

OFFICIAL

Governance Charter

Governance arrangements of IBAC

Strategy & Risk

June 2023

HPRM: CD/17/63778

Table of contents

1	Introduction	3
1.1	Governance	3
1.2	Powers and functions	3
1.3	Vision, purpose and corporate plan	4
1.4	Victorian integrity system	5
2	Document purpose	5
3	Governance arrangements	6
3.1	IBAC's governance arrangements	6
3.2	External governance	6
3.2.1	Relationship with Parliament	6
3.2.2	Relationship with Government	6
3.2.3	Relationship with the Integrity and Oversight Committee	6
3.2.4	Relationship with the Victorian Inspectorate	7
3.2.5	Relationship with the Attorney-General	7
3.2.6	Relationship with the Department of Justice and Community Safety, and the Department of Treasury and Finance	7
3.2.7	Relationship with public officers, public bodies and the public sector	8
3.3	Internal governance	8
3.3.1	IBAC Commissioner	8
3.3.2	Deputy Commissioners	10
3.3.3	Chief Executive Officer	10
3.3.4	Executive Committees	12
3.3.5	Audit and Risk Management Committee	13
3.3.6	IBAC Officers	14
4	Values and Code of Conduct	15
4.1	IBAC values	15
4.2	VPS values	15
4.3	Human rights	16
4.4	Employment principles	16
4.5	Code of conduct	17
5	Authorisation	17
	Attachment A - Overview of IBAC's governance arrangements	18
	Attachment B – Appointees as at March 2023	19

1 Introduction

The Independent Broad-based Anti-corruption Commission (IBAC) was established in 2012 by the [IBAC Act 2011 \(Vic\)](#) (IBAC Act). IBAC consists of one Commissioner who is delegated any function or power of the IBAC under the legislation. IBAC must appoint a Chief Executive Officer (CEO) who is the Special Body Head of IBAC under the [Public Administration Act 2004 \(Vic\)](#) (PAA). Hence there are two key roles responsible for the internal governance of IBAC: the Commissioner and the CEO.

1.1 Governance

Governance refers to the ways in which the IBAC is directed, controlled and held to account, both internally and externally. External governance includes the roles, relationships and distribution of powers, accountabilities and responsibilities between:

- Parliament
- the Integrity and Oversight Committee (IOC)
- the Victorian Inspectorate (VI)
- the Victorian Attorney-General's Office (VAGO)
- the Office of the Victorian Information Commissioner (OVIC)
- the Department of Justice and Community Safety (DJCS), and
- the Victorian Public Sector (VPS).

Internal governance includes:

- IBAC's internal accountability structures (organisational structure and committees)
- outcomes delegations and authorisations
- policies and procedures
- risk and compliance management
- strategy and performance management
- culture (leadership and behaviours), and
- assurance mechanisms.

1.2 Powers and functions

The [IBAC Act](#) provides IBAC's powers and duties, and any restrictions to these, including that:

- IBAC investigates corrupt conduct and Victoria Police personnel misconduct, as defined under s 4 and 5 respectively.
- relevant principal officers (defined under s 3(1)) including public sector body Heads, must notify IBAC of any matters they reasonably suspect to involve corrupt conduct (s 57(1)).
- the Chief Commissioner of Police must notify IBAC of any complaints they receive about corrupt conduct or police personnel misconduct (s 57(2)).

The full functions and powers of the IBAC are referenced in s 15 and 16 of the [IBAC Act](#). The Commissioner constitutes the IBAC and has the duties, functions and powers of IBAC as stated under s 22(c) of the [IBAC Act](#). Additional powers and functions are provided in other legislation, including those outlined in Figure 1. A full list of relevant legislation to IBAC can be found on [The Source](#).

<i>Confiscation Act 1997 (Vic)</i>	<ul style="list-style-type: none"> • allows for IBAC to obtain certain financial information.
<i>Crimes (Assumed Identities) Act 2004 (Vic)</i>	<ul style="list-style-type: none"> • allows IBAC to create and use assumed identities • sets out IBAC's record-keeping, auditing and reporting requirements.
<i>Crimes (Controlled Operations) Act 2004 (Vic)</i>	<ul style="list-style-type: none"> • allows IBAC to conduct controlled operations • sets out IBAC's record-keeping and reporting requirements • provides the power for the VI to inspect relevant records.
IBAC Act	<ul style="list-style-type: none"> • establishes IBAC, and its functions and power.
<i>Public Interest Disclosures Act 2012 (Vic)</i>	<ul style="list-style-type: none"> • allows IBAC to receive and investigate public interest disclosure complaints.
<i>Surveillance Devices Act 1999 (Vic)</i>	<ul style="list-style-type: none"> • allows IBAC to apply for surveillance device warrants • sets out IBAC's record-keeping and reporting requirements • provides the power for the VI to inspect relevant records.
<i>Telecommunications (Interception and Access) Act 1979 (Cth)</i>	<ul style="list-style-type: none"> • allows IBAC to: <ul style="list-style-type: none"> ○ apply for warrants to intercept telecommunications ○ access stored communications ○ apply for journalist information warrants ○ authorise the disclosure of telecommunications data • sets out IBAC's record-keeping and reporting requirements • allows for the Commonwealth Ombudsman to inspect relevant records.
<i>Telecommunications (Interception) (State Provisions) Act 1988 (Vic)</i>	<ul style="list-style-type: none"> • sets out IBAC's record-keeping and reporting requirements • supports the <i>Telecommunications (Interception and Access) Act 1979 (Cth)</i> • provides the power for the VI to inspect relevant records.
<i>Victoria Police Act 2013 (Vic)</i>	<ul style="list-style-type: none"> • allows for complaints to be made to the Commissioner.
<i>Witness Protection Act 1991 (Vic)</i>	<ul style="list-style-type: none"> • sets out IBAC's function to monitor the Chief Commissioner's compliance with the record-keeping requirements under this Act, make recommendations and report to the Minister.

Figure 1: Overview of relevant legislation to IBAC's powers and functions

1.3 Vision, purpose and corporate plan

As identified in [The IBAC Plan 2021-25](#), IBAC's vision and purpose is centred around a public sector and police that acts with integrity for all Victorians.

The IBAC Plan is focused on achieving and delivering the following outcomes by 2025:

1. stronger trust in the public sector and police
2. a strong integrity culture across Victoria, and
3. collective ownership in preventing corruption and misconduct.

For further information, including performance indicators, please refer to [The IBAC Plan 2021-25](#).

1.4 Victorian integrity system

IBAC forms part of the Victorian integrity system, which is comprised of several agencies with distinct roles (Figure 2).

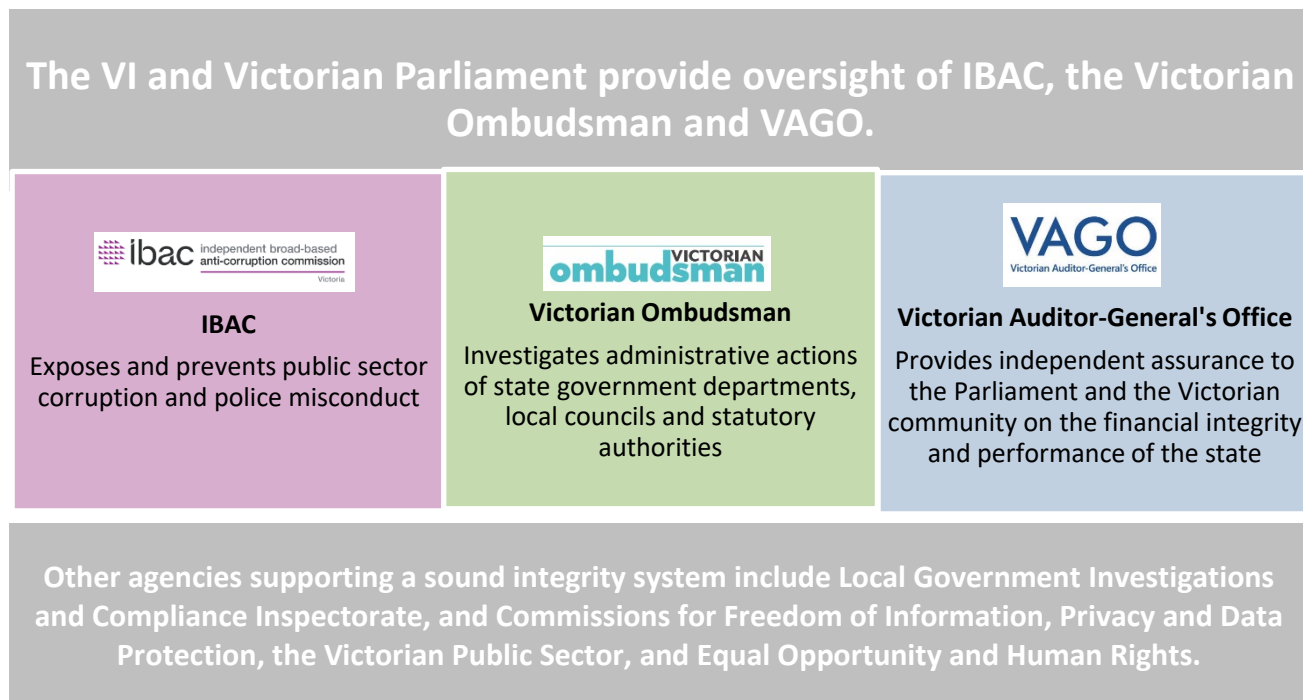


Figure 2: Victoria's integrity system

While the roles of the Victorian Integrity bodies are distinct, the agencies have inter-connected functions and an overarching shared responsibility for ensuring integrity in the Victorian Public Sector (VPS). IBAC works closely with the Victorian Ombudsman (VO) in managing complaints.

2 Document purpose

This Charter describes the governance arrangements of IBAC, including the operating context and the roles, responsibilities, decision making authorities and accountabilities of the organisation's key governance bodies and other relevant stakeholders.

Where there is any inconsistency between this Charter and any documents that it refers to, then those documents have precedence over this Charter. If any document referred to in this Charter is amended, then this Charter should be interpreted as referring to the amended document.

The Governance Charter describes:

- the roles of the:
 - Commissioner, Deputy Commissioners, CEO and all IBAC Officers
 - IBAC's executive committees and Audit and Risk Management Committee (ARMC)
- IBAC's:
 - role within the Victorian integrity system
 - relationship with the Victorian Government, IOC and the VI
 - values and code of conduct.

3 Governance arrangements

3.1 IBAC's governance arrangements

This Charter is to be read in conjunction with IBAC's [Governance Framework](#). The Governance Framework articulates the principles and elements of IBAC's approach to good governance. Refer to [Appendix A](#) for an overview of the framework.

3.2 External governance

3.2.1 Relationship with Parliament

The Parliament has conferred on IBAC by legislation certain powers and functions. Parliament can, from time to time, choose to amend this legislation and confer or remove additional functions and powers. . Beyond this conferral of powers, the relationship between IBAC and Parliament can be described as:

- **Independent:** the Commissioner is an independent officer of Parliament. The Commissioner has complete discretion in exercising their duties, functions and powers (subject to legislation).
- **Accountable:** IBAC and the Commissioner are accountable to the people of Victoria and the Parliament via the IOC.

3.2.2 Relationship with Government

IBAC is not subject to the direction or control of the Victorian Government in respect of how it performs its duties, functions, and exercises its powers, and IBAC has no direct relationship with any department or minister. IBAC was established as a Special Body under s 6 of the [PAA](#) and is therefore not subject to the Public Sector Values as per s 7(3) of the [PAA](#).

However, the Governor in Council appoints the IBAC Commissioner and Deputy Commissioner(s), on the recommendation of the Attorney-General and subject to Cabinet approval.

In addition to the oversight and shared functions between the Victorian integrity bodies and other Victorian agencies, IBAC's operations and activities are subject to scrutiny and inquiries by various federal bodies, including the:

- Commonwealth Ombudsman, who inspects IBAC's use of stored communications (SC) warrants.
- Commonwealth Attorney-General, who receives reports on IBAC's telecommunications interception (TI) and SC warrants.

3.2.3 Relationship with the Integrity and Oversight Committee

3.2.3.1 Role and responsibilities

The IOC is a joint investigatory committee of the Parliament of Victoria, who is responsible for monitoring and reviewing the performance of IBAC, VI, VO, and the Office of the Victorian Information Commissioner (OVIC).

IBAC is:

- directly responsible for managing its own budget and expenditure
- required to draft its budget and annual plan in consultation with the IOC, and
- subject to a periodic independent performance audit.

3.2.3.2 Authority

In relation to IBAC, the IOC can:

- examine reports IBAC has produced, including annual reports and budgets
- report to Parliament in relation to IBAC's performance of duties and functions
- recommend the appointment of an independent auditor to coordinate a performance audit of IBAC, at least once every four years
- undertake inquiries into issues related to IBAC's work and make improvements recommendations.

The IOC does not have the power to investigate complaints about IBAC, the VI or the VO.

If the IOC determines a disclosure to be a public interest complaint, it must engage an independent person to investigate the disclosure.

3.2.4 Relationship with the Victorian Inspectorate

3.2.4.1 Role and responsibilities

The VI is responsible for overseeing IBAC, VO, VAGO and OVIC. In relation to IBAC, it is the role of the VI to:

- monitor the compliance of IBAC and IBAC Officers with the **IBAC Act** and other legislation
- oversee IBAC's performance of its functions under the **Public Interest Disclosures Act 2012 (Vic)** (PID Act)
- assess the effectiveness and appropriateness of IBAC's policies and procedures relating to the legality and correctness of IBAC's activities
- receive complaints about the conduct of IBAC and IBAC Officers
- investigate and assess the conduct of the IBAC and IBAC Officers in the actual or alleged performance or exercise of their duties, functions and powers
- monitor the interaction between IBAC and other integrity bodies to ensure compliance with relevant legislation.

3.2.4.2 Authority

The VI has the power to receive certain complaints about IBAC; conduct investigations, including own motion investigations; and obtain information.

In relation to complaints it receives, the VI may report on and make recommendations, including on proposed actions and whether further investigation or enforcement action should be taken by other agencies.

3.2.5 Relationship with the Attorney-General

The Attorney-General is the Responsible Minister in relation to the **IBAC Act** and is supported by the DJCS in this role.

Section 18 of the **IBAC Act** provides, IBAC is not subject to the direction or control of the Attorney-General regarding the performance of its duties and functions, and the exercise of its powers. However, the Attorney-General does receive reports on IBAC's telecommunications interception warrants, surveillance device warrants and use of assumed identities.

3.2.6 Relationship with the Department of Justice and Community Safety, and the Department of Treasury and Finance

Section 5(1)(f) of the **PAA** states that IBAC is a Special Body and is not classified as a public entity. Therefore, IBAC is not bound by the operating conditions of public entities specified in the **PAA** and

IBAC's CEO does not report to the DJCS Secretary. IBAC may be, however, required to respond to queries from DJCS.

IBAC reports annually on its performance against Budget Paper 3 (BP3) measures directly to the Department of Treasury and Finance (DTF), with the results published in the IBAC Annual Report.

3.2.7 Relationship with public officers, public bodies and the public sector

Section 6 of the **IBAC Act** outlines IBAC's jurisdiction as covering all public bodies and officers. IBAC's jurisdiction is inclusive of state government departments, administrative offices, schools and tertiary education, Victoria Police and emergency and healthcare service agencies, judiciary and local councils.

As part of its jurisdiction, IBAC:

- receives complaints from the public, notifications from agencies and PIDs, and assesses these matters for allegations of corruption or misconduct
- refers matters to appropriate agencies, such as VPS bodies and integrity agencies, for action
- investigates serious or systemic public sector corruption and police misconduct
- informs the VPS and wider community about corruption and police misconduct, and prevention methods.

When carrying out investigations, IBAC must consider any impact on human rights (see **Section 4.3**) and provide procedural fairness in relation to investigation results (s 163 of the **IBAC Act**).

Complaints about IBAC and IBAC personnel conduct performing or exercising duties, functions or powers can be made to the VI.

3.3 Internal governance

3.3.1 IBAC Commissioner

3.3.1.1 Role and responsibilities

Section 22 of the **IBAC Act** states the Commissioner constitutes IBAC and they are responsible for:

- undertaking the strategic leadership of IBAC to achieve the objects of the **IBAC Act**
- any duties delegated to the Commissioner under the **IBAC Act** or any other Act.

The **Standing Directions 2018 under the Financial Management Act 1994 (Vic)** (Standing Directions) name the Commissioner as the Responsible Body, with governance responsibilities for financial management. Table 1 provides an overview of key roles and responsibilities of the Commissioner under the Standing Directions and the **Victorian Government Risk Management Framework (VGRMF)**.

Table 1: Roles and Responsibilities of the Commissioner

Standing Directions
<p>Under Direction 2.2, the Commissioner:</p> <ul style="list-style-type: none"> • sets IBAC's strategic direction and priorities • approves plans, budgets, policies, and major decisions related to strategic initiatives • approves key accountability reports, including IBAC's Annual Report and performance report • oversees IBAC's delivery of services, objectives and performance • supports government objectives and priorities, and relevant statutory purposes and functions, in a financially efficient and effective way

- establishes and regularly reviews effective financial governance and oversight arrangements
- ensures IBAC implements:
 - the Victorian government policy frameworks required by the [Financial Management Act 1994 \(Vic\)](#) (FMA)
 - directions issued under s 8 of the [FMA](#) (including the [Standing Directions](#), the [Standing Directions 2018 Instructions](#) and the [Financial Reporting Directions](#))
- informs the Victorian Attorney-General of activities and strategic issues with potential financial implications for the State.

VGRMF

Under section 3.1.1, the Commissioner:

- ensures IBAC has a risk management framework that is:
 - consistent with the [Australian Standard International Organisation for Standardisation \(AS ISO\) 31000:2018 Risk Management – Guidelines](#)
 - reviewed annually to ensure it remains current and is enhanced, as required, and
 - supportive of the development of a positive internal risk culture
- identifies and manages shared risks and state significant risks, as appropriate
- ensures IBAC's risk profile and risk appetite are defined and reviewed at least annually
- clearly delegates responsibility and adequately assigns resources for risk management
- embeds risk management through strategic and business planning, and demonstrates consideration of material risks.

Under section 3.1.2, the Commissioner:

- arranges all of IBAC's insurance with the Victorian Managed Insurance Authority (VMIA) unless exempted by the Responsible Minister or where VMIA cannot insure a specific risk
- determines the most appropriate insurance products and levels of cover for IBAC's present and future risk exposure, in consultation with VMIA
- maintains appropriate deductibles for each insurance product that reflects IBAC's risk appetite and capability for retaining financial risk
- ensures claims management:
 - capability, resources, structures and processes for financial risk management is adequate
 - practices for retained financial risks are in place and relevant claims data is maintained, and have this information available to VMIA on request
- provides required deductible claims data for self-managed claims to VMIA.

VGRMF and Standing Directions

Under section 3.2 of the [VGRMF](#) and [Standing Direction 5.1.4](#), the Commissioner:

- ensures the accuracy and completeness of the annual compliance attestation with the [VGRMF](#)
- utilises audit committees or other internal governance bodies, where available, to support the view expressed.

3.3.1.2 Authority

In accordance with s 32(3) of the [IBAC Act](#), the Commissioner may delegate their duties, functions or powers to a Deputy Commissioner, the CEO, Senior IBAC Officer or a consultant appointed under s 36, apart from the power of delegation. Such delegations are made by Instruments of Delegation, and maintained by the delegation administrator and Legal and Compliance team.

Under [Standing Direction 2.5](#), the Commissioner can delegate authorisation of expenditure of specified amounts and activities to designated IBAC Officers. This delegation occurs through the [Instrument of Delegation - Financial Authorisation](#) and the [Instrument of Delegation - Standing Directions](#), and is maintained by the delegation administrator and coordinator.

3.3.1.3 Appointment

The Commissioner is appointed by the Governor in Council on the recommendation of the Minister, subject to s 20 and 21 of the **IBAC Act** and Cabinet approval.

3.3.2 Deputy Commissioners

3.3.2.1 Role and responsibilities

The Deputy Commissioners are involved both at a strategic level as members of the Executive Team and operationally through the exercise of delegated functions.

Deputy Commissioners are not involved in managing staff, who are managed and directed through reporting lines established within each division.

3.3.2.2 Authority

The **IBAC Act** does not specify the duties and functions of the Deputy Commissioners. However, it does provide, under s 32, that the Deputy Commissioners may:

- be delegated any duty, function or power of the Commissioner under the **IBAC Act** or any other Act
- delegate any of their duties, functions or powers, other than the power of delegation, to a senior IBAC Officer or a consultant appointed under s 36.

3.3.2.3 Accountability

The Deputy Commissioners are accountable to the Commissioner.

3.3.2.4 Appointment

The Governor in Council appoints the Deputy Commissioners, subject to s 23 of the **IBAC Act**, Commissioner agreement and Cabinet approval.

3.3.3 Chief Executive Officer

3.3.3.1 Role and responsibilities

The duties and functions of the CEO are not specified in the **IBAC Act**. However, s 32(3) of the **IBAC Act** provides the Commissioner may delegate any duty or function to the CEO.

The CEO is the Special Body Head of IBAC for the purposes of s 16 of the **PAA**. In this role, the **PAA** provides that the CEO:

- has all the duties of an employer in respect of IBAC and its employees (s 20(1))
- must promote the public sector values to IBAC Officers and ensure that any statement of values adopted or applied by IBAC is consistent with the public sector values (s 7(2))
- must establish employment processes in line with public sector employment principles (s 8).

The CEO's responsibilities as an employer includes:

- ensuring employee pay rates and conditions are met, including financial obligations
- establishing leave policies and flexible working arrangements
- ensuring equal opportunity of employment
- maintaining staff records
- maintaining a safe working environment and adequate workers compensation insurance.

Specific employer responsibilities may also be outlined in other pieces of relevant legislation.

The CEO has financial management responsibilities as the Accountable Officer under the **FMA** and **Standing Direction** 2.3.1, which specifies the CEO is responsible for:

- promoting and regularly reviewing IBAC’s use and management of public resources
- managing IBAC’s financial information
- establishing and maintaining an effective internal control system
- meeting internal and external reporting and information provision requirements
- identifying and managing IBAC’s risks
- consulting with the Commissioner in relation to the appointment or the dismissal of the Chief Financial Officer (CFO)
- being available to the CFO, ARMC and internal audit function, as required
- ensuring:
 - IBAC plans and manages performance to achieve financial sustainability
 - IBAC’s financial management compliance
 - exemptions from the **Standing Directions** and **Standing Directions 2018 Instructions** are sought and dealt with appropriately
- providing assurance to IBAC’s ARMC on:
 - the integrity of information relevant to financial management, performance and sustainability within the Annual Report
 - compliance with relevant legislation, standards and government requirements for attesting within the Annual Report
 - the integrity of IBAC’s budgets and financial projections, and financial and performance reports.

Standing Direction 2.5 allows the CEO to delegate most of their responsibilities and powers set out under the **Standing Directions** and **Standing Directions 2018 Instructions**.

The CEO must ensure that IBAC’s information is managed in compliance with the **Victorian Protective Data Security Standards** (VPDSS). Specific information management responsibilities are also set out in additional relevant legislation.

The CEO may also have responsibilities delegated under additional legislation and the **Instrument of Delegations – Standing Directions**.

3.3.3.2 Authority

Under the **IBAC Act**, the CEO:

- possesses all the rights and powers set out under s 33(6)(a)
- may have any duty, function or power delegated to them by the Commissioner or Deputy Commissioner, in accordance with s 32(3)
- may delegate to a senior IBAC Officer any of their duties, functions or powers under the **IBAC Act** or any other Act, other than the power of delegation.

Under the **PAA**, the CEO may:

- delegate their functions under the **PAA** (s 18)
- assign an IBAC Officer duties consistent with their employment classification, skills and capabilities (s 31A)
- terminate the employment of a non-executive or executive employee (s 33 and 34 respectively).

The CEO may also have authority under additional pieces of legislation.

3.3.3.3 Accountability

The CEO is accountable to the Attorney-General for IBAC’s administrative affairs. Section 15(1) of the **PAA** states that the CEO cannot, however, be directed in relation to the use of their employer powers, and that they must act independently.

In exercising a right, power, authority or duty, s 20(3) of the **PAA** states that the CEO is accountable for conforming to relevant public sector values and employment principles, any binding code of conduct, VPSC standards, and any relevant provisions of the **PAA** or the [Public Administration \(Review of Actions\) Regulations 2015 \(Vic\)](#).

As Accountable Officer under the **FMA** (s 42(2)(b)), the CEO is accountable to the Commissioner. The CEO reports IBAC's financial affairs to the IOC on behalf of the Commissioner and under Part 5 of the [Integrity and Accountability Legislation Amendment \(Public Interest Disclosure, Oversight and Independence Act\) 2019 \(Vic\)](#).

Pursuant to **Standing Direction** 2.3.2, the CEO must, as soon as practicable:

- provide any information to the Commissioner related to financial management, performance and sustainability as requested or required
- notify the Commissioner of any significant issue which the CEO is aware has affected or may affect IBAC's or the State's financial management, performance, sustainability or reputation.

The CEO may also have additional accountabilities listed under legislation.

3.3.3.4 Appointment

The Commissioner appoints the CEO in accordance with s 33 of the **IBAC Act**.

3.3.4 Executive Committees

IBAC has four Executive Committees: Corporate Governance Committee (CGC), Executive Leadership Team Committee (ELTC), Operations Governance Committee (OGC) and Operations Assessment Committee (OAC). The CEO is Chair for all Committees except for the OAC, which is chaired by the Executive Director Operations. Each Committee is ultimately accountable to the Commissioner.

Membership of the Committee is based on position and is set out in each Committee's terms of reference.

Through approval of the CEO, and after consultation, each Committee's Terms of Reference grant authority to the Committee. Additional items not specified in the Terms of Reference may also be tabled at a Committee meeting, with the approval of the CEO.

3.3.4.1 Corporate Governance Committee

The CGC is an executive management committee that comprises of the Commissioner, the CEO and all Executive Directors. The Corporate Services Directors are standing invitees.

Refer to the **CGC Terms of Reference** for further details on the committee's role and responsibilities

3.3.4.2 Executive Leadership Team Committee

The ELTC is an executive management forum that comprises of the Commissioner, CEO, Deputy Commissioners, and Executive Directors.

The ELTC supports the Commissioner, CEO, Deputy Commissioners and other delegates to make decisions within their authorised capacity.

The ELTC makes decisions relevant to the strategic oversight of IBAC. Refer to the **ELTC Terms of Reference** for further details on the Committee's role and responsibilities

3.3.4.3 Operations Governance Committee

The OGC is a decision-making and oversight forum in relation to the operational functions of IBAC, and comprises of the Commissioner, the CEO, Deputy Commissioners, Executive Director

Operations, Executive Director Prevention & Communication, and Executive Director Legal, Assessment, Review & Compliance (LARC). There is also a range of standing invitees, mostly operational.

Refer to the **OGC Terms of Reference** for further details on the committee's role and responsibilities.

3.3.4.4 Operations Assessment Committee

The OAC is an executive committee that comprises of the Commissioner, CEO, Deputy Commissioners, Executive Director Operations, Executive Director Prevention & Communication, and Executive Director Legal, Assessment, Review & Compliance (LARC). There are various other standing invitees from across IBAC.

The OAC considers operational proposals and makes recommendations to the Deputy Commissioners as to the outcome of proposals. Refer to the **OAC Terms of Reference** for further details on the committee's roles and responsibilities.

3.3.5 Audit and Risk Management Committee

Under **Standing Direction** 3.2.1.1, the Commissioner must establish an audit committee. IBAC's ARMC is an advisory committee with at least four independent members with one of the independent members appointed as Chair.

3.3.5.1 Role and responsibilities

The role of the ARMC is to provide independent assurance and advice to the Commissioner on the effectiveness of IBAC's internal control, risk management and compliance management frameworks, and its financial statement responsibilities.

The ARMC's responsibilities include overseeing and reviewing IBACs:

- financial reporting
- external and internal audit function
- risk management, and
- legislative and policy compliance.

3.3.5.2 Authority

The ARMC has no executive powers, except those expressly provided by the **Standing Directions** or specified in the **ARMC Charter**. Direction 3.1.1.1(b) of the **Standing Directions** empowers ARMC to approve IBAC's Internal Audit Charter and internal audit strategy and plan.

Additionally, the Commissioner authorises the ARMC, within the scope of its responsibilities, to:

- perform activities specified within its **Charter**
- seek explanations and additional information as required, including from any IBAC Officer
- have access to the CEO, Executive Director Corporate Services, and internal and external auditors in carrying out the ARMC's responsibilities
- request the attendance of any IBAC Officer, including the Commissioner, at ARMC meetings
- obtain legal or other professional advice, as necessary to meet its responsibilities.

3.3.5.3 Accountability

The ARMC must:

- report to the Commissioner as according to **Standing Direction** 3.2.1.3(a)
- exercise independent judgement and be objective in its deliberations, decisions and advice
- self-assess its performance annually and report this assessment to the Commissioner

- have the Commissioner formally review its performance at least once every three years.

3.3.5.4 Appointment

The CEO appoints ARMC Members as consultants under s 36 of the **IBAC Act**, in line with the Victorian Department of Premier and Cabinet's [Appointment and Remuneration Guidelines](#). The Commissioner pre-approves all appointments, including the appointment of the Chair.

When appointing Members, IBAC also considers any relevant provisions in the [Diversity on Victorian Government Boards: Guidelines on diversity and inclusion in recruitment and appointment processes](#).

3.3.6 IBAC Officers

The definition of IBAC Officers is provided under s 3(1) of the **IBAC Act** and is inclusive of the Commissioner, Deputy Commissioners, CEO, and all other IBAC staff, including consultants engaged under s 36.

3.3.6.1 Role and responsibilities

IBAC Officers are employed under the [VPS Enterprise Agreement 2020](#), and need to adhere to the requirements and duties outlined in the agreement.

3.3.6.2 Authority

Senior IBAC Officers may have decision making authority under the **IBAC Act**, subordinate legislation and other Acts. Powers may also be delegated to Senior IBAC Officers by the Commissioner, Deputy Commissioner or CEO, as outlined above.

As specified in s 18 of the **PAA**, the CEO can delegate their employer rights, powers, authorities and duties to IBAC Officers. Such delegations are made via the [Instrument of Delegation – People Management](#), and are maintained by the Director People Culture & Capability (PC&C).

3.3.6.3 Accountability

IBAC Officers:

- are ultimately accountable to the CEO
- are part of the VPS and are bound by the **PAA**, the [VPS Enterprise Agreement 2020](#) and any standards issued by the VPSC
- must comply with the [Code of Conduct for VPS Employees of Special Bodies](#) (Code of Conduct for Special Bodies)
- may be subject to disciplinary action if this Code is breached.

3.3.6.4 Appointment

IBAC Officers are employed by the CEO under Part 3 of the **PAA**.

Section 35(2) of the **IBAC Act** states IBAC may enter into agreements or arrangements for the use of the services of any staff of a department, statutory authority or other public body.

4 Values and Code of Conduct

4.1 IBAC values

An overview of IBAC’s values can be found in Figure 3.



Figure 3: IBAC’s Values

More information on IBAC’s values can be found on [IBAC’s website](#).

4.2 VPS values

IBAC Officers are part of the VPS and are bound by the **PAA**.

Section 7 of the **PAA** outlines the Public Sector Values which underpin and reflect the behaviours essential to the relationship between:

- the public sector and the Government
- the public sector and the community
- those who work in the public sector.

A summary of these values are provided below in Table 3.

Table 3: Overview of Public Sector Values

Value	Summary
Responsiveness	<ul style="list-style-type: none"> • providing high quality services to the Victorian community • identifying and promoting best practice.
Integrity	<ul style="list-style-type: none"> • being honest, open and transparent in their dealings • using powers responsibly • reporting improper conduct • avoiding real or apparent conflicts of interest • striving to earn and sustain public trust at the highest level.
Impartiality	<ul style="list-style-type: none"> • making decisions and providing advice on merit without bias or self-interest

	<ul style="list-style-type: none"> • acting fairly by objectively considering all relevant facts and applying fair criteria.
Accountability	<ul style="list-style-type: none"> • working to clear objectives in a transparent manner • accepting responsibility for their decisions and actions • seeking to achieve best use of resources • submitting themselves to appropriate scrutiny.
Respect	<ul style="list-style-type: none"> • treating others fairly and objectively • ensuring freedom from discrimination, harassment and bullying • using their views to improve outcomes on an ongoing basis.
Leadership	<ul style="list-style-type: none"> • actively implementing, promoting and supporting these values.
Human rights	<ul style="list-style-type: none"> • respect and promote the human rights set out in the <i>Charter of Human Rights and Responsibilities Act 2006 (Vic)</i> (Human Rights Charter) by: <ul style="list-style-type: none"> ○ making decisions and providing advice that is consistent with human rights, and ○ actively implementing, promoting and supporting human rights.

These values are reflected and complemented by the [Code of Conduct for Special Bodies](#) and employment principles.

4.3 Human rights

IBAC is a public authority for the purpose of s 38(1) of the [Human Rights Charter](#) and is required to conform to it. Failure to do so is unlawful. Section 38(1) of the [Human Rights Charter](#) makes it unlawful for public authorities to:

- 'act in a way that is incompatible' with a human right (the conduct obligation)
- fail to give 'proper consideration' to a relevant human right when decision-making (the procedural obligation).

In relation to the conduct obligation, acting 'incompatibly' with a human right would involve limiting a person's enjoyment of a right, with that limitation unjustifiable under s 7(2) of the [Human Rights Charter](#). Where IBAC's conduct limits a particular human right, IBAC must be able to provide evidence to clearly demonstrate that the limitation was justified. Relevant factors include the:

- nature of the right
- importance of the purpose of the limitation
- nature and extent of the limitation
- relationship between the limitation and its purpose
- reasonable availability of any less restrictive to achieve the same purpose.

Under the procedural obligation, IBAC is required to give 'proper consideration' to people's human rights when making decisions. To meet this obligation, IBAC is required to generally understand:

- which of the rights of the person affected by the decision may be relevant
- whether, and if so how, those rights will be interfered with by the decision that is made.

When justifying any intrusion into people's rights, IBAC will consider balancing competing private and public interests.

4.4 Employment principles

Section 8 of the [PAA](#) outlines the principles for employment in the public sector. These principles reflect and complement the Public Sector Values. IBAC is required to establish processes to ensure:

- employment decisions are based on merit
- employees are treated fairly and reasonably

- equal employment opportunity is provided
- human rights, as set out in the **Human Rights Charter**, are upheld
- employees have a reasonable avenue of redress against unfair or unreasonable treatment
- the development of a career public service is fostered.

4.5 Code of conduct

The **Code of Conduct for Special Bodies** is based on and reinforces public sector values. It prescribes how, as public servants, we are required to conduct our business and treat the public, our clients and each other as colleagues.

It is a condition of employment that all VPS employees comply with the **Code of Conduct**, and disciplinary action may be taken if the Code of Conduct is breached.

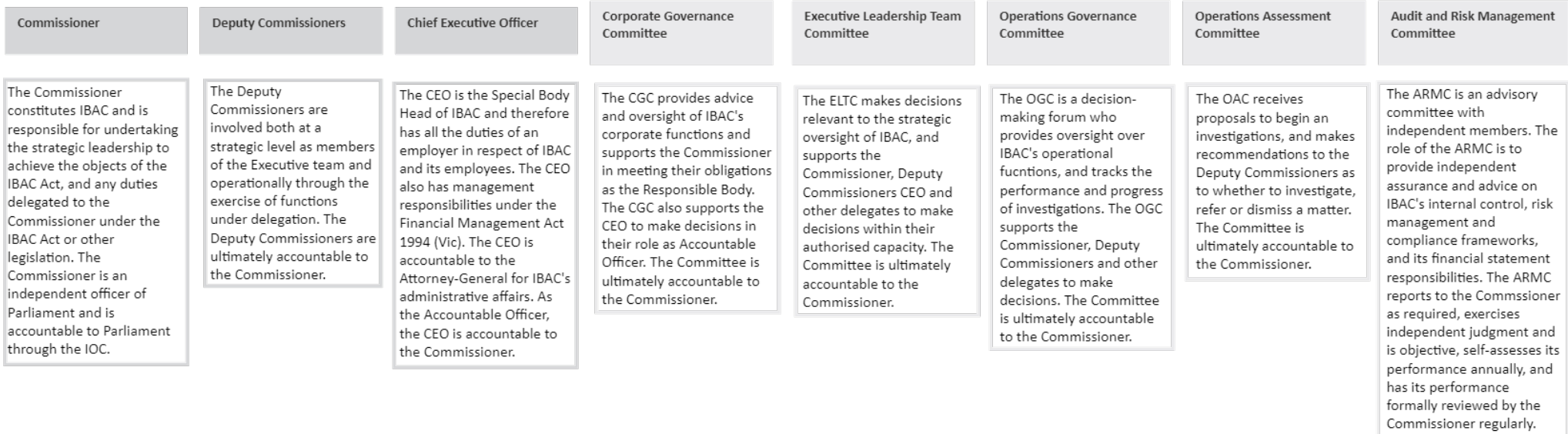
5 Authorisation

Date	Name	Signature
29/06/2023	Marlo Baragwanath Chief Executive Officer	Approved via email (CD/23/74040)

Attachment A - Overview of IBAC's governance arrangements



Independent Broad-based Anti-corruption Commission (IBAC)



Attachment B – Appointees as at June 2023

Deputy Chair: The Hon. Kim Wells
Members:
 Mr Ryan Batchelor
 Ms Jade Benham
 Mr Paul Mercurio
 Ms Rachel Payne
 Mr Jackson Taylor
 Ms Belinda Wilson

Integrity and Oversight Committee
 Chair: Dr Tim Read

Victorian Parliament Members
 (parliament.vic.gov.au)

Victorian Inspectorate
 Mr Eamonn Moran PSM KC

Public Interest Monitor
 To be confirmed

Victorian Attorney-General
 The Hon Jaclyn Symes

Department of Justice and Community Safety Secretary
 Ms Kate Houghton

Independent Broad-based Anti-corruption Commission (IBAC)

Acting Commissioner
 Mr Stephen Farrow

Deputy Commissioners
 Ms Kylie Kilgour
 Mr David Wolf

Chief Executive Officer
 Ms Marlo Baragwanath

Executive Director Prevention & Communication
 Dr Linda Timothy

Executive Director Operations
 Mr Peter Morris

Executive Director Corporate Services
 Mr Glenn Ockerby

Executive Director Legal, Assessment & Review, and Compliance
 Ms Stacey Killackey

Corporate Governance Committee
 Chair: CEO

Members:
 Commissioner
 Executive Director Corporate Services
 Executive Director Prevention & Communications
 Executive Director Operations
 Executive Director Legal, Assessment & Review, and Compliance

Executive Leadership Team Committee
 Chair: CEO

Members:
 Commissioner
 Deputy Commissioners
 Executive Director Corporate Services
 Executive Director Prevention & Communications
 Executive Director Operations
 Executive Director Legal, Assessment & Review, and Compliance

Operations Governance Committee
 Chair: CEO

Members:
 Commissioner
 Deputy Commissioners
 Executive Director Prevention & Communications
 Executive Director Operations
 Executive Director Legal, Assessment & Review, and Compliance

Operations Assessment Committee
 Chair: Executive Director Operations

Members:
 Commissioner
 Deputy Commissioners
 Chief Executive Officer
 Executive Director Prevention & Communications
 Executive Director Legal, Assessment & Review, and Compliance

Audit and Risk Management Committee
 Chair: Ms Sara Watts

Members:
 Mr Geoff Harry
 Ms Jennifer Johnason
 Mr Chris Sheehan