



**ACT**  
Government

**Suburban Land**  
Agency

# Suburban Land Agency Board

## Charter

We acknowledge the Ngunnawal people as traditional Custodians of the ACT and recognise any other people or families with connection to the lands of the ACT and region. We acknowledge and respect their continuing culture and the contribution they make to the life of this city and this region.

## Background

1. The Suburban Land Agency (SLA) is established as a territory authority under s. 37 of the *City Renewal Authority and Suburban Land Agency Act 2017* (the Act). Governance of territory authorities is regulated by the *Financial Management Act 1996* (FMA) and the employment of staff is governed by the *Public Sector Management Act 1994* (PSM Act).
2. The SLA Board is established as a governing board under s. 45 of the Act, constituted by a chair, a deputy chair and at least three but not more than 5, expert members (see s. 48 of the Act). Requirements for appointment are outlined in s. 48 of the Act and also in Part 9 Division 9.2 of the FMA. The FMA covers a broad range of issues from the ending of a Board members appointment to protection of Board members from liability and indemnification and exemption of Board members.

## Roles and responsibilities

### The Board

3. The SLA Board's functions are set out in s. 46 of the Act and include overseeing the operations and exercise of functions by SLA. This is supplemented by s. 77 of the FMA which requires the Board to:
  - 3.1. set SLA's policies and strategies;
  - 3.2. govern consistently with the Act and other relevant legislation;
  - 3.3. ensure, as far as practicable, that SLA:
    - 3.3.1. operates in a proper, effective and efficient way; and
    - 3.3.2. complies with applicable governmental policies.
4. In accordance with s. 56 of the FMA, the Board is responsible for the efficient and effective financial management of the resources for which SLA is responsible and must manage the operations of the SLA in a way that promotes the achievement of the SLA's purpose and its financial sustainability. This responsibility includes, but is not limited to, ensuring that:
  - 4.1. expenses incurred by the SLA are properly authorised;
  - 4.2. SLA' operations during the financial year are consistent with, and comparable to, the estimates in SLA's Statement of Intent for the year, as far as practicable;
  - 4.3. payments made by SLA are properly authorised and correctly made;
  - 4.4. SLA staff comply with the requirements of the FMA;
  - 4.5. proper accounts and records are kept of SLA's transactions and affairs in accordance with relevant accounting standards;
  - 4.6. SLA maintains adequate control over its assets and those under its control;
  - 4.7. SLA maintains adequate control over the incurring of liabilities; and
  - 4.8. a report prepared by SLA in accordance with the *Annual Reports (Government Agencies) Act 2004* for a financial year includes an explanation of material variations between SLA's actual results for the year and the estimates in SLA's Statement of Intent for the year.

5. The Board has the following matters explicitly reserved for its review and approval:
  - 5.1. external public commitments made and/or SLA position on matters;
  - 5.2. any significant financial or reputational matters that may be likely to be picked up by media that may impact SLA;
  - 5.3. material and strategic matters affecting SLA;
  - 5.4. material and strategic items to be provided to the Minister;
  - 5.5. strategic matters to be provided to the City and Environment Directorate (CED);
  - 5.6. SLA's strategy and statement of intent;
  - 5.7. annual reporting for submission to the Minister, Treasury and Audit Office;
  - 5.8. material and strategic SLA policies and procedures including but not limited to the Health and Safety Framework, Risk Management Framework and Policy, Fraud and Corruption Control Plan, Delegations Policy, Diversity Policy and setting measurable objectives (if applicable);
  - 5.9. the establishment of an Audit and Risk Committee of the Board;<sup>1</sup> and
  - 5.10. whether a material conflict of interest or perceived conflict of interest exists in respect of any other member of the Board.

## The Chair

6. The Chair has the following functions:
  - 6.1. to appoint a CEO under s. 56 of the Act;
  - 6.2. to set and monitor performance targets for the CEO;
  - 6.3. to manage the affairs of the Board;
  - 6.4. to ensure, as far as practicable, that there is a good working relationship between the Board and management;
  - 6.5. to ensure the responsible Minister is kept informed about the operations of SLA<sup>2</sup>;
  - 6.6. to act as and/or nominate a public spokesperson on behalf of SLA;
  - 6.7. to ensure the Board conducts a formal review of its own performance and that of Board Committees and individual members of the Board at least every two years;
  - 6.8. to support the Board to undertake a self-evaluation of its performance on the other years to the formal review to determine if it is functioning effectively; and
  - 6.9. to implement other mechanisms to review Board, Board Committees and individual Board member performance, as appropriate (for example, regular Board agenda items to review effectiveness of Board meetings).
7. The Chair presides at all meetings at which they are present<sup>3</sup> and is responsible for:
  - 7.1. arranging an annual review of the performance of the CEO;

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<sup>1</sup> City Renewal Authority and Suburban Land Agency Act 2017, s. 50(1)

<sup>2</sup> Financial Management Act 1996, s. 82

<sup>3</sup> Financial Management Act 1996, s. 94 (1)

- 7.2. consulting with the responsible Minister in the preparation and provision to the Treasurer of SLA's annual Statement of Intent;<sup>4</sup>
  - 7.3. providing the responsible Minister, not later than 31 days after the end of each financial year, a statement that sets out the information given to the Minister in reports under s 89 (1) of the FMA that relate to disclosures made during the previous financial year;<sup>5</sup>
  - 7.4. ensuring that SLA provides an appropriate induction for all new Board members; and
  - 7.5. signing the annual Statement of Performance and attach to it a Statement of Responsibility.<sup>6</sup>
8. Within three-months after the day any material interest is disclosed under section 88 (1) of the FMA, the Chair of the Board must report to the responsible Minister in writing about:
- 8.1. the disclosure;
  - 8.2. the nature of the interest disclosed; and
  - 8.3. any decision by the Board under section 88 (2) of the FMA.

## The Deputy Chair

9. If the Chair of the Board is absent or cannot for any reason exercise the functions of the Chair, the Deputy Chair must exercise the functions of the Chair.<sup>7</sup> If the Chair and the Deputy Chair are absent, the member chosen by the members present presides, which can't be the CEO.<sup>8</sup>
10. The Deputy Chair must decide in respect of any conflict of interest or perceived conflict of interest of the Chair after consultation with the Board.

## Board Members

11. Board members have access to senior management and full access to SLA records and facilities, as required to carry out its role (subject to relevant legislation). Board members are welcome to contact senior management. All written communication to include the Chair, CEO and Board Secretariat for information and governance purposes.
12. In exercising the functions of a governing board member, SLA Board members must:
- 12.1. exercise the degree of honesty, care and diligence required to be exercised by a director of a corporation in relation to the affairs of the corporation;<sup>9</sup>
  - 12.2. take all reasonable steps to:
    - 12.2.1. avoid being placed in a position where a conflict of interest or perceived conflict of interest arises during the exercise of the member's functions;<sup>10</sup>
    - 12.2.2. disclose any material, actual or perceived conflict of interest that exists in respect of that Board member;
    - 12.2.3. understand and comply with the requirements of the *Suburban Land Agency Fraud and Corruption and Prevention Plan 2025-27*.

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<sup>4</sup> Financial Management Act 1996, s. 61

<sup>5</sup> Financial Management Act 1996, s. 89 (2)

<sup>6</sup> Financial Management Act 1996, s. 69

<sup>7</sup> Financial Management Act 1996, s. 83 (1)

<sup>8</sup> Financial Management Act 1996, s. 94 (3)

<sup>9</sup> Financial Management Act 1996, s. 85

<sup>10</sup> Financial Management Act 1996, s. 86

13. Board members have a duty:
  - 13.1. to act in good faith;
  - 13.2. not to pursue personal interests at the expense of SLA's interests;
  - 13.3. not to use Board membership, including confidential information, to gain personal advantage;
  - 13.4. to adhere to the public sector values, principles and conduct requirements as set out in the PSM Act;
  - 13.5. not to cause detriment to SLA or undermine its reputation; and
  - 13.6. to comply with any other code of conduct including any other applicable policies adopted by the Board from time to time.

## **Secretariat**

14. The CEO will provide administrative support to the Board in the exercise of its functions by nominating a staff member to provide secretariat support. In carrying out its function, the secretariat will have regard to this charter as approved by the Board.
15. The secretariat will, in collaboration with the relevant Chair, create an annual Board meeting calendar and Board work plan to support the Board and its committees in maintaining oversight of SLA's activities and meeting their obligations under the relevant legislation.
16. The meeting agenda will be created in accordance with the annual work plan. The secretariat will ensure that the agenda for each Board meeting is approved by the Chair of the Board; the agenda and supporting papers are circulated at least one week prior to a meeting via an online Board portal, and the minutes of the meetings are prepared and maintained in accordance with s. 97(5) of the FMA.
17. A new Board member is to be provided with all necessary and relevant information regarding the Board responsibilities and SLA's operations and background as part of an induction program
18. Board papers will be retained on the online system for a minimum of two-years, with annotated versions to be retained for a minimum of six-months. Board papers will be retained on SLA's Electronic Records Management System in accordance with the Territory Records Act 2002 for a minimum of seven-years.
19. The Chair must receive the draft minutes once cleared by the CEO. Following Chair approval, minutes will be circulated for member comment. Minutes will be presented at the next available Board meeting for approval as a true and correct proceeding of the meeting and authorisation for the Chair to electronically sign on behalf of the members.
20. Except in respect of matters of commercial confidence, legal privilege, or contrary to the public interest, the secretariat will, in consultation with the Chair, prepare a summary of each Board meeting for publication on SLA's website and intranet, as applicable, to promote transparency.
21. Board members may seek approval to attend seminars or training and development opportunities related to the functions and responsibilities on the Board or Committee. The member must submit the training and development request in writing to the secretariat, providing details of the expected outcomes, cost, and time implications. A determination will occur at the next available Board meeting.

## Conflict of Interest

22. The agenda for each meeting must include an item requiring any **material interest** in an issue to be considered at the meeting to be disclosed to the meeting.<sup>11</sup> Each Board Member (and attendees to Board meetings) must declare any potential or actual conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic.
23. The disclosure must be recorded in the Minutes and, unless the Board otherwise decides, the member must not:
  - 23.1. be present when the Board considers the issue; or
  - 23.2. take part in a decision of the Board on the issue.<sup>12</sup>
24. Any other Board member who also has a material interest in the issue must not be present when the Board is considering its decision.<sup>13</sup>
25. The Board Chair will report<sup>14</sup> material interests to the responsible Minister as described above.
26. In addition, Board members are requested to complete an annual key management personnel (KMP) declaration in accordance with the Accounting Standards AASB 124 Related Party Disclosures. This requires disclosures regarding personal interests, close family members and their controlling interests and /or employment details, and details of related party transactions with ACT Government controlled entity(s) of which Board members are KMP.
27. For these purposes, a Board member has a **material interest** in an issue if the member has—
  1. a direct or indirect financial interest in the issue; or
  2. a direct or indirect interest of any other kind if the interest could conflict with the proper exercise of the member's functions in relation to the Board's consideration of the issue.<sup>15</sup>
28. The secretariat maintains a register of declared conflicts of interest.

## Board Meetings

29. Board meetings are to be held when and where Board decides<sup>16</sup>. However, the Board must meet at least once every three months.<sup>17</sup> The Board may conduct its proceedings (including its meetings) as it considers appropriate.<sup>18</sup> A Board meeting can be held using one or more communication methods, as long as all participating members can hear each other at the same time, without needing to be in the same place.

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<sup>11</sup> Financial Management Act 1996, s. 87

<sup>12</sup> Financial Management Act 1996, s. 88(2)

<sup>13</sup> Financial Management Act 1996, s. 88 (3)

<sup>14</sup> Financial Management Act 1996, s. 89

<sup>15</sup> Financial Management Act 1996, s. 88(4)

<sup>16</sup> Financial Management Act 1996, s. 93 (1)

<sup>17</sup> Financial Management Act 1996, s. 93 (2)(a)

<sup>18</sup> Financial Management Act 1996, s. 97 (1)

### 30. The Chair:

- 30.1. may at any time call a meeting of the Board; and
  - 30.2. must call a meeting if asked by the Minister or at least two members;<sup>19</sup>
  - 30.3. must give the other Board members reasonable notice of the time and place of a meeting called by the Chair.<sup>20</sup>
31. The Board may meet with the responsible Minister to discuss SLA matters and will endeavour to do so twice in each year.
32. The Chair and other Board members are at liberty to meet with relevant Ministers of the Territory and other Territory agencies without the Chief Executive Officer (CEO) being in attendance. Board members are to provide the Chair written notification of any periods of leave, as soon as practicable. This includes periods of more than three days where members won't be contactable via phone, email or have access to the online Board portal.

## Quorum

33. Business may be carried on at a Board meeting only if at least half the number of appointed Board members are present.<sup>21</sup>

## Voting

34. At a meeting of the Board, each Board member has a vote on each question to be decided.<sup>22</sup> A question is decided by a majority of the votes of the members present and voting but, if the votes are equal, the Board member presiding has a deciding vote.<sup>23</sup> A Board resolution is valid if all members agree to the proposed resolution in writing or by electronic communication<sup>24</sup> even if it is not passed at a Board meeting (i.e., circulating resolutions).

## Committees of the Board

35. The Board must establish an Audit and Risk Committee.<sup>25</sup> In addition to the Audit and Risk Committee, the Board may establish other committees to help SLA exercise its functions.<sup>26</sup> Board Committees are not decision-making bodies, unless explicitly delegated by the Board.
36. A committee consists of people appointed by the Board and may consist entirely or partly of Board members.<sup>27</sup>
37. The procedures of a committee are decided by the Board or, if there is no relevant decision of the Board, by the committee.<sup>28</sup>
38. Minutes of the meetings of Board committees must be circulated when completed, or at the next practical opportunity for circulation. Copies of Minutes from Committees will be provided to the Board at the next Board meeting.

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<sup>19</sup> Financial Management Act 1996, s. 93 (3)

<sup>20</sup> Financial Management Act 1996, s. 93 (4)

<sup>21</sup> Financial Management Act 1996, s. 95 (1)

<sup>22</sup> Financial Management Act 1996, s. 96 (1)

<sup>23</sup> Financial Management Act 1996, s. 96 (2)

<sup>24</sup> Financial Management Act 1996, s. 96 (2)

<sup>25</sup> City Renewal Authority and Suburban Land Agency Act 2017, s. 50

<sup>26</sup> City Renewal Authority and Suburban Land Agency Act 2017, s. 50

<sup>27</sup> City Renewal Authority and Suburban Land Agency Act 2017, s. 52

<sup>28</sup> City Renewal Authority and Suburban Land Agency Act 2017, s. 51

39. The Board will review the composition of committees (including skills, knowledge, experience and tenure of Committee members) every two-years.

## Remuneration and Terms

40. Board members are remunerated as part-time office holders under the *Remuneration Tribunal Act 1995* as determined by the ACT Remuneration Tribunal.

41. Board members are generally appointed for a term of two or three-years. Board members may nominate for appointment for an additional term or terms. However, the ACT Government's Governance Principles on Board Appointments 2025 indicates that individual's appointments should not exceed two full terms, or six-years.

## Charter Revision and Approval

42. The Board may approve changes to the Board Charter.

43. The Charter will be reviewed every two-years or as required in response to government policy or legislative amendments, and to reflect better practice.

VERSION	DOCUMENT CONTROL	LAST REVIEW
1.0	Approved by Suburban Land Agency Board	29 August 2017
2.0	Approved by Suburban Land Agency Board	30 October 2018
3.0	Approved by the Suburban Land Agency Board	24 October 2019
4.0	Approved by the Suburban Land Agency Board	21 October 2020
5.0	Approved by the Suburban Land Agency Board	4 November 2021
6.0	Approved by the Suburban Land Agency Board	5 December 2023
7.0	Approved by the Suburban Land Agency Board	18 June 2026