

HUNTER'S HILL COUNCIL POLICY



POLICY NO.	CPFM1
POLICY TITLE	Related Party Disclosures Policy
STATUS	Council
SERVICE	Financial Management
DOCUMENT ID	542766

PURPOSE

The purpose of the policy is to:

- Define the parameters for Related Party Relationships and the level of disclosure and reporting required for Council to achieve compliance with the Australian Accounting Standard AASB 124;
- Ensure that Council's Related Party Relationships are disclosed, irrespective of whether there have been transactions between them.

SCOPE

This Policy assists in:

- Identifying related parties and relevant transactions; Related Party Transactions, and ordinary citizen transactions concerning Key Management Personnel, their close family members and entities controlled or jointly controlled by any of them.
- Identifying outstanding balances, including commitments, between Council and its related parties;
- Establishing systems to capture and record the Related Party Transactions and information about those transactions.
- Identifying the circumstances in which disclosure of the items in (a) and (b) are required.
- Determining the disclosures to be made about those items in the general-purpose financial statements for the purpose of complying with the AASB 124.

Related Parties of Council are as follows:

- Entities Related to Council;
- Key Management Personnel (KMP) of Council;
- Close Family Members of KMP;
- Entities that are controlled or jointly controlled by KMP, or their close family members.

DEFINITIONS

AASB 10	The Australian Accounting Standards Board - Consolidated Financial Statements – details the criteria for determining whether Council has significant influence over an entity.
AASB 11	The Australian Accounting Standards Board - Joint Arrangements - details the criteria for determining whether Council has significant influence over an entity.
AASB 124	The Australian Accounting Standards Board - Related Party Disclosures Standard under Section 334 of the Corporations Act 2001.
AASB 128	The Australian Accounting Standards Board - Investments in Associates and Joint Ventures - details the criteria for determining whether Council has significant influence over an entity
The Act	The Local Government Act 1993
The Regulation	The Local Government (General) Regulation 2005
Key Management Personnel	Are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Manager (whether executive or otherwise) of the entity.
Material (materiality)	Means the assessment of whether the transaction, either individually or in aggregate with other transactions, by omitting it or misstating it could influence decisions that users make on the basis of an entity's financial statements. For the purpose of this policy, it is not considered appropriate to set either a dollar value or a percentage value to determine materiality.

POLICY STATEMENT

1. BACKGROUND

From 1 July 2016, Council is required to disclose Related Party Relationships and Transactions; as well as Key Management Personnel (KMP) compensation in its Annual Financial Statements in accordance with the Accounting Standard AASB 124.

The objective of this policy is to ensure that Hunter's Hill Council's financial statements contain the necessary related party disclosures, thereby ensuring transparency in dealings and their effect on Council's financial reports. These disclosures draw attention to the possibility that Council's financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances, including commitments, with such parties.

2. RELATED PARTIES

Council is committed to responsible corporate governance, including compliance with laws and regulations governing Related Party Transactions.

Related Party Relationships are a normal feature of commerce and business. For example, entities frequently carry on parts of their activities through subsidiaries, joint ventures and associates. In those circumstances, there is the possibility of the entity having the ability to affect the financial and operating policies of Council through the presence of control, joint control or significant influence.

A Related Party Relationship could influence the normal business operations of Council even if Related Party Transactions do not occur. The mere existence of the relationship may be sufficient to affect the transactions of the Council with other parties.

For these reasons, knowledge of Council’s transactions and outstanding balances (including commitments and relationships with Related Parties) may affect assessments of Council's operations.

AASB 124 provides that Council must disclose all material and significant Related Party Transactions and outstanding balances, including commitments, in its Annual Financial Statements. Generally, disclosure will only be made where a transaction has occurred between Council and a related party of Council. In addition, the transaction must be material in nature or size when considered individually or collectively.

When assessing whether such transactions are significant the following factors will be taken into consideration:

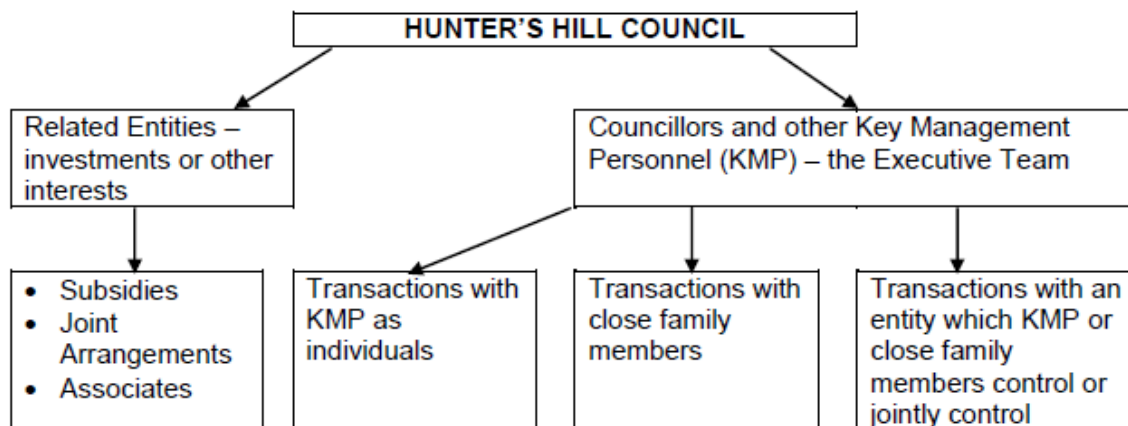
- significance in terms of size;
- was it carried out on non-market terms;
- is it outside normal day-to-day Council operations;
- was it subject to Council approval;
- did it provide a financial benefit not available to the general public;
- was the transaction likely to influence decisions of users of the Annual Financial Statements.

Regard must also be given to transactions that are collectively but not individually significant.

To enable Council to comply with AASB 124, Council’s KMP are required to declare full details of any Related Parties and Related Party Transactions. Such information will be retained and reported, where necessary, in Council’s Annual Financial Statements.

Related Parties of Council are as follows:

- Entities Related to Council
- Key Management Personnel (KMP) of Council
- Close Family Members of KMP
- Entities that are controlled or jointly controlled by KMP, or their close family members.



3. ENTITIES RELATED TO COUNCIL

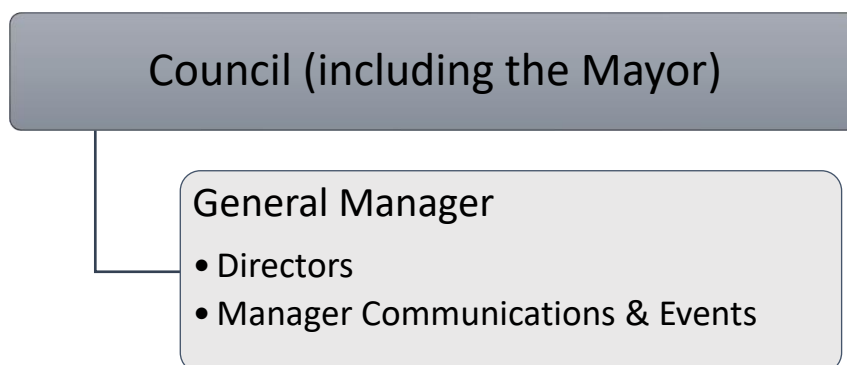
Entities controlled by Council, jointly controlled by Council or over which Council has significant influence are related parties of Council. Council will need to identify transactions with these entities and may need to make extra disclosure about them in Council's financial statements. When assessing whether Council has control or joint control over an entity Council must consider AASB 10 and AASB 11. AASB 128 details the criteria for determining whether Council has significant influence over an entity¹.

Council's Contracts Register, Leases and License Register and the Schedule of Debts Written Off will be reviewed to identify Related Party Transactions/Parties. This information will be included in the Related Party Register which will include all joint arrangements and updated on a quarterly basis.

4. KEY MANAGEMENT PERSONNEL (KMP)

KMP are persons having the authority and responsibility for planning, directing and controlling the activities of the entity (voting powers), directly or indirectly, including any Manager (whether executive or otherwise) of the entity.

The following chart identifies KMP of Hunter's Hill Council:



5. CLOSE FAMILY MEMBERS OF KMP

Those close family members, or close members of the family, of a KMP are family members who may be expected to influence, or be influenced by, that person in their dealings with Council.

The definition of close members of the family of a person for the purpose of the AASB 124 is broader than the definition of "related" in relation to a person for the purpose of a register of interests under the Local Government (General) Regulation 2005 (the Regulation). For the AASB 124, close family members could include extended members of a family such as, without limitation, a parent, grandparent, siblings, etc. (see table below).

6. ENTITIES THAT ARE CONTROLLED OR JOINTLY CONTROLLED BY KMP OR THEIR CLOSE FAMILY MEMBERS

Entities include companies, trusts, joint ventures, partnerships and non-profit associations such as sporting clubs.

¹ AASB 124

The following table will assist in identifying close family members

: Definitely a close family member	Maybe a close family member
Your spouse/domestic partner	Your brothers and sisters, if they could be expected to influence, or be influenced by, you in their dealings with Council
Your children	Your aunts, uncles and cousins, if they could be expected to influence, or be influenced by, you in their dealings with Council
Definitely a close family member	Maybe a close family member
Your dependants	Your parents and grandparents, if they could be expected to influence, or be influenced by, you in their dealings with Council
Children of your spouse/domestic partner	Your nieces and nephews, if they could be expected to influence, or be influenced by, you in their dealings with Council
Dependants of your spouse/domestic partner	Any other member of your family if they could be expected to influence, or be Council influenced, by you in their dealings with

7. COUNCIL DISCLOSURE

AASB 124 provides that Council must disclose all material and significant Related Party Transactions in its Annual Financial Statements by aggregate or general description and include the following details:

- the nature of the Related Party Relationship
- relevant information about the transactions including:
 - the amount of the transaction
 - the amount of outstanding balances, including commitments
 - their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in the settlement
 - details of any guarantee given or received
 - provision for doubtful debts related to the amount of outstanding balances
 - the expense recognised during the period in respect of bad or doubtful debts due from related parties

All transactions involving Related Parties will be captured and reviewed to determine materiality or otherwise of such transactions, if the transactions are Ordinary Citizen Transactions, and to determine the significance of each of the transactions.

Generally, transactions with amounts receivable from and payable to KMP or their related parties which:

- occur within normal employee, customer or supplier relationships at arm's length; and
- are not material or significant.

These shall be excluded from detailed disclosures; they will be disclosed in the financial statements by general description. Disclosures that Related Party Transactions were made on terms equivalent to an arms-length transaction can only be made if such terms can be substantiated.

8. RELATED PARTY AND KMP DISCLOSURE

The types of disclosure that are required are as follows:

1. Relationships between a parent and its subsidiaries, irrespective of whether there have been transactions between them.
2. KMP Compensation (remuneration) relate to all forms of consideration paid, payable, or provided in exchange for services provided in total and for each of the following categories:
 - Short-term employee benefits, such as wages, salaries and social security contributions, paid annual leave and paid sick leave, profit sharing and bonuses (if payable within twelve months of the end of the period) and non-monetary benefits (such as medical care, housing, cars and free and subsidised goods or services) for current employees.
 - Post-employment benefits such as pensions, other retirement benefits, post-employment life insurance and post-employment medical care.
 - Other long-term employee benefits, including long-service leave or sabbatical leave, jubilee or other long-service benefits, long-term disability benefits and, if they are not payable wholly within twelve months after the end of the period, profit sharing, bonuses and deferred compensation.
 - Termination benefits.
3. Where Related Party Transactions have occurred:
 - The nature of the Related Party Relationship
 - Information about the transactions, outstanding balances and commitments, including terms and conditions.
4. Separate disclosure for each category of the Related Party.
5. For the types of transactions to be disclosed refer to Related Party Transactions Section.

KMP Declarations must be made annually by 30 June by using the Related Party Transaction Disclosure by KMP form (see Appendix A).

Note: these Related Party Transaction Notification requirements are in addition to the notifications KMP are required to make to comply with, such as:

- For Councillors and KMP, the pecuniary interests and conflicts of interest obligations in the Local Government Act 1993 and Code of Conduct.

A Related Party Transaction, as opposed to the Register of Pecuniary Interests, the related party and relationship must be disclosed for both the KMP and their close family member even if the same related party entity is held jointly or in common by them.

The New South Wales Auditor General Office may audit related party information as part of the annual external audit.

9. NOTIFICATIONS BY KEY MANAGEMENT PERSONNEL

In order to comply with the AASB 124, Council has adopted a policy that requires all members of its KMP to periodically provide notifications to the Legal & Governance Officer of any existing or potential Related Party Transactions between Council and any of their related parties during a financial year, and any changes to previously notified Related Party Relationships and transactions relevant to the subject financial year.

KMPs must complete the Related Party Relationships Notification by Key Management Personnel Form (see Appendix B), notifying any existing or potential Related Party Relationships between Council and any related parties of the KMP, to the Legal and Governance Officer by no later than the following periods during a financial year:

- 30 days after the commencement of the application of this policy
- 30 days after a KMP commences their term or employment with Council.

During the financial year, a KMP must proactively notify of any new or potential Related Party Relationships that the person knows of, or any changes to previously notified Related Party Relationships to the Legal & Governance Officer by no later than 30 days after the person knows of the transaction or change.

10. RELATED PARTY TRANSACTIONS

Related Party Transactions are required to be disclosed, regardless of whether a price is charged. Such transactions may include:

- purchase or sale of goods (finished or unfinished);
- purchase or sale of property and other assets;
- rendering or receiving services;
- leases;
- transfers of research and development;
- transfers under licence agreements;
- transfers under finance arrangements (including loans and equity contributions in cash or in kind);
- provision of guarantees or collateral;
- commitments to do something if a particular event occurs or does not occur in the future, including executory contracts (recognised and unrecognised);
- quotations and/or tenders;
- settlements of liabilities on behalf of Council or by Council on behalf of the related party;
- expense recognised during the period in respect of bad debts;
- provision for doubtful debts relating to outstanding balance.

4. PROCEDURES

The method for identifying the close members and associated entities of KMP will be by KMP self-assessment. KMP have an ongoing responsibility to advise Council immediately of any Related Party Transactions.

Information provided will be reviewed in accordance with the Council's operational requirements and held on a centralised register (Appendix D) held within the Governance Area.

Should a KMP have any uncertainty as to whether a transaction may constitute a Related Party Transaction they should contact the General Manager who will, in consultation with the Director Finance, Procurement & Projects, decide.

11. PRIVACY AND ACCESS TO GOVERNMENT INFORMATION (PUBLIC ACCESS) ACT 2009 (GIPA ACT)

Information provided by KMPs and other related parties shall be held for the purpose of compliance with Council's legal obligation and shall be disclosed where required for compliance or legal reasons only.

POLICIES/ RESOURCES

- AASB 124 – Related Party Disclosures (July 2015)
- Australian Accounting Standards
- Local Government Act 1993
- Local Government (General) Regulation 2005
- Government Information (Public Access) Act 2009
- Corporations Act 2001
- Code of Conduct
- NSW Local Government Code of Accounting Practice and Financial Reporting

POLICY AUTHORITY

Council (Director Finance, Procurement & Projects for minor amendments)

REVIEW

This policy will also be reviewed when any of the following occur:

- corporate restructure;
- the related legislation/documents are amended or replaced;
- as a result of changes to the Office of Local Government Local Government Code of Accounting Practice and Financial Reporting;
- changes to AASB 124.

ADOPTED BY COUNCIL

DATE: 8 May 2017

RESOLUTION NO: 127/17

VERSION CONTROL TABLE

DATE	VERSION	RES. NO.	KEY CHANGES	AUTHOR
8.05.2017	1	127/17	New policy	D. McFadyen
30.06.2021	2	Minor amendments	Update positions and resources	DFCS
23.06.2023	3	Minor amendments	Update positions and resources	DFPP

RELATED PARTY TRANSACTION DISCLOSURE BY KEY MANAGEMENT PERSONNEL

PRIVATE AND CONFIDENTIAL

Name of Key Management Person:

Position of Key Management Person:

Please read the Related Party Disclosures Policy provided with this notification, which explains what is a Related Party Transaction and the purposes for which Council is collecting, and will use and disclose, the related party information provided by you in this notification.

Please complete the table below **for each Related Party Transaction with Council** that you, or a close member of your family, or an entity related to you or a close member of your family:

1. Has previously entered into **and** which will continue in the financial year
2. Has entered into, or is reasonably likely to enter into, in the financial year

Related Party's Name (Individual's or entity's name)	Relationship	Nature of Transaction Existing or Potential	Dollar/Equivalent Value	Description of Transaction Documents or Changes to the Related Party Relationship

KMP Compensation (remuneration) in total and for each of the following categories:

Type of Remuneration	Short-term Employee Benefits	Post-Employment Benefits	Other long-term Benefits	Termination benefits

Disclosure

I
 (Full name) (Position)

notify that, to the best of my knowledge, information and belief,

as at the date of this disclosure, the above information includes all existing and potential Related Party Transactions with Council involving myself, close members of my family, or entities controlled or jointly controlled by me or close members of my family, relevant to the financial year.

I make this disclosure after reading the Related Party Disclosures Policy provided by Hunter’s Hill Council, which details the meaning of the words “related party”, “Related Party Transaction”, “close members of the family of a person” and, in relation to an entity, “control” or “joint control”, and the purposes for which this information will be used and disclosed.

I permit the Legal & Governance Officer and the other permitted recipients specified in Council’s Related Party Disclosure Policy to access the register of interests in relation to me and persons related to me and to use the information for the purposes specified in that policy.

Signature of named Key Management Person:

Dated:

RELATED PARTY TRANSACTION DISCLOSURE BY KEY MANAGEMENT PERSONNEL

PRIVATE AND CONFIDENTIAL

Name of Key Management Person:

Position of Key Management Person:

If a transaction has occurred since your last declaration, list details of known close family members, entities that are controlled/jointly controlled by KMP and entities that are controlled/jointly controlled by close family members of KMP.

Details of Person or Entity	Relationship

Disclosure

I
(Full name) *(Position)*

that, to the best of my knowledge, information and belief,

as at the date of this disclosure, the above information includes all existing and potential Related Party Transactions with Council involving myself, close members of my family, or entities controlled or jointly controlled by me or close members of my family, relevant to the financial year.

I make this disclosure after reading the Related Party Disclosures Policy provided by Hunter’s Hill Council, which details the meaning of the words “related party”, “Related Party Transaction”, “close members of the family of a person” and, in relation to an entity, “control” or “joint control”, and the purposes for which this information will be used and disclosed.

I permit the Legal & Governance Officer and the other permitted recipients specified in Council’s Related Party Disclosure Policy to access the register of in relation to me and persons related to me and to use the information for the purposes specified in that policy.

Signature of named Key Management Person:

Dated:

EXAMPLES OF RELATED PARTIES AND TRANSACTIONS

Some specific examples² related party transactions may include:

- paying rates and utility charges in accordance with Council’s Schedule of Fees and Charges
- using council’s public facilities after paying the corresponding fees:
 - using the Council’s public swimming pool after paying the normal fee
 - parking fees at rates available to the general public
 - attending Council functions that are open to the public
 - fines on normal terms and conditions.
- entering into leases with Council or Council owned properties
- entering into contracts to provide/receive goods/services to/from Council
- use of Council assets free of charge (e.g. office space (for personal reasons))
- writing off debts due to/by related parties.

Example 1 - Company that is a Related Party of Council

ABC Council (ABC) owns 90% of the shares in ABC Regional Development Pty Ltd (the Company).

ABC has assessed that it has control over the company. The company is therefore a Related Party of ABC because ABC controls it.

ABC produces consolidated financial statements which include both a parent entity column and consolidated entity column. In the statements all individually significant transactions between ABC and the company will need to be disclosed. For other transactions that are collectively, but not individually, significant ABC will need to disclose a qualitative and quantitative indication of their extent.

ABC must also disclose the nature of its relationship with the company.

Example 2 - Key Management Personnel – Close Family Members

ABC has recently employed Greg’s son (Richard) in the Council’s Works and Service area. Greg is Council’s Chief Finance Officer but was not involved in hiring Richard. This process was managed by the Manager Organisation Development and included an independent assessment process. Greg did not have any influence in Richard securing the job.

Greg has been identified as a KMP of Council, which makes him a Related Party. Richard will also be a Related Party of Council because he is a close family member of Greg. The recruitment process that was undertaken for Richard’s position is irrelevant when assessing whether Richard is a Related Party.

Example 3 - Key Management Personnel – Close Family Members

The Mayor of ABC Council (Matilda) has lived in the municipality her whole life. In fact, her family has been in the area for over three generations.

Matilda’s cousin Sally, owns and operates a local newsagent through a company Today’s News Pty Ltd, of which she is 100% owner. Matilda and Sally have always been close and regularly socialise.

Matilda has been identified as a KMP of the Council. Sally is classified as a Close Family Member of Matilda because she would be able to influence, or be influenced by, that person with her dealings with Council.

Both Sally and the Company she controls, Today's New Pty Ltd would both be Related Parties of the Council. Any transactions that the Council makes with the newsagent would need to be separately identified and need to be disclosed.

Example 4 - Entities that are Controlled or Jointly Controlled by KMP or their Close Family Members

The Mayor of ABC Council (Matilda) is the President of XYZ Football League Inc., the local soccer club. The club is overseen by a committee which comprises the President and five other committee members. Each member has a single vote when making decisions at meetings. The committee members are not related and do not have agreements to vote with one another. The club has over 850 members that each have a vote in electing the committee members at the club's annual general meeting.

The Mayor does not control or jointly control the football club so it will not be a Related Party of Council just because the Mayor is the President of the club. However, an entity where Matilda has a Close Family Member who has a voting right they would be considered as a Related Party.

Example 5 - Different Party Transactions - that may occur between Related Parties

The Council's functions include raising revenue to fund its functions and activities, and planning for and providing services and facilities (including infrastructure) for the local community. In carrying out its functions, the Council undertakes a wide range of activities including the imposition of rates and charges upon constituents, and the provision without charge of services such as parks and roads.

Councillor Paul is a ratepayer residing within the Council's constituency. As such, Councillor Paul takes advantage of the availability of free public access to local parks and libraries. Councillor Paul also used the swimming pool at the Council's Recreation Centre twice during the financial year, paying the casual entry fee applicable to the general public each time. The recreation centre has approximately 20,000 visitors each financial year.

All of the transactions described above between the Council and Councillor Paul are related party transactions of the Council considered for disclosure in the Council's general purpose financial statements. Based on the facts and circumstances described, the Council may determine that these transactions are unlikely to influence the decisions that users of the Council's financial statements make having regard to both the extent of the transactions, and that the transactions have occurred between the Council and Councillor Paul within a public service provider/taxpayer relationship.

Contentious Issues

Note: where there are contentious issues in the determination of Related Party Disclosures Council should seek advice from the External Auditor. When assessing whether a KMP or Close Family Member controls, or jointly controls, an entity Council will need to refer to ASSB 10 and ASSB 11.

RELATED PARTY REGISTER

Name	Relationship	Nature of Transactions	Terms and Conditions	Reference - Supporting Evidence