



ACT
Government

Suburban Land
Agency

SUBURBAN LAND AGENCY BOARD CHARTER

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1. Background

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

2. Functions of the Suburban Land Agency

- 2.1 The functions of the Agency 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 the Agency under the Act or another territory law.
- 2.2 With the approval of the responsible Minister and the Treasurer, the Agency may exercise its functions through subsidiaries, joint ventures or trusts, or by holding shares in, or other securities of, corporations.
- 2.3 The Minister may give directions to the Agency about the exercise of its functions, or require the Agency to exercise a function in relation to its financial arrangements.

3. Role of the Board

- 3.1 The functions of the Agency Board are set out in s. 46 of the Act and include overseeing the operations and exercise of functions by the Agency.
- 3.2 The role of the Agency Board is also governed by s 77 of the FMA which requires it to;
 - 3.2.1 set the Agency'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 the Agency operates in a proper, effective and efficient way, and
 - 3.2.4 ensure, as far as practicable, that the Agency complies with applicable governmental policies.

- 3.3 The Board is responsible for the efficient and effective financial management of the resources for which the Agency is responsible.
- 3.4 The Board must manage the Agency in a way that promotes the achievement of the purpose of the Agency and the financial sustainability of the Agency 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 as far as practicable, the operations of the Agency during the financial year are consistent with, and comparable to, the estimates in the Agency's Statement of Intent for the year;
 - 3.4.4 payments made by the Agency are properly authorised and correctly made;
 - 3.4.5 staff of the Agency comply with the requirements of the FMA;
 - 3.4.6 proper accounts and records are kept of the transactions and affairs of the Agency in accordance with accounting standards;
 - 3.4.7 adequate control is maintained over the assets of the Agency and assets under the Agency's control;
 - 3.4.8 adequate control is maintained over the incurring of liabilities by the Agency; and
 - 3.4.9 a report prepared by the Agency in accordance with the *Annual Reports (Government Agencies) Act 2004* for a financial year includes an explanation of material variations between the actual results of the Agency for the year and the estimates in the Agency's Statement of Intent for the year.
- 3.5 Matters explicitly reserved for the Board include the review and approval of:
 - 3.5.1 external public commitments made and/or Agency position on matters;
 - 3.5.2 any matters that may be likely to be picked up by media that may impact the Agency;
 - 3.5.3 material and strategic matters affecting the Agency;
 - 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 the Agency'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 Agency 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 Meetings of the Board are to be held when and where it 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 Minister from time to time to discuss the business of the Agency and will endeavour to do so twice in each year.
- 4.6 The Chair and other members of the Board are at liberty to meet with relevant Ministers of the Territory and other Territory agencies from time to time without the Chief Executive Officer (CEO) being in attendance.

5. Board Meetings - Quorum

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

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)

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

7. Committees of the Board

- 7.1 The Agency 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 the Agency to exercise its functions.¹³
- 7.3 A committee consists of people appointed by the Board, and may consist entirely or partly of Agency 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.
- 7.6 The Board will review the Board Committee composition (including skills, knowledge, experience and tenure of Committee members) biennially.

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 register of declared conflicts of interest will be maintained by the Board's Secretariat.
- 8.3 The disclosure must be recorded in the Minutes and, unless the Board otherwise decides, the member must not:
 - 8.3.1 be present when the Board considers the issue; or
 - 8.3.2 take part in a decision of the Board on the issue.¹⁷
- 8.4 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 8.3 above.¹⁸
- 8.5 The Board Chair will report¹⁹ material interests to the responsible Minister as described in clause 8.2 above.

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(2)

¹⁸ Financial Management Act 1996, s. 88 (3)

¹⁹ Financial Management Act 1996, s. 89

- 8.6 The Board will devise a methodology and procedure for meeting its obligations under this clause which will be included in the Board induction materials and published externally.

9. Roles and Responsibilities of Individual Board Members

- 9.1 In exercising the functions of a Board member, a 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.²⁰
- 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 functions²¹.
- 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.

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, a 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.

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 the Agency'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 *Public Sector Management Act 1994*,
- 11.1.5 not to cause detriment to the Agency 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.

²⁰ Financial Management Act 1996, s. 85

²¹ Financial Management Act 1996, s. 86

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 from time to time 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. Although the Act does not prescribe any maximum number of terms for Board members, the maximum number of terms should not exceed eight years.

13. Roles and Responsibilities of the Chair

- 13.1 The Chair has the following functions:
 - 13.1.1 To appoint a CEO of the Agency 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 the Agency ²²;
 - 13.1.6 To act as and/or nominate a public spokesperson on behalf of the Agency;
 - 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; and
 - 13.1.8 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 the Chair is present²³.
- 13.3 The Chair is responsible for consulting with the responsible Minister in the preparation and provision to the Treasurer of the Agency's annual *Statement of Intent*.²⁴
- 13.4 The Chair must sign the annual *Statement of Performance* and attach to it a *Statement of Responsibility*.²⁵
- 13.5 Within 3 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.

²² Financial Management Act 1996, s. 82

²³ Financial Management Act 1996, s. 94 (1)

²⁴ Financial Management Act 1996, s. 61

²⁵ Financial Management Act 1996, s. 69

- 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 year²⁶.
- 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 an appropriate induction to the affairs of the Agency is provided for all new members of the Board who join from time to time.

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.²⁷
- 14.2 If the Chair and the Deputy Chair are absent, the Member chosen by the Members present presides, which cannot be the CEO.²⁸
- 14.3 The Deputy Chair must make a determination 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 Chief Executive Officer

- 15.1 The CEO has the following functions under the FMA and the Act:
 - 15.1.1 Ensuring that as far as practicable, that the Agency's Statement of Intent is implemented effectively and efficiently;
 - 15.1.2 Managing the day-to-day operations of the Agency²⁹ in accordance with applicable legal requirements, government policies and policies set by the Board. Matters specifically reserved for the CEO (and the Agency's management) includes:
 - 15.1.2.1 monitoring and reporting to the Board on the Agency's performance against the Agency's *Statement of Intent*;
 - 15.1.2.2 ensuring the Agency complies with the Board's decisions³⁰;
 - 15.1.2.3 managing the finances of the Agency³¹;
 - 15.1.2.4 facilitating the development of a strategic plan for approval by the Board and reporting on performance against the strategic plan;³²

²⁶ Financial Management Act 1996, s. 89 (2)

²⁷ Financial Management Act 1996, s. 83 (1)

²⁸ Financial Management Act 1996, s. 94 (3)

²⁹ City Renewal Authority and Suburban Land Agency Act 2017, s.50.1(a)

³⁰ City Renewal Authority and Suburban Land Agency Act 2017, s.50.1(a)(i)

³¹ City Renewal Authority and Suburban Land Agency Act 2017, s.50.1(a)(ii)

³² City Renewal Authority and Suburban Land Agency Act 2017, s.50.1(a)(iii)

- 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* above;³³
 - 15.1.2.6 reporting to the Board about the implementation of those strategies³⁴;
 - 15.1.2.7 providing information and advice to the Board on matters relating to the Agency; and
 - 15.1.2.8 regularly advising the Board about the operation and financial performance of the Agency.
- 15.1.3 Immediately advising the Board about significant events.³⁵
- 15.1.4 Reporting on the Agency's compliance with Ministerial Directions.³⁶
- 15.2 The CEO must give the Auditor-General the annual financial statements of the Agency for a financial year within the prescribed period after the end of the year.³⁷
- 15.3 The CEO must give the Auditor-General the Statement of Performance for a financial year within the prescribed period after the end of the year³⁸.
- 15.3 The Board may at any time give written directions to the CEO about the exercise of the Agency functions.³⁹

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 to the Board.
- 16.2 The Secretariat will ensure that the agenda for each meeting is approved by the Chair of the Board and each Committee; the agenda and supporting papers are circulated at least one week prior to a meeting, and the minutes of the meetings are prepared and maintained in accordance with s. 97(5) of the FMA.
- 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 the Agency's activities and meeting their obligations under the relevant legislation.
- 16.4 Except in respect of matters of commercial confidence, the Secretariat will, in consultation with the Chair, prepare a summary of each Board meeting for publication on the Agency's website and intranet, as applicable, to promote transparency.

³³ City Renewal Authority and Suburban Land Agency Act 2017, s.50.1(a)(iv)

³⁴ Financial Management Act 1996 s.84(1)(c)

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

³⁶ City Renewal Authority and Suburban Land Agency Act 2017, s.50.1(a)(v)

³⁷ Annual Report (Government Agencies) Act 2004

³⁸ Financial Management Act 1996 s. 70(1)

³⁹ City Renewal Authority and Suburban Land Agency Act 2017, s. 57

16.5 In carrying out its function, the Secretariat will have regard to the process and procedures as set out in the Agency’s Corporate Governance Framework as approved by the Board and amended from time to time.

17. Charter Revision and Approval

17.1 The Board may approve changes to the Board Charter.

17.2 The Charter will be reviewed annually or as required in response to government policy or legislative amendments, and to reflect better practice.

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