



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 (**Agency**) has established a Significant Program and Culture (**Committee**) in accordance with the *City Renewal Authority and Suburban Land Agency Act 2017 (Act)*.
- 1.2 This charter sets out the Committee's role, responsibilities, authority and operation.

2. Purpose

Role of the Committee

- 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 organisational culture and capability.

3. Authority of the Committee

- 3.1 The Committee is accountable to and acts as an advisory body to the Board. The Committee has such authority as is delegated to it from time to time by the Board, in accordance with the Act.

Access to management and information

- 3.2 The Committee will have access to senior management and full access to books, records and facilities of the Agency, as required to carry out its role (subject to relevant legislation).

4. Committee Membership and skills development

- 4.1 The Agency 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 Agency Board will appoint a Chair of the Committee.
- 4.4 All Committee members must be independent non-executive members of the Agency Board. If a member of the Board is a member of the Committee and he/she ceases to be a member of the Board, he/she shall immediately cease to also be a member of the Committee.
- 4.5 Members of management may be invited as requested by or agreed with the Committee Chair and the CEO.
- 4.6 In exercising the functions of a Committee member, a member must exercise the degree of honesty, care and diligence and must:
 - a) act in good faith;
 - b) not pursue personal interests at the expense of the Agency's interests;
 - c) not to use Committee membership, including confidential information, to gain personal advantage;
 - d) to adhere to the public sector values, principles and conduct requirements as set out in *the Public Sector Management Act 1994*;
 - e) not to cause detriment to the Agency or undermine its reputation; and
 - f) to comply with any other code of conduct including any other applicable policies adopted by the Board from time to time.

- 4.7 A Committee member may, with the approval of the Board, attend seminars or training related to matters regarding the functions and responsibilities of the Committee.

5. Objectives

- 5.1 The Committee is directly responsible and accountable to the Agency Board for meeting its objectives. In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for management of the Agency rests with the Agency Board and the CEO in accordance with the *Financial Management Act 1996*.
- 5.2 The objectives of the Committee may be revised or expanded in consultation with, or as requested by, the Agency Board from time to time.

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 advising on future strategic opportunities for the Agency;
 - b) Considering, assessing and advising on new initiatives, projects, programs of work, and business that involve a significant:
 - i. complexity; and/or
 - ii. change to the Agency's business model.
 - c) Where relevant, as determined by the Board or Committee, strategic oversight and monitoring of the implementation and lifecycle of significant programs of work;
 - d) Where relevant, as determined by the Board or Committee, strategically review lessons learnt to inform future innovation, culture and significant programs of work.
- 5.3.2 the Agency's culture and capability through the following responsibilities:
- a) Considering, advising on, and monitoring strategic initiatives associated with the Agency's culture;
 - b) Considering and advising on the development and implementation of strategies to enhance people and Agency capability and effectiveness (including in relation to capacity to deliver on significant programs of work);
 - c) Advising the Chair of the Board on the setting of corporate performance indicators and reviewing the progress of performance, the annual review of the CEO against the performance indicators, and succession planning for the CEO.
- 5.4 In discharging its responsibilities, the Committee will have regard to overarching legislation including the *Financial Management Act 1996* (the **FMA**) and the Agency's objectives in the Act.
- 5.5 For the avoidance of doubt, 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 (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 their opinion's frankly, ask questions that go to the fundamental core of the issue, and pursue independent lines of enquiry.

7. Reporting

- 7.1 At the next Board meeting following each Committee meeting, the Chair of the Committee will provide a written or verbal report to the Board in respect of the considerations, operations and activities of the Committee at its last meeting.

8. Meetings and Quorum

- 8.1 The Committee will meet at least four times per year.
- 8.2 A quorum will consist of **two** Committee members.
- 8.3 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 presence. (*FMA Act S 97*).
- 8.4 A resolution is a valid resolution of the Committee, even if it is not passed at a meeting of the Committee, if all members agree to the proposed resolution in writing or by electronic communication¹(i.e. *circulating resolutions*).

9. Secretariat

- 9.1 The CEO will nominate an Agency staff member to provide 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 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 1 week prior or preferably a minimum of 5 working days prior to meetings);
 - c) A copy of the minutes (or draft minutes) of Committee meetings will be provided to the Board at the next available Agency Board meeting;

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

- d) Draft minutes must be approved by the Chair and circulated within two weeks of the meeting to each member and Committee observers, as appropriate.

10. Conflicts of Interest

- 10.1 Committee members and any attendees to each Committee meeting must declare any conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic.
- 10.2 Details of any declared conflicts of interest are to be recorded in the Committee meeting minutes.
- 10.3 Where members or attendees at the Committee meetings are deemed to have a real or perceived conflict of interest it may be appropriate that they are excused from Committee deliberations on the issue where a conflict of interest exists, at the Committee’s discretion.

11. Assessment Arrangements

- 11.1 The Chair of the Committee, in consultation with the Chair of the Agency Board, will agree to a formal review of the performance of the Committee at least every three 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.

12. Review of Charter

- 12.1 The Committee will review this Charter annually and make recommendations to the Agency Board regarding proposed revisions.

This Charter was approved by the Board with effect from 11 December 2020.

<i>Version</i>	<i>Document Control</i>	<i>Last review</i>
1.0	Suburban Land Agency Board	11 December 2020