

PAHSMA BOARD CHARTER



Revised September 2020

Our PURPOSE And Objectives

- We strive for excellence in our stewardship of the heritage places in our care, recognising and honouring their diverse meanings to local, national and global communities.
- We provide collaborative, best practice leadership and strategic direction to meet the objectives and obligations of the [PAHSMA Ministerial Charter](#). We make informed decisions guided by legal compliance and the PAHSMA Vision, Purpose and Strategic Framework. At all times the Board will role model the PAHSMA Values.
- The objectives of this Charter are to facilitate the achievement of the PAHSMA purpose by:
 - Documenting the regulatory framework within which PAHSMA operates
 - Defining the respective roles and responsibilities of the Board, the Chair and the CEO
 - Describing the key governance structures that the Board has put in place to assist it to efficiently and effectively exercise its key functions.

Together, we will:

- **Adopt and champion the PAHSMA Vision and Purpose**
 - **Vision** – PAHSMA is globally recognised for excellence in telling the Australian convict story through outstanding conservation and tourism experiences.
 - **Purpose** – To conserve and enhance the heritage values of our World Heritage convict sites and to share the stories of these places and the people connected to them.
- Pursue governance, practices and behaviours that deliver a level of stewardship consistent with the value and importance of the World Heritage sites and stories the Authority has responsibility for.
- Motivate and lead our Executive Leadership Team and PAHSMA people
- Foster a positive, safe and supportive working environment
- Respect each other as people with different views, skills and experiences
- Set clear strategic objectives and provide support with an appropriate allocation of resources.
- Understand and manage stakeholders' expectations.
- Communicate our decisions effectively
- Foster creative thinking and adaptability
- Embrace and lead change
- Ensure PAHSMA's compliance to relevant legislation and statutory regulations.

Key Board Behaviours we will adopt to deliver on the Purpose and Objectives:

- Possess the courage to do the right thing (Integrity)
- Be willing to constructively challenge management (Constructive)
- Demonstrate sound business judgement (Judgement)
- Possess independent perspective and avoid groupthink (Independence)
- Ask the right questions (Strategic)

Our VALUES



PEOPLE MATTER – We acknowledge and show respect to our people – past, present and future

- Set a good example as role model to support a healthy organisational culture
- Actively seek different points of view



UNITY – We work as one to achieve PAHSMA's Vision and Purpose

- Balance building good relationships with management with maintaining independence, objectivity and oversight role.
- Support and encourage management



ACCOUNTABILITY – We hold ourselves and each other accountable for our actions and behaviours

- Encourage independence and voice independent perspectives
- Constructively challenge management reports and proposals and seek concise, improved and enhanced information to assist in effective decision making while enabling progress and accountability for results.
- Exercise sound judgement
- Undertake Board Effectiveness Assessments and review succession planning.
- Achieve results related to risk/compliance/financial



PASSION & PRIDE – We are committed to being world class

- Evaluate opportunities and make decisions based on a five year time horizon

1. Role of the Authority

The main functions of PAHSMA are defined in *Section 7* of [the Port Arthur Historic Site Management Authority Act 1987](#). This includes:

- (a) ensure the **preservation** and **maintenance** of the historic site(s) as an example of a major British convict settlement and penal institution of the 19th century; and
- (b) co-ordinate **archaeological activities** on the historic site(s); and
- (c) **promote an understanding** of the historical and archaeological importance of the historic site(s); and
- (d) consistently with the **Management Plan**, promote the historic site(s) as a tourist destination; and
- (e) provide adequate facilities for visitor use; and
- (f) use its best endeavours to **secure financial assistance, by way of grants, sponsorship, and other means**, for the carrying out of its functions.

2. Powers and Functions of the Board

- (a) The Business of PAHSMA is managed under the Direction of the Board of Directors.
- (b) The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO).

- (c) The Board is accountable to the Shareholder Ministers and key stakeholders for setting the Strategic direction of PAHSMA, overseeing the management of risk and monitoring the organisations ongoing performance.

The Board refers to the [Government Business Enterprises Act 1995](#) or any other Act in:

- (a) **recommending** the appointment (or removal) of **the CEO to the Portfolio Minister**;
- (b) **recommending** the appointment of the **Chair and Directors of the Board to the Shareholder Ministers**;
- (c) **establishing committees** to assist in carrying out its responsibilities;
- (d) **providing delegations to the CEO and Senior Management**;
- (e) **approving any matters in excess of delegations** to the CEO and Senior Management in relation to business transactions, credit transactions, risk limits and expenditure.
- (f) **approving the annual budget, the corporate plan, risk management strategy and compliance procedures**;
- (g) **approving and monitoring strategic and financial objectives and performance targets**;
- (h) **monitoring and assessing management's performance** in achieving the strategies, performance targets and budgets approved by the Board;
- (i) **monitoring the financial performance** and other required reporting by management;
- (j) **evaluating annually, the performance of the CEO and the Board**;
- (k) **monitoring compliance with regulatory requirements**;
- (l) overseeing the **risk management strategy** and monitoring business risks;
- (m) **ensuring effective internal control systems**;
- (n) **ensuring that management acts in the interests of PAHSMA**, takes into account the Shareholder Ministers expectations, complies with the various laws which impact on its operations and complies with relevant Government policies;
- (o) **providing an Annual Report** to the Shareholder Ministers;
- (p) **delivering quarterly financial reports to the Treasurer**;
- (q) **submitting annually a draft Corporate Plan and Statement of Corporate Intent** covering four financial years commencing from the day it takes effect for approval by the Shareholder Ministers; and
- (r) **keeping the Shareholder Ministers informed** of key financial and operational risks, business operations, achievement of performance targets, operational or policy issues and major customer and environmental issues.

3. Membership

The Board consists of:

- (a) the Chair of the Board; and
- (b) not less than 3 and no more than 8 other persons (as determined by the Treasurer each year).

The Chair and Directors are appointed by the Governor on the joint recommendation of the Shareholder Ministers after considering recommendations made by the Board, with appointments made in accordance with [Treasury Guidelines for Government Businesses – Board Appointments](#).

4. Board Committees

The Board

- (a) **must** establish an **audit committee**; and
- (b) **may** establish such **must other committees** as it considers appropriate.

The Board will adopt charters or terms of reference setting out the composition, responsibilities, administration and other matters that the Board may consider appropriate to that committee. All minutes of the Committee meetings including recommendations for approval by the Board will be tabled at the next meeting of the Board.

5. Remuneration

Directors are paid an annual fee in accordance with Government Guidelines.

A sitting fee for Committee membership may be paid in accordance with Government Guidelines as determined jointly by the Shareholder Ministers after considering recommendations made by the Board and reviewed from time to time.

6. Induction and continuing education

The Board provides induction materials for new directors and ongoing professional development opportunities in accordance with the [Guidelines for Tasmanian Government Businesses – Director Induction, Education and Training](#).

7. Board Performance Evaluation

The Board will establish formal and objective appraisal mechanisms which provide for regular evaluation of the performance of the Board, its committees, each director and key executives. The performance reviews should be against both measurable and qualitative indicators and undertaken at least annually.

The Chair will provide individual face-to-face feedback arising from the performance review with each Board member. A nominated Board member should provide face-to-face feedback to the Chair.

The Board will consider the merits of external independent board assessments on at least a three yearly basis.

The Board will include in the corporate governance section of the Annual Report, the process for performance evaluation of the Board, its committees and individual Directors, and key executives, with details also to be provided to the Shareholder Ministers.

8. Access to Independent Professional Advice

All Directors of the Board have the right to seek independent professional advice in relation to matters pertaining to the PAHSMA and their role as a Director at PAHSMA's expense. When seeking such advice, Directors will inform the Chair in advance and share the advice received with the Board.

9. Publication of the Charter

This Charter will be included on the PAHSMA website.

10. Board Behavioural Protocol

- The Board will adopt the following behaviours when exercising its functions at and between Board meetings and Board Committee meetings.
 - It will be supportive and encouraging of Management whilst maintaining its role of challenging its reports and proposals and seeking improved and enhanced information to assist in effective Board decision making.
 - Board members will avoid any comments or communications at Board meetings or at any other time between other Board members or with management which are of a personal nature and will conduct the meetings in a courteous and constructive manner.
 - It will ensure that discussions at Board meetings do not delve unnecessarily into detail or seek information or actions which are not critical to the efficient and effective decision making relating to the matter under consideration.

11. Board/Management Communications Protocols

The Board is committed to a close working and partnership relationship with the Executive and through them with all PAHSMA employees. This is a model which works well for PAHSMA.

There are some specific circumstances in which the following protocols are appropriate:

'Helping' role - In many instances, Directors, because of expertise and experience can play an important 'Helping' role between a Director and Executive member, or between a Director and other employees **at the**

request or agreement of the CEO or the relevant Executive member, or as a member of working groups and Committees. Directors will use their best judgement in consultation with the CEO as to when this 'Helping' role is or is not appropriate. It will not be appropriate where it relates to or impinges on the Board's decision-making responsibilities, or interferes with the CEO, Executive or managerial roles or bypasses normal communication channels.

In their 'Helping' role Directors understand that they are making suggestions only and should not expect these to be necessarily adopted

If a Director has an issue with the performance or output of the CEO or an Executive member then this should be communicated through the Chair and vice-versa.

For the avoidance of doubt, the following should apply,

- **Complaint or issue of concern conveyed to a Director from an employee or an external person about the CEO**
 - If the Director considers that action may be necessary the Director will share this concern with the Chair.
 - The Chair may, as appropriate, consult with the CEO. The Chair in consultation with the Deputy Chair will determine any necessary action, and confirm this action with the Board and the CEO.
- **Complaint or issue of concern conveyed to a Director from an employee or an external person, relating to employees other than the CEO.**
 - If the Director considers that action may be necessary, the Director will share this concern with the Chair.
 - The Chair will refer the matter to the CEO.
- **Complaint or issue of concern between Directors**
 - If a Director has an issue with a fellow Director, the Director will share this concern with the Chair.
 - The Chair may as appropriate, consult with the Deputy Chair or CEO.
 - If the Chair considers that action may be necessary, the Chair will confirm this action with the respective Director.

In all these circumstances Directors, will exercise discretion, and their best judgement, and in making their decision will apply the 'reasonable person' test.

Confidentiality

PAHSMA is a close-knit organisation, operating in a small-town setting with many personal ties between employees, Directors, PAHSMA generally, and the local community. Equally important, the Board and individual Directors have statutory roles, obligations and duties which are distinct from the role of the Executive and other employees. These circumstances require carefully guarded levels of confidentiality, and formalised channels of communication.

Confidentiality of Board discussions is to be strictly maintained by those present at both informal and formal meetings.

Board papers and Board business

The primary and normal communication link between the Directors and PAHSMA employees concerning substantial matters relating to Board business and decision-making will be the CEO (or the CEO's delegate). The CEO must exercise his judgement as to the extent and manner that Board matters are communicated to the broader workforce. If in doubt the CEO will consult with the Chair.

Substantial questions from Directors about Board papers, including recommended decisions, should be raised initially with the CEO, who will if necessary refer Directors to the relevant manager.

12. Role of Chair

- Provide leadership on Board Governance Issues and Directors behaviours consistent with PAHSMA values
- Developing and supporting the CEO and maintain strong working relationships with the CEO to facilitate the implementation of Board policies and decisions.
- Leading the CEO and Board annual performance appraisals
- Fostering and facilitating high quality debates, encouraging independence and actively seeking different points of view.
- Resolving any conflicts involving directors or the CEO
- Leading director recruitment activities

13. Role of CEO

- The CEO is responsible for the day to day management of PAHSMA with all powers, discretions and delegations authorised, from time to time, by the Board. The Board is responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the CEO and the Management Team to meet this responsibility
- Responsibilities
 - The duties outlined in the position description of the CEO
 - The achievement of Board-stated strategic directions, performance targets and standards as documented in strategic, business and operational plans.
 - Overall operational, financial and behavioural performance of PAHSMA and the effective, efficient, lawful, prudent and ethical management of the operation.
 - Ensuring risks are identified at an early stage, assessed, reported to the board and then mitigated to facilitate the achievement of PAHSMA objectives.
 - Ensuring the Board has the information it needs to make properly informed and timely, information based decisions.
- **Appointment and Appraisal**
 - The CEO is appointed by the Premier on the recommendation of the Portfolio Minister, after receiving the recommendation of the Board.
 - Boards must ensure that an appraisal of the performance of the CEO is conducted in respect of each financial year, no later than 90 days after the end of the financial year in respect of which it is conducted.
 - An appraisal should consider both organisational and individual performance against a set of evaluation criteria, including measurable goals. Where relevant, the Board should determine whether performance merits the payment of agreed performance incentives.



Grant O'Brien
PAHSMA Chair



Stephen Large
Chief Executive Officer

The PAHSMA Board at its meeting conducted on 4 September 2020 formally reviewed and adopted this Charter.