



ACT
Government

Suburban Land
Agency

SIGNIFICANT PROGRAMS AND CULTURE COMMITTEE CHARTER

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1. Background

- 1.1 The Board of the Suburban Land Agency (**SLA**) has established a Significant Programs and Culture (**Committee**) in accordance with s. 50(2) of the *City Renewal Authority and Suburban Land Agency Act 2017 (Act)*.
- 1.2 The Committee Charter (Charter) sets out the Committee's role, responsibilities, authority and operation.

2. Purpose

- 2.1 The Committee assists the Board to fulfil its oversight responsibilities in relation to strategically significant programs of work, including initiatives and projects, and in relation to SLA's organisational culture and capability.

3. Authority

- 3.1 The Committee is accountable to, and acts as an advisory body to, the Board. The Board may delegate authority to the Committee, in accordance with the Act.
- 3.2 The Committee has access to senior management and full access to books, SLA records and facilities, as required to carry out its role (subject to relevant legislation).

4. Appointment, composition, tenure and skills development

- 4.1 The Board is responsible for the appointment of Committee members.
- 4.2 Unless determined otherwise by the Board, the Committee will have a minimum of two members, including the Committee Chair.
- 4.3 The Board appoints the Committee Chair.
- 4.4 If a member of the Board is a member of the Committee and they cease to be a member of the Board, they immediately cease to be a member of the Committee.
- 4.5 Members of management may be invited as requested by or agreement with the Committee Chair and the Chief Executive Officer (CEO).
- 4.6 A new Committee member is to be provided with all necessary and relevant information regarding the Committee's responsibilities and SLA's operations and background as part of an induction program.
- 4.7 A Committee member may seek Board approval to attend seminars or training and development opportunities, related to the functions and responsibilities of the Committee. The Committee 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.

5. Objectives

- 5.1 The Committee is responsible and accountable to the Board. The SLA Board and CEO are responsible for managing SLA. This is in accordance with the *Financial Management Act 1996 (FMA)*.

- 5.2 The Committee's objectives may be revised or expanded in consultation with, or as requested by, the Board.

Responsibilities

- 5.3 The Committee is to provide strategic oversight and advice to the Board on:
- 5.3.1 strategically significant programs of work, including initiatives and projects, through the following responsibilities:
- a. considering, assessing and identifying strategic opportunities in forward years' portfolios of works;
 - b. considering, assessing and advising on new initiatives, projects, programs of work, and business that involve a significant:
 - i. impact on achieving strategic objectives;
 - ii. return on investment (financial and non-financial);
 - iii. change to SLA's business model.
 - c. where relevant, as determined by the Board or Committee, strategic oversight, categorisation, balance, and prioritisation of significant programs of work, including appropriate levels of reporting for associated risk;
 - d. where relevant, as determined by the Board or Committee, strategically review lifecycle management including benefits management and lessons learnt to inform future innovation, culture and significant programs of work.
- 5.3.2 SLA's organisational culture and capability through the following responsibilities:
- a. considering, advising on, and monitoring progress against relevant initiatives that support and align with SLA culture;
 - b. considering and advising on the development and implementation of strategies to enhance people and capability, and organisational effectiveness (including in relation to capacity to deliver on significant programs of work);
 - c. advising the Board Chair on the setting of corporate performance indicators and reviewing the progress of performance, the annual review of the CEO against performance indicators, and succession planning.
- 5.4 In discharging its responsibilities, the Committee will have regard to overarching legislation including the FMA and SLA's objectives in the Act.
- 5.5 The Committee is not required to oversee the activities of subsidiaries or joint ventures unless requested by the Board.

External advice

- 5.6 The Committee may request independent professional advice and/or services in relation to its responsibilities.
- 5.7 The CEO has the appropriate delegation to employ staff and engage consultants and contractors in accordance with the FMA and the Act.

6. Responsibilities of Committee Members

- 6.1 Members of the Committee are expected to understand and observe relevant legislative requirements including the Act, the *Public Sector Management Act 1994* (PSMA) (including the operation of the *Administrative Arrangements 2016*) and the FMA.

- 6.2 Members must apply good analytical skills, objectivity and good judgment.
- 6.3 Members should express opinions frankly, ask questions that go to the fundamental core of the issue, and pursue independent lines of enquiry.
- 6.4 A member must exercise a degree of honesty, care and diligence in exercising their functions, and must:
 - 6.4.1 act in good faith;
 - 6.4.2 not pursue personal interests at the expense of SLA's interests;
 - 6.4.3 not use Committee membership, including confidential information, to gain personal advantage;
 - 6.4.4 adhere to the public sector values, principles and conduct requirements as set out in the PSMA;
 - 6.4.5 not cause detriment to SLA or undermine its reputation; and
 - 6.4.6 comply with any other code of conduct including any other applicable policies adopted by the Board.
- 6.5 Committee members must take all reasonable steps to understand and comply with the requirements of the Environment, Planning and Sustainable Development Directorate (EPSDD) Portfolio Fraud and Corruption and Prevention Plan 2022-24.

7. Reporting

- 7.1 The Committee Chair will provide a verbal summary and a copy of Committee meeting minutes to the Board at the next available Board meeting.
- 7.2 The Committee Chair may, at any time, report any other matter to the Board. A Committee member may request a meeting with the Board Chair, as required.

8. Meetings and Quorum

- 8.1 The Committee will meet at least four times per year.
- 8.2 The Committee Chair calls meetings as required, or if requested by the Board or another Committee member.
- 8.3 A quorum consists of **two** Committee members.
- 8.4 The Committee will attend workshops throughout the year to discuss progress on key portfolio initiatives. Further, the first workshop of the calendar year will be used to review and assess SLA's forward program to identify significant projects to be reported on to SPCC in the coming financial year, and for broader alignment with SLA strategic planning for its portfolio of work.
- 8.5 The Committee will approve an annual work plan, including meeting dates and anticipated agenda items, which covers the Committee's objectives and responsibilities, as detailed in this Charter.

- 8.6 A meeting may be held using a method of communication, or a combination of methods of communication that allows a committee member taking part to hear what each other member taking part says without the members being in each other's presence¹.
- 8.7 A Committee resolution is valid if a majority of members agree to the proposed resolution in writing or by electronic communication, even if it is not passed at a meeting of the Committee,²(i.e., *circulating resolutions*).

9. Secretariat

- 9.1 The Board secretariat in SLA Governance provides secretariat support to the Committee.
- 9.2 In carrying out its function, the secretariat will have regard to the process and procedures as set out in this Charter.
- 9.3 The Committee will operate in the following manner:
- a. The agenda will be created in accordance with the annual work plan. The secretariat will liaise with the CEO and Chair of the Committee on the agenda prior to each meeting.
 - b. The secretariat will circulate papers to Committee members on a timely basis before the meeting, (at least one week prior or preferably a minimum of five working days prior to meetings) via an online Board portal.
 - c. 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. Committee 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.
 - d. A copy of the minutes (subject to timing of unconfirmed minutes) of Committee meetings will be provided at the next available Board meeting.
 - e. The Committee Chair must receive the draft minutes, within one week of the meeting and on Chair approval minutes will be circulated for Committee member comment.
 - f. Minutes will be presented at the next available Committee meeting for approval as a true and correct proceeding of the meeting, and authorisation for the Committee Chair to electronically sign on behalf of the members.
- 9.4 The secretariat will assist the Committee to meet its statutory requirements for reporting, including those resulting from the *Freedom of Information Act 2016*.
- 9.5 In accordance with section 4.7, the secretariat will submit written training and development requests for consideration at the next available Board meeting.

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

² Financial Management Act 1996, s. 97 (4)

10. Conflicts of Interest

- 10.1 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.¹ Each member and attendee to Committee 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.
- 10.2 A 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 Committee’s consideration of the issue.²
- 10.3 The secretariat maintains a register of declared conflicts of interest.
- 10.4 The disclosure must be recorded in the Minutes and, unless the Committee otherwise decides, the member must not:
- 10.4.1 be present when the Committee considers the issue; or
 - 10.4.2 take part in a decision of the Committee on the issue.³
- 10.5 Any other member who also has a material interest in the issue must not be present when the Committee is considering its decision in clause 10.2 above.⁴

11. Assessment Arrangements

- 11.1 The Committee Chair, in consultation with the Board Chair, will agree to a formal review of the performance of the Committee at least every two-years.
- 11.2 The Committee shall consider undertaking a self-evaluation of its performance on alternate years to the formal review to determine if it is functioning effectively.
- 11.3 The Board will evaluate the performance of the Committee as appropriate and as required under the Board Charter.

12. Review of Charter

- 12.1 The Committee will review this Charter every two-years to ensure relevance and recency and will make recommendations to the Board regarding proposed revisions.

<i>Version</i>	<i>Document Control</i>	<i>Last review</i>
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¹ Financial Management Act 1996, s. 87

² Financial Management Act 1996, s. 88(4)

³ Financial Management Act 1996, s. 88(2)

⁴ Financial Management Act 1996, s. 88 (3)

1.0	Suburban Land Agency Board	11 December 2020
2.0	Suburban Land Agency Board	23 September 2021
3.0	Suburban Land Agency Board	5 December 2023