



ACT
Government

Suburban Land
Agency

SUBURBAN LAND AGENCY BOARD CHARTER

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1. Background

- 1.1 The Suburban Land Agency (SLA) is established under s. 37 of the *City Renewal Authority and Suburban Land Agency Act 2017 (Act)*.
- 1.2 The SLA Board is established under s. 45 of the Act.
- 1.3 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. Functions of the Suburban Land Agency

- 2.1 SLA functions are set out in s. 39 of the Act and include:
 - 2.1.1 to buy and sell leases of land on behalf of the Territory;
 - 2.1.2 to ensure a mixture of public and private housing in new suburbs;
 - 2.1.3 to increase the supply of affordable and community housing;
 - 2.1.4 to meet housing targets determined under s 65 of the Act (Affordable, community and public housing targets);
 - 2.1.5 to carry out the development of land in a manner that is environmentally sustainable;
 - 2.1.6 to exercise functions in a way that supports statutory greenhouse gas emissions targets and delivers environmentally sustainable development;
 - 2.1.7 to follow and support whole-of-government strategies; and
 - 2.1.8 any other function given to SLA under the Act or another territory law.
- 2.2 SLA may exercise its functions through subsidiaries, joint ventures or trusts, or by holding shares in, or other securities of, corporations, with the approval of the responsible Minister and the Treasurer.
- 2.3 The Minister may give directions to SLA about the exercise of its functions or require SLA to exercise a function in relation to its financial arrangements.

3. Role of the Board

- 3.1 SLA's Board functions are set out in s. 46 of the Act and include overseeing the operations and exercise of functions by SLA.
- 3.2 SLA's Board role is also governed by s. 77 of the FMA which requires it to:
 - 3.2.1 set SLA's policies and strategies;
 - 3.2.2 govern consistently with the Act and other relevant legislation;
 - 3.2.3 ensure, as far as practicable, that SLA operates in a proper, effective and efficient way; and
 - 3.2.4 ensure, as far as practicable, that SLA complies with applicable governmental policies.
- 3.3 The Board is responsible for the efficient and effective financial management of the resources for which SLA is responsible.

- 3.4 The Board must manage SLA in a way that promotes the achievement of the purpose of SLA and its financial sustainability which includes (but is not limited to) ensuring that:
- 3.4.1 expenses are properly authorised;
 - 3.4.2 any appropriation (if applicable) is spent in accordance with the appropriation;
 - 3.4.3 SLA¹ 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;
 - 3.4.4 payments made by SLA are properly authorised and correctly made;
 - 3.4.5 SLA staff comply with the requirements of the FMA;
 - 3.4.6 proper accounts and records are kept of SLA's transactions and affairs in accordance with relevant accounting standards;
 - 3.4.7 SLA maintains adequate control over its assets and assets under SLA's control;
 - 3.4.8 SLA maintains adequate control over the incurring of liabilities; and
 - 3.4.9 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.
- 3.5 The Board has the following matters explicitly reserved for its review and approval:
- 3.5.1 external public commitments made and/or SLA position on matters;
 - 3.5.2 any significant financial or reputational matters that may be likely to be picked up by media that may impact SLA;
 - 3.5.3 material and strategic matters affecting SLA;
 - 3.5.4 material and strategic items to be provided to the Minister;
 - 3.5.5 strategic matters to be provided to the Environment, Planning and Sustainable Development Directorate (EPSDD);
 - 3.5.6 SLA's strategy and statement of intent;
 - 3.5.7 annual reporting for submission to the Minister, Treasury and Audit Office;
 - 3.5.8 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);
 - 3.5.9 the establishment of an Audit and Risk Committee of the Board¹; and
 - 3.5.10 whether a conflict of interest or perceived conflict of interest exists in respect of any other member of the Board.

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

4. Board Meetings - General

- 4.1 Board meetings are to be held when and where Board decides.² However, the Board must meet at least once every three months.³
- 4.2 The Board may conduct its proceedings (including its meetings) as it considers appropriate.⁴ A meeting may be held using a method of communication, or a combination of methods of communication, that allows a Board member taking part to hear what each other member taking part says without the members being in each other's presence (for example, a phone link, a satellite link, an internet or intranet link).⁵
- 4.3 The Chair:
 - 4.3.1 may at any time call a meeting of the Board; and
 - 4.3.2 must call a meeting if asked by the Minister or at least two members.⁶
- 4.4 The Chair must give the other Board members reasonable notice of the time and place of a meeting called by the Chair.⁷
- 4.5 The Board may meet with the responsible Minister to discuss SLA matters and will endeavour to do so twice in each year.
- 4.6 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.
- 4.7 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.

5. Board Meetings - Quorum

- 5.1 Business may be carried on at a Board meeting only if at least half the number of appointed Board members are present.⁸

6. Board Meetings - Voting

- 6.1 At a meeting of the Board, each Board member has a vote on each question to be decided.⁹ 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.¹⁰

² Financial Management Act 1996, s. 93 (1)

³ Financial Management Act 1996, s. 93 (2)(a)

⁴ Financial Management Act 1996, s. 97 (1)

⁵ Financial Management Act 1996, s. 97 (2)

⁶ Financial Management Act 1996, s. 93 (3)

⁷ Financial Management Act 1996, s. 93 (4)

⁸ Financial Management Act 1996, s. 95 (1).

⁹ Financial Management Act 1996, s. 96 (1)

¹⁰ Financial Management Act 1996, s. 96 (2)

- 6.2 A Board resolution is valid if all members agree to the proposed resolution in writing or by electronic communication ¹¹ even if it is not passed at a Board meeting (i.e., *circulating resolutions*).

7. Committees of the Board

- 7.1 The Board must establish an Audit and Risk Committee. ¹²
- 7.2 In addition to the Audit and Risk Committee, the Board may establish other committees to help SLA exercise its functions. ¹³
- 7.3 A committee consists of people appointed by the Board and may consist entirely or partly of Board members. ¹⁴
- 7.4 The procedures of a committee are decided by the Board or, if there is no relevant decision of the Board, by the committee. ¹⁵
- 7.5 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.
- 7.6 Board Committees are not decision-making bodies, unless delegated by the Board.
- 7.7 The Board will review the composition of committees (including skills, knowledge, experience and tenure of Committee members) every two-years.

8. Conflicts of Interest

- 8.1 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. ¹⁶ 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.
- 8.2 A Board member has a material interest in an issue if the member has—
- (a) a direct or indirect financial interest in the issue; or
 - (b) 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. ¹⁷
- 8.3 The secretariat maintains a register of declared conflicts of interest.
- 8.4 The disclosure must be recorded in the Minutes and, unless the Board otherwise decides, the member must not:

¹¹ Financial Management Act 1996, s. 97 (4)

¹² City Renewal Authority and Suburban Land Agency Act 2017, s. 50

¹³ City Renewal Authority and Suburban Land Agency Act 2017, s. 50

¹⁴ City Renewal Authority and Suburban Land Agency Act 2017, s. 52

¹⁵ City Renewal Authority and Suburban Land Agency Act 2017, s. 51

¹⁶ Financial Management Act 1996, s. 87

¹⁷ Financial Management Act 1996, s. 88(4)

- 8.4.1 be present when the Board considers the issue; or
- 8.4.2 take part in a decision of the Board on the issue.¹⁸
- 8.5 Any other Board member who also has a material interest in the issue must not be present when the Board is considering its decision in clause 8.4 above.¹⁹
- 8.6 The Board Chair will report²⁰ material interests to the responsible Minister as described in clause 8.2 above.
- 8.7 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.

9. Roles and Responsibilities of Individual Board Members

- 9.1 In exercising associated functions, a Board member must 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.²¹
- 9.2 A Board member must take all reasonable steps to avoid being placed in a position where a conflict of interest or perceived conflict of interest arises during the exercise of the member's functions²².
- 9.3 A Board member must take steps to disclose any actual or perceived conflict of interest that exists in respect of that Board member.
- 9.4 A Board member must take all reasonable steps to understand and comply with the requirements of the the Environment, Planning and Sustainable Development Directorate (EPSDD) Portfolio Fraud and Corruption and Prevention Plan 2022-24.

10. Board Membership

- 10.1 Requirements for appointment are outlined in s. 48 of the Act and also in Part 9 Division 9.2 of the FMA.
 - 10.1.1 The Act determines that the Board consist of a Chair, Deputy Chair and at least three but no more than five expert members.
 - 10.1.2 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.

¹⁸ Financial Management Act 1996, s. 88(2)

¹⁹ Financial Management Act 1996, s. 88 (3)

²⁰ Financial Management Act 1996, s. 89

²¹ Financial Management Act 1996, s. 85

²² Financial Management Act 1996, s. 86

11. Board Members Conduct

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

12. Board Member Remuneration and Terms

- 12.1 Board members are remunerated as part-time office holders under the *Remuneration Tribunal Act 1995* as determined by the ACT Remuneration Tribunal.
- 12.2 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 2021 indicates that individual's appointments should not exceed two full terms, or six-years.

13. Roles and Responsibilities of the Chair

- 13.1 The Board Chair has the following functions:
 - 13.1.1 to appoint a CEO under s. 56 of the Act;
 - 13.1.2 to set and monitor performance targets for the CEO;
 - 13.1.3 to manage the affairs of the Board;
 - 13.1.4 to ensure, as far as practicable, that there is a good working relationship between the Board and management;
 - 13.1.5 to ensure the responsible Minister is kept informed about the operations of SLA ²³;
 - 13.1.6 to act as and/or nominate a public spokesperson on behalf of SLA;
 - 13.1.7 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;
 - 13.1.8 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

²³ Financial Management Act 1996, s. 82

- 13.1.9 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).
- 13.2 The Chair presides at all meetings at which they are present²⁴.
- 13.3 The Chair is responsible for consulting with the responsible Minister in the preparation and provision to the Treasurer of SLA's annual *Statement of Intent*.²⁵
- 13.4 The Chair must sign the annual *Statement of Performance* and attach to it a *Statement of Responsibility*.²⁶
- 13.5 Within three-months after the day a 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:
 - 13.5.1 the disclosure;
 - 13.5.2 the nature of the interest disclosed; and
 - 13.5.3 any decision by the Board under section 88 (2) of the FMA.
- 13.6 The Chair must give 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 year²⁷.
- 13.7 The Chair is responsible for arranging an annual review of the performance of the CEO.
- 13.8 The Chair is responsible for ensuring that SLA provides an appropriate induction for all new Board members.

14. Role of the Deputy Chair

- 14.1 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.²⁸
- 14.2 If the Chair and the Deputy Chair are absent, the member chosen by the members present presides, which can't be the CEO.²⁹
- 14.3 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.

15. Role and Function of the CEO

- 15.1 The CEO has the following functions under the FMA and the Act:
 - 15.1.1 ensuring as far as practicable, that SLA's Statement of Intent is implemented effectively and efficiently;

²⁴ Financial Management Act 1996, s. 94 (1)

²⁵ Financial Management Act 1996, s. 61

²⁶ Financial Management Act 1996, s. 69

²⁷ Financial Management Act 1996, s. 89 (2)

²⁸ Financial Management Act 1996, s. 83 (1)

²⁹ Financial Management Act 1996, s. 94 (3)

- 15.1.2 managing the day-to-day operations of SLA³⁰ in accordance with applicable legal requirements, government policies and policies set by the Board. Matters specifically reserved for the CEO (and SLA's management) includes:
- 15.1.2.1 monitoring and reporting to the Board on SLA's performance against its *Statement of Intent*;
 - 15.1.2.2 ensuring SLA complies with the Board's decisions³¹;
 - 15.1.2.3 managing the finances of SLA³²;
 - 15.1.2.4 facilitating the development of a strategic plan for approval by the Board and reporting on performance against the strategic plan³³;
 - 15.1.2.5 developing for Board approval the suite of corporate and operational strategies (including engaging with and managing risks) described in *Section 3 Role of the Board* above³⁴;
 - 15.1.2.6 reporting to the Board about the implementation of those strategies³⁵;
 - 15.1.2.7 providing information and advice to the Board on matters relating to SLA; and
 - 15.1.2.8 regularly advising the Board about SLA's operation and financial performance.
- 15.1.3 immediately advising the Board about significant events.³⁶
- 15.1.4 reporting on SLA's compliance with Ministerial Directions under the Act, Planning Act 2023 or the Government Agencies (Land Acquisition) Reporting Act 2018.³⁷
- 15.2 The CEO must give the Auditor-General SLA's annual financial statements for a financial year within the prescribed period after the end of the year.³⁸
- 15.3 The CEO must give the Auditor-General SLA's *Statement of Performance* for a financial year within the prescribed period after the end of the year³⁹.
- 15.4 The Board may at any time give written directions to the CEO about the exercise of SLA's functions.⁴⁰

³⁰ City Renewal Authority and Suburban Land Agency Act 2017, s.29.1(a)

³¹ City Renewal Authority and Suburban Land Agency Act 2017, s.29.1(a)(ii)

³² City Renewal Authority and Suburban Land Agency Act 2017, s.29.1(a)(iii)

³³ City Renewal Authority and Suburban Land Agency Act 2017, s.29.1(a)(iv)

³⁴ City Renewal Authority and Suburban Land Agency Act 2017, s.29.1(a)(iv)

³⁵ Financial Management Act 1996 s.84(1)(c)

³⁶ Financial Management Act 1996 s. 84 (1)(d)

³⁷ City Renewal Authority and Suburban Land Agency Act 2017, s.41

³⁸ Financial Management Act 1996 s. 65(1)

³⁹ Financial Management Act 1996 s. 70(1)

⁴⁰ City Renewal Authority and Suburban Land Agency Act 2017, s. 57.3

16. Secretariat

- 16.1 The CEO will provide administrative support to the Board in the exercise of its functions by nominating a staff member to provide secretariat support.
- 16.2 In carrying out its function, the secretariat will have regard to this charter as approved by the Board.
- 16.3 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.
- 16.4 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.
- 16.5 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.
- 16.6 The Board Chair must receive the draft minutes within one-week of the meeting. Following Chair approval, minutes will be circulated for member comment.
- 16.7 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.
- 16.8 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.
- 16.9 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.

17. Charter Revision and Approval

- 17.1 The Board may approve changes to the Board Charter.
- 17.2 The Charter will be reviewed every two-years or as required in response to government policy or legislative amendments, and to reflect better practice.

<i>Version</i>	<i>Document Control</i>	<i>Last review</i>
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