guidance to new members

- schedule meetings and ensure a quorum required to hold a meeting is met, where relevant
- prepare agenda and meeting papers in consultation with the Chair, and distribute to members
- process sitting fees, travel allowance and related entitlements (where applicable)
- maintain a record of declarations of conflicts of interests, gifts, benefits or donations (agency \$ thresholds may vary)
- record and maintain meeting minutes as official government records
- maintain records of board approvals to conduct business outside of meetings
- support the Chair to ensure proper financial and governance oversight
- coordinate approvals for use of the NT Government logo, NT Coat of Arms, NT Flag, Desert Rose or other emblems
- assist with accessibility and workplace adjustments for members when required
- for re-appointments, seek confirmation of a re-appointee's current criminal history

Members can contact the board administrator for assistance with any administrative or governance matters relating to the board.

For internal governance committees, the board administrator function is typically undertaken by an agency secretariat or governance team, which is responsible for coordinating meetings, preparing agendas and meeting papers, maintaining records, and supporting compliance with applicable governance and accountability requirements.

## 8.5. Proxies and observers

Enabling legislation or a ToR may include provision to allow the ability to nominate a proxy in lieu of an absent member, whether the proxy can vote on behalf of the absent member, and an entitlement to receive the absent member's remuneration and other entitlements.

Given board members are appointed for their individual skills, qualifications, experience or knowledge, proxies should be an exception to the rule rather than regular practice.

Individuals attending as observers cannot vote at board meetings.

## 9. Indemnities and insurance

All government board members must exercise reasonable care, skill and diligence in carrying out their responsibilities. It is best practice for boards to:

- implement a risk management framework, including appropriate internal controls that align with the purpose and strategy of the organisation
- periodically review how the organisation is managing its risk, and
- ensure reporting obligations are met.

In some circumstances, the Territory may issue indemnities to board members or extend the Territory's self-insurance arrangements.

Outlined below is some general information on indemnities and insurance applicable to boards. Further advice can be found on the [Treasurer's Directions website](#)<sup>25</sup> under the 'Governance, risk management and compliance' tab. For information about the minimum requirements for managing the risk, the approval process and accounting requirements of guarantees and indemnities undertaken by the government.

### 9.1. Indemnities

An indemnity is an undertaking to compensate, protect or insure another person or entity against future financial loss, damage or liability. Members of individual boards may, through the board's enabling legislation, have the benefit of a statutory protection from civil and criminal action for things that they do in good faith as a board member.

In certain circumstances, specific indemnities may be given to board members to provide protection from personal liability, subject to the endorsement of the relevant portfolio minister where he or she forms the view that the Territory would benefit from the giving of an indemnity and agreement by the Treasurer (s.34 [Financial Management Act 1995](#))<sup>26</sup>.

### 9.2. Insurance

There are two types of insurance arrangement that agencies may enter to manage insurable risks: self-insurance and commercial insurance.

NT appointed board members may be covered for the insurable risks related to workers compensation and professional liability.

- ✓ Government Business Divisions must acquire commercial insurance for insurable risks, subject to exceptions where self-insurance is deemed the most cost-effective method and a GBD has elected to pay a premium to their host agency in lieu of purchasing commercial insurance with the endorsement of its portfolio minister and the approval of the Treasurer.
- ✓ Government Owned Corporations are not included under NTG self-insurance arrangements.

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<sup>25</sup> <https://treasury.nt.gov.au/dtf/financial-management-group/treasurers-directions>

<sup>26</sup> <https://legislation.nt.gov.au/Legislation/FINANCIAL-MANAGEMENT-ACT-1995>

### 9.2.1. Workers compensation

- ✓ If a board is established under NT Government legislation, NT appointed board members are covered in relation to workers compensation under the NTG's self-insurance arrangements as if they were NTPS employees while undertaking their statutory functions.
- ✓ Where a board is not established under NT Government legislation, NT appointed board members may be insured for workers compensation either through NTG self-insurance arrangements or commercial insurance arrangements, where a net benefit to the Territory can be demonstrated, and agreement is provided by the Treasurer.

### 9.2.2. Professional liability

Professional liability relates to claims for financial loss, bodily or personal injury or property damage arising from an act, error or omission in the performance of professional services.

Where deemed appropriate and a net benefit can be demonstrated to provide professional indemnity cover to NT appointed members of government boards, agencies may apply to the Treasurer for inclusion under the NTG's self-insurance arrangements and/or to purchase commercial insurance.

### 9.2.3. Director indemnity insurance (commercial boards)

For government boards operating in a commercial environment (for example, utility boards), indemnity insurance goes some way to indemnifying directors and officers in relation to claims for loss or damage made against them in their capacity as directors or board members.

Commercial insurance provides a mechanism for transferring financial risk to a third-party private insurer, in exchange for the payment of a premium. The commercial entity remains liable for the loss incurred, but the insurer pays the financial losses associated with the liability. Directors and officers should seek and rely on private legal advice as to its efficacy.

## 10. Relevant legislation

Aside from the legislation establishing a board, members may also have responsibilities and obligations placed on them by other legislation. Board Administrators should arrange briefing materials for members on any legislation relevant to the responsibilities of the Board. Some key legislation is outlined below.

### 10.1. Independent Commissioner against Corruption Act 2017

The role of the Independent Commissioner against Corruption (ICAC) is to address wrongdoing in, or connected with, public administration. The office of the ICAC is responsible for receiving, identifying and investigating reports of corruption and misconduct by government and public bodies, public officers and those who receive government funding, including contractors and grant recipients.

Public officers and public bodies have **mandatory reporting obligations and must report** suspected corrupt conduct or anti-democratic conduct. These obligations may apply to members of statutory and non-statutory boards, and internal governance committees depending on whether they meet the definitions of a public officer or public body under the Act.

The definitions of *public officer* and *public body* are outlined in section 16 of the [Independent Commissioner against Corruption Act 2017](#). The following is a summary relevant to boards:

- **Public officer** includes among others, the holder of an office established under an act who is appointed by the Administrator or a minister, and a member, officer or employee of a public body.
- **Public body** includes, among others:
  - a board, commission, tribunal or other body established under legislation with judicial or quasi-judicial functions
  - a body established under legislation
  - a body with a majority of members who are appointed by the Administrator or a minister
  - a government owned corporation
  - any other body that receives public resources or performs a public function on behalf of the Territory.

All board members are expected to familiarise themselves with [ICAC educational resources](#)<sup>27</sup> relating to conflicts of interest, improper conduct, protecting the identity of whistleblowers and anti-democratic conduct.

### 10.2. Public Sector Employment and Management Act 1993 – Employment Instruction 12: Code of Conduct

The NT Public Sector Principles and NTPS Employment Instruction 12 - Code of Conduct provides guidance on a range of ethical and moral issues that may affect public sector employees from time to time. While the [NTPS Code of Conduct](#)<sup>28</sup> applies directly to public sector employees, it also provides useful guidance for board members, particularly where boards adopt similar governance standards.

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<sup>27</sup> <https://icac.nt.gov.au/prevent-and-educate/education-resources>

<sup>28</sup> [Employment instruction number 12 - Code of conduct](#)

Board members hold positions of trust and are expected to act consistently with these principles, including:

- respect for the law and the system of government
- respect for persons
- integrity
- diligence
- economy and efficiency in the use of public resources.

## 10.3. Information Act 2002

The [Information Act 2002](#) (the Act) gives a statutory right of access by any person to government information including personal information, held by public sector organisations and statutory bodies, except where an exemption applies.

- Personal information means government information from which a person's identity is apparent or is reasonably able to be ascertained, including an individual's CV, evidence of tertiary qualifications, trade certificates, visa documentation, national police checks and working with children clearances.
- Public sector organisations defined under section 5 of the Act include, among others:
  - a person appointed, or body established, by or under legislation or by the Administrator or a minister
  - a person holding an office or position under an Act
  - courts and tribunals of the Territory (subject to limitations)

This definition includes statutory boards, and in some cases, non-statutory and internal governance committees, depending on how they are established and operate.

The Act aims to protect personal information by applying Information Privacy Principles (IPPs) that regulate how public sector organisations collect, use and disclose personal information. IPPs allow access to the right information to the right people for the right reason at the right time. IPPs do not apply to personal information that is:

- published in material generally available to members of the public
- contained in a public register
- held in publicly accessible archives
- recorded information of permanent value that forms part of NT Archives
- contained in collections of a library, art gallery or museum.

### 10.3.1. Collection and use of CVs

Individuals must consent to the use of their CV for the secondary purpose outlined below, and consistent with IPP2.1.

Regarding boards, the primary purpose for collecting an individual's CV is to determine their suitability for nomination to a board vacancy. The assessment process may result in the inclusion of an individual's CV (preferably with their image) in a Cabinet record. Consultation with Cabinet is regarded as a secondary purpose directly related to the primary purpose. The absence of their image will not prevent consideration of their nomination.

CVs marked 'Confidential' in Cabinet records are exempt from disclosure on the basis that release of the information would not be in the public interest (Division 2 of the Act (accessing government information)). This provision applies to requests made under freedom of information legislation.

## 10.4. Ombudsman Act 2009

The Office of the Ombudsman is established by the [Ombudsman Act 2009](#)<sup>29</sup>. The Ombudsman must act independently, impartially and in the public interest in the exercise or performance of the Ombudsman's powers or functions in relation to complaints and investigations.

Functions of the Ombudsman include investigating, and dealing with complaints about, administrative actions of public authorities. A public authority is defined as an entity constituted or established for a public purpose by or under a law of the Territory. This definition includes statutory boards.

An 'administrative action' is defined as any action about a matter of administration, including:

- a decision or an act,
- failure or refusal to take a decision or do an act (including a failure to provide a written statement of reasons for a decision),
- formulation of a proposal or intention, and
- making of a recommendation including one made to the Administrator or a minister.

The Ombudsman may investigate informally or exercise formal powers such as the power to require persons to give statements, documents and information.

Exclusions in the Act include any action by a person while discharging a responsibility of a judicial nature, and a decision made by the Development Consent Authority under the [Planning Act 1999](#)<sup>30</sup> where there is an existing right of review or appeal under that Act.

At the conclusion of the investigation, the Ombudsman will form an opinion and then give a report to the administering NTG agency and the responsible minister recommending particular action be taken. If the recommended action is not taken, a report can be provided to the Chief Minister and Parliament.

## 10.5. Work Health and Safety (National Uniform Legislation) Act 2011

The [Work Health and Safety \(National Uniform Legislation\) Act 2011](#)<sup>31</sup> implements national workplace health and safety laws in the NT.

The Act places the primary duty of care on a 'Person Conducting a Business or Undertaking' (PCBU). The NT Government is a PCBU and operates through its agencies and statutory authorities.

- Board members defined as '**officers**' under the Act must, under section 27, exercise due diligence to ensure the NTG complies with its work health and safety obligations. This is particularly relevant where board members make, or participate in making, decisions that affect a substantial part of, the organisation's operations or financial standing.
- Board members defined as '**workers**' (whether employees or engaged in another capacity) must take reasonable care for their own health and safety and ensure their actions do not adversely affect the health and safety of others.

These obligations may apply across statutory and non-statutory boards, and internal governance committees, depending on the role and level of influence of individual members.

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<sup>29</sup> <https://legislation.nt.gov.au/Legislation/OMBUDSMAN-ACT-2009>

<sup>30</sup> <https://legislation.nt.gov.au/Legislation/PLANNING-ACT-1999>

<sup>31</sup> <https://legislation.nt.gov.au/Legislation/WORK-HEALTH-AND-SAFETY-NATIONAL-UNIFORM-LEGISLATION-ACT-2011>

Board members who are also NTG employees maybe indemnified by the NTG for liabilities arising from acts done in good faith in the course of their duties, except where the conduct involves serious, wilful or gross misconduct, in accordance with section 22A of the [Law Reform \(Miscellaneous Provisions\) Act 1956](#)<sup>32</sup>.

## 10.6. Competition and Consumer Act 2010 (Cth) – restrictive trade practices

This section only applies to government boards engaged in trading or commercial activities.

The [Competition and Consumer Act \(Cth\) 2010](#)<sup>33</sup> (Part IV - Restrictive trade practices) prohibits anti-competitive conduct, including:

- price fixing
- boycotts
- misuse of market power
- exclusive dealing
- re-sale price maintenance, and
- contract arrangements, or understandings that lead to a substantial lessening of competition in a particular market.

These practices generate anti-competitive outcomes.

The Crown, in right of the Northern Territory, is bound by Part IV of the Act to the extent that it carries on a business. Therefore, NTG boards engaging in commercial activities may also be subject to these provisions.

Board members must ensure that:

- they are familiar with the provisions of Part IV of the Act
- the board complies with its obligations under the Act and the Competition Code
- appropriate compliance systems are in place to minimise the risk of breaches.

Boards undertaking commercial activities should implement a trade practices compliance program, developed in consultation with the legal advisers.

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<sup>32</sup> <https://legislation.nt.gov.au/Legislation/LAW-REFORM-MISCELLANEOUS-PROVISIONS-ACT-1956>

<sup>33</sup> <https://www.legislation.gov.au/C2004A00109/latest/text>

## Appendix 1: Example Direction to Pay Form

### DIRECTION TO PAY FORM

#### PART 1: EMPLOYER STATEMENT

(for completion by the employer of a board member or office holder)

I, ..... (full name),  
.....  
..... (position title) being an authorised representative of  
..... (Company/Organisation name) state that  
..... (Board member's full name) is required to remit to this organisation all  
monies received as sitting fees associated with membership of  
..... (board name).

Signed by company representative .....

Date .....

Name of company representative .....

Signed by witness .....

Date .....

Witness name .....

#### PART 2: DIRECTION TO PAY – BOARD MEMBER PAYMENTS

I, .....(full name), being a board member of  
.....(title of Board), hereby authorise payment of all sitting fees  
in respect of my role as a board member to be made to  
..... (Employing company or organisation) at  
..... (Address and ABN of company or  
organisation), unless varied by me in writing.

Amounts are to be remitted to the organisation's bank account, as follows:

Bank Account Name: .....

Bank Account BSB: .....

Bank Account Number:.....

Signed by board member ..... Date: .....

Witness ..... Date: .....

Witness name .....

**NB: Board member will not be liable for income tax for amounts remitted above.**

Payment is made through the agency's Accounts Payable section by way of electronic funds transfer into their employer's nominated bank account.

## Appendix 2 – Example: Declaration of Personal Interests Form

**Strictly Confidential**

### Declaration of Personal Interests Form

NB: Some categories of interest in this form may not be relevant for all boards.

To <insert name of statutory body>

Particulars of my personal pecuniary and other relevant interests and those of my immediate family of which I am aware are set out in the attached form.

I undertake to advise you should a situation arise where an interest of mine or an interest of a member of my immediate family of which I am aware, whether that interest is pecuniary or otherwise, conflicts, or may reasonably be thought to conflict, with my public duty.

.....  
Name (block letters)

.....  
Signature

.....  
Position

.....  
Date

**Strictly Confidential****Example - Declaration of Personal Interests of board member and immediate family members (including spouse and dependent children)****Real Estate Investments**

Real estate in which a beneficial interest is held (other than principal place of residence). Include location, owner, purpose for which held:

.....

**Shareholdings (where total value exceeds \$5000)**

Registered shares, options and current applications (other than nominal shareholdings by way of qualification for membership of a credit union, building society or other co-operative society). Include owner of shares, company name, including holding companies and subsidiary companies if applicable.

.....

**Company Directorships**

List any directorships, whether remunerated or not. Include Director's name, company name, activities of company – whether public or private.

.....

**Partnerships, etc.**

Include name of person holding interest, nature of operations, nature of business interest:

.....

**Investments**

Investments in bonds, debentures, savings or investment accounts with banks or other financial institutions (exceeding a cumulative value of \$5000). Include name of person holding investment, type of investment, body in which investment is held:

.....

**Other Assets**

List each asset valued at over \$5000 including collections. Household or personal effects and motor vehicles for personal use are to be excluded. Include Owner of asset and nature of asset:

.....

**Employment by a public or private company**

Exclude salary from principal public sector employment. (Person receiving income, nature and annualised amount of income):

.....

**Gifts, substantial sponsored travel or hospitality exceeding \$100** - individual receiving gift, nature of gift, etc.

.....

**Liabilities**

Liabilities exceeding \$5000 other than mortgage over principal place of residence. Include name of person concerned, nature of liability, creditor.

.....

**Other Interests**

Include membership or office holding of an organisation other than an industrial or professional organisation, or a political party:

.....

## 11. List of amendments

<b>Document title</b>	Northern Territory Government Boards and Committees Handbook	
<b>Contact details</b>	Board Remuneration and Projects Officer Department of the Chief Minister and Cabinet Phone: +61 8 8999 7865 Email: <a href="mailto:boardremuneration@nt.gov.au">boardremuneration@nt.gov.au</a>	
<b>Approved by</b>	Executive Director, Cabinet Office on behalf of the CEO Department of the Chief Minister and Cabinet	
<b>Date approved</b>		
<b>Document review</b>	Annually	
<b>TRM number</b>	2018/194	
Version	Date	Changes made
6	June 2026	Added advice regarding internal governance committees and the collection and use of personal information.
5	December 2025	Updated to include the need to consider the need for representation of members with practical NT-based industry experience and technical expertise on decision-making and regulatory boards.
4	July 2025	Added advice on workplace adjustments available to members with disability. Updated advice regarding proxies, travel, national criminal history checks, declaration of gifts and donations, and payment of sitting fees to a member's principal employer.
3	March 2023	Updated advice on superannuation, re-appointments, NTPS employees not entitled to remuneration, conflicts of interest.
2	December 2022	Updated advice regarding AGS numbers, resignations, board members contesting elections and criminal history checks. Updated advice on indemnities and insurance, and ICAC. Added advice on the removal of the \$450 per month threshold for Superannuation Guarantee removed w.e.f. 1 July 2022. Added COVID-19 vaccination requirements in Jan and removed in Dec 2022.
1	September 2020	Two Handbooks now exist – this one for board members and another for agency officials. Added new payroll code for members required to remit payments to their principal employer. Updated election advice.