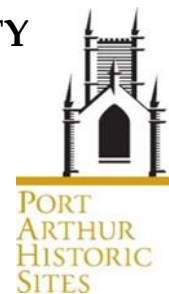


PORT ARTHUR HISTORIC SITE MANAGEMENT AUTHORITY

BOARD CHARTER

Revised February 2023



INTRODUCTION

1. Role of the Authority

The Port Arthur Historic Site Management Authority (the Authority or PAHSMA), is a statutory authority, established under the *Government Business Enterprise Act 1995*.

The Authority's primary functions are set out in the *Government Business Enterprise Act 1995* and the [Port Arthur Historic Site Management Authority Act 1987](#) ('enabling legislation') as:

- operating with sound commercial practice and as efficiently as possible.
- achieving a sustainable commercial rate of return that maximises value for the State Government of Tasmania in accordance with its corporate plan and having regard to the economic and social objectives of the State Government of Tasmania.
- to perform on behalf of the State Government of Tasmania any identified community service obligations in an efficient and effective manner.
- 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
- co-ordinate archaeological activities on the historic site(s); and
- promote an understanding of the historical and archaeological importance of the historic site(s); and
- consistently with the Management Plan, promote the historic site(s) as a tourist destination; and
- provide adequate facilities for visitor use; and
- use its best endeavours to secure financial assistance, by way of grants, sponsorship, and other means, for the carrying out of its functions.
- such other functions as are approved in writing by both the Portfolio Minister and Treasurer ('Shareholding Ministers').

2. Scope of Charter

The *Government Business Enterprise Act 1995* serves as the Authority's Constitution and shall prevail over this Charter where there are any inconsistencies.

While the Board's formal duties, functions, roles, and responsibilities are governed by the enabling legislation, the Board Charter represents the Board's broad terms of reference and its policies in areas of governance practice in which it has discretion.

The Board adopts the Tasmanian Corporate Governance Framework together with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations as its corporate governance framework.

ROLE OF THE BOARD

The Board is accountable to the Shareholding Ministers for the overall direction, management, operation, performance, and corporate governance of the Authority, in accordance with sound commercial practices.

The aim of the Board is to meet the principal objectives and functions prescribed in its enabling legislation and approved Corporate Plan.

The Board is responsible for setting the strategic direction, recommending appointment or removal of the CEO, and managing the performance of the CEO, succession planning, overseeing the management, performance and governance of the Authority and complying with lawful directions given under the *Government Business Enterprise Act 1995* (GBE Act) and/or Ministerial Charter and Treasurer's Guidelines for Tasmanian Government Businesses.

3. Powers and Functions of the Board

In addition to the matters required by law to be approved by the Board, the matters set out below are Board reserved powers and key responsibilities:

- to provide entrepreneurial leadership to the organisation within a framework of prudent and effective controls that enable risks to be identified, assessed, and managed.
- to endorse the values, standards and culture and oversee adherence to them.
- to ensure the Authority's obligations to its Shareholder Ministers are understood and met, including any written lawful directions received in accordance with the *Government Business Enterprise Act 1995* and Ministerial Charter.
- to engage and communicate effectively with Shareholding Ministers and other key stakeholders.

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 audit function and 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, including Financial Statements**, 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.

The Board may delegate its powers to achieve its role, subject to the GBE Act and the Ministerial Charter. The Board approves Delegations in which it specifies those matters it reserves for itself and those matters it delegates to management. It reviews the Delegations regularly to they continue to remain appropriate to the Authority's needs.

ROLE OF THE CHAIR, DIRECTORS, CEO AND CORPORATE SECRETARY

4. Role of Chair

The Chair's principal responsibilities are to provide appropriate leadership to the Board, the Chief Executive Officer (CEO) and PAHSMA and to ensure the Board fulfils its obligations under this charter, Corporate Plan, Ministerial Charter, enabling legislation and the corporate governance framework. Responsibilities include:

- develop and maintain high-level effective relationships with the Shareholding Ministers and other key stakeholders on policy matters.
- represent the view of the Board to the Shareholding Ministers and the public and to ensure the Board understands the views of the Shareholdings Ministers.
- 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.
- chair Board meetings and facilitate discussion within each meeting.
- 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.

5. Role of individual Directors

As members of the Board, individual Directors recognise their contribution to successfully achieve the Board's aims and purpose. Each Director has personal duties and responsibilities to the Authority to:

- act in good faith in the best interests of the organisation as a whole.
- act for proper purpose.
- act with care, skill, and diligence.
- avoid conflicts of interest.
- refrain from making improper use of information gained through the position of Director or taking improper advantage of the position of Director.
- refrain from causing damage to PAHSMA; and
- keep confidential all Board information, discussions, deliberations, and decisions that are not publicly known.

Directors' duties continue after the Directorship ceases.

In addition to these formal duties, the Board's expectations of each Director are to:

- act positively to prevent the organisation from becoming insolvent, and to prevent a debt being incurred when the organisation is insolvent; and
- comply with the obligations imposed on Directors by law.
- act within the spirit and letter of the Authority's Values and Board Behavioural Protocols.
- prepare for, attend, and participate in Board meetings, Committee meetings on which the Director serves, Board workshops, planning sessions and site visits as well as other occasional business events.
- exercise independent judgement when making decisions.
- work collegially and respectfully with the Chair and other Directors to facilitate orderly completion of business; and
- publicly support the letter and spirit of Board decisions.

6. Role of the Secretariat function

The Executive Support Officer reports to the Board, through the Chair, on matters relating to the proper functioning of the Board and all Directors will have access to the Secretariat function.

The Board may elect not to utilise a Secretariat function. The provision of the "Secretariat function" will be determined by the Chair.

The role of Secretariat function includes:

- advising the Board and its Committees on governance matters;
- monitoring that the Board and Committees policies and procedures are followed;

- coordinating all Board business including meetings, agendas, Board and Committee papers and minutes, and monitoring the completion of actions arising from the Board and Committee meetings;
- providing a point of reference for dealings between the Board and the Executive Leadership Team;
- retaining independent professional advisors at the request of the Board, committees or permitted under this Charter.

7. Role of CEO

The CEO is responsible and accountable for the strategic development and management of all aspects of PAHSMA. As Head of Agency, the CEO is responsible for complying with and promoting the State Service Principles and associated employment arrangements contained within the *State Service Act 2000*.

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 Senior Management 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.

COMMITTEES

8. Board Committees

The Board:

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

Board appointed PAHSMA committees are in place to contribute and provide advice to the Board, and these include the Audit Risk and Governance Committee (ARGC), Port Arthur Community Advisory Committee (PCAC), the Cascades Community Advisory Committee (CCAC) and the PAHSMA Conservation Advisory Committee (PACAC).

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. Authority delegated to Board Committees is included in the respective Committee Charter.

All minutes of the Committee meetings including recommendations for approval by the Board will be tabled at the next meeting of the Board.

All non-executive Directors are entitled to attend committee meetings and receive papers and minutes of Board committees where there is no conflict of interest.

BOARD MEMBERSHIP, DIVERSITY, TERM, INDEPENDENCE, CONFIDENTIALITY AND CONDUCT

9. Membership and Diversity

The Board consists of:

- (a) the Chair of the Board; and
- (b) not less than three and no more than eight 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](#).

The CEO may be appointed as a Director, in accordance with the *Guidelines for Tasmanian Government Businesses – Appointment the CEO as a Member of the Board* but may not be appointed as the Chair of the Board.

The Board formally assesses the appropriate mix of skills, experience, expertise and diversity required on the Board and the extent to which the required skills are represented

(through, among other things, use of a Board skills matrix, which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its composition).

The Board acknowledges the Tasmanian Government's commitment to addressing gender equity and the target of 50 per cent representation by women on Government Boards and committees by July 2020 and acknowledge that all appointments to Governments Boards are to comply with the Tasmanian Government's *Women on Boards Strategy 2015-20*.

The Board is responsible for overseeing the selection and appointment and reappointment of Directors in accordance with *Guidelines for Tasmanian Government Business Board Appointments*.

10. Term

The Chair of the Board can be appointed for a maximum of three terms of three years, being a maximum appointment of nine years in total.

Directors can be appointed for a maximum of two terms of three years, being a maximum appointment of six years in total.

Directors' reappointment is subject to satisfactory performance and the ongoing needs of the Board and must be conducted in accordance with the *Guidelines for Tasmanian Government Business Board Appointments*.

11. Independence and Declaration of Interests

It is the Board's intention that all Directors are independent.

The Board assesses independence of Directors using the guidance provided by the ASX *Corporate Governance Council's Corporate Governance Principles*.

Directors are individually responsible for managing their personal ongoing independence and will advise the Board of any issues that may affect their status of independence as soon as these arise.

The Board may periodically reassess the independence of each Director and the Board as a whole. The Chair will determine when such an assessment is required.

A Director can be removed by the Governor, on joint recommendation by the Treasurer and Portfolio Minister, for a failure to disclose a material personal interest.

Directors have an ongoing and positive duty to avoid conflicts of interest.

Directors are required to disclose any material personal interest, whether actual or reasonably perceived, they have in a matter being considered, or about to be considered, by the Board as soon as it arises. Such disclosures must be advised to the Chair and recorded in the Minutes of the next Board meeting. The Board will also advise the Shareholding Ministers of the interest.

On behalf of the Board, the Secretariat function maintains a standing Register of Directors' Interests, detailing the nature and extent of each interest. The Register will be updated after each new disclosure by a Director, or a material increase in the nature or extent of an interest already recorded in the Register.

Directors' other interests will be disclosed in the Authority's Annual Report in accordance with accepted corporate governance principles and accounting standards.

12. 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.

13. 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 Senior 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.

14. 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.

ACCESS TO MANAGEMENT

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.

The general protocol is that Directors' will request access to Executive or senior management through the CEO and advise the Chair of such requests.

Committee Charters generally provide for committee members to directly access specified senior management when relevant to the work of the Committee.

Notwithstanding these protocols, Directors have ready access to the Corporate Secretary/Secretariat.

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 and 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 conduct, performance or output of another Director, the CEO, or an Executive member, this should be communicated through the Chair and vice-versa.

ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

The Board acting collectively, and each Director individually, may obtain, at PAHSMA's expense, such legal, accounting or other advisers, consultants or experts considered necessary in fulfilling their responsibilities and duties with the approval of the Chair.

All Committees of the Board have access to independent professional advice on this basis.

ACCESS TO EXTERNAL AUDITORS

Board members through the Chair of the Audit, Risk and Governance Committee will have access to, and may meet with, the external auditors.

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](#).

MEETINGS

The Board of Directors will meet at least 5 times per calendar year, which includes meetings at PAHSMA's head office and other sites.

The Chair may call out-of-session or addition meetings by giving Directors reasonable notice of the meeting.

Meetings may be by telephone, video conference or any other means of communication approved by the Board from time to time.

Meetings will include an in-camera session for all Directors to meet alone.

15. 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 their 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.

16. Board Papers

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.

17. Presiding at meetings

The Chair will preside at all meeting which they are present. If the Chair is not present the Directors present at the meeting may nominate a Director to preside.

18. Quorum and Voting

Quorum is constituted by a majority of the total number of Directors appointed.

The Director presiding as a deliberative vote only and a question is decided by a majority of votes of the Directors presiding and voting.

In the case of a tied vote, the Chair (or alternative meeting Chair) does not have a casting vote, and the matter will be resolved in the negative.

19. Resolutions without meetings

Decisions can be made by circular resolutions without a meeting but must be decided unanimously by those Directors eligible to vote.

Resolutions without meetings (also known as circular or written resolutions) will typically be distributed electronically and Directors can individually signify their decision by return email, using the exact wording of the resolution.

The result of the written resolution will be advised to all Directors as soon as it is finalised along with a copy of the approved resolutions and subsequently will be recorded in the minutes.

20. Meeting attendees

The CEO and the Secretariat function will attend Board meetings by standing invitation, except for in-camera sessions. Other guests, including members of the Executive, may attend at the invitation of the Chair.

Attendance of persons other than Directors at in-camera session of Board meetings will be at the discretion of the Chair.

21. Agenda and papers

The Secretariat function maintains an annual Calendar of Topics on behalf of the Board.

The Chair and Secretariat function are responsible for compiling each Board meeting agenda, considering the Calendar of Topics, to ensure the Board's information needs are met.

Board papers will be available to all Directors electronically one week before each meeting to allow sufficient preparation.

The Secretariat function is authorised to prevent the distribution of relevant papers to a Director with a known conflict of interest in a given matter on the meeting agenda.

The Chair will decide whether late papers will be presented at the meeting. If a late paper is presented, the Board collectively will determine how the matter should be adequately addressed.

The CEO is responsible for the quality of the papers. For papers distributed electronically, this includes ensuring that papers reproduce effectively and legibly for Directors.

Directors are encouraged to raise questions or issues emanating from the Board papers with the CEO or Secretariat in sufficient time to allow management to address them at the meeting.

22. Board minutes

Board Minutes will record all formal decisions of the Board, as well as any additional information required by the Board. A Director has the right to request that his/her dissenting view is also recorded in the Minutes.

Minutes will be drafted within ten working days of the meeting and forwarded to the meeting Chair for review. The meeting Chair will authorise the draft Minutes to be circulated to all Directors.

The Secretariat is responsible for ensuring that the draft Minutes are promptly circulated to all Directors and entered into the Minutes Register within thirty days of the meeting.

Once formally adopted by the Board as a true and correct record, usually at the next Board meeting, the Chair will sign the Minutes (or give authority for electronic signature) and the signed version will replace the draft version in the Minutes Register.

Once the Minutes have been formally adopted by the Board, they may only be amended by a further formal resolution of the Board at a subsequent meeting. The original Minutes will not be altered but may be marked with the agreed change including a reference to the date of the meeting at which the amendment was resolved.

23. Retention of Board papers

The Secretariat will hold electronically complete sets of Board and Committee papers at least for the statutory period noted in the Authority's Records Disposal Schedule while the organisation exists.

Board and Committee papers are accessible by current and former Directors under the terms of the *Government Business Enterprise Act 1995* for up to seven years after the Directorship concludes.

Directors are discouraged from keeping their own sets of Board and Committee papers annotated or not.

24. Managing interests in meetings

Board and Committee meeting agenda will include an invitation to Directors to disclose further interests that may have arisen, or any that specifically affect matters to be addressed at that particular meeting.

Directors have an ongoing duty to disclose any material personal interest they have in a matter being considered, or about to be considered, by the Board as soon as it arises. Such disclosures must be recorded in the Minutes of the next Board meeting, added to the Standing Register of Directors Interests, and advised to Shareholding Ministers.

Unless otherwise approved by the Board, a Director who has a conflicting interest is not to be counted towards a quorum for the matter, must leave the meeting during deliberations and decisions on that matter, and must not take part in those Board deliberations or decisions.

The Director must not be present when the Board considers and decides whether the conflicted Director may participate in Board deliberations and voting on the matter in question.

In consultation with the Chair, the Secretariat will do all things reasonably practicable to prevent the distribution of relevant papers to any Director who has recorded an interest in that matter.

REVIEW OF BOARD PERFORMANCE AND CHARTER

25. 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.

26. Charter Review

This Charter will be reviewed at least three yearly, or earlier if the need arises.

27. Publication of the Charter

This Charter will be included on the PAHSMA website.

PAHSMA SEAL

The PAHSMA Accountant is the custodian of the Authority's seal on behalf of the Board and will maintain records of documents executed under seal.

Approval

A handwritten signature in black ink, appearing to read 'G. O'Brien', with a horizontal line extending to the right.

Grant O'Brien
PAHSMA Chair

The PAHSMA Board at its meeting conducted on 14 February 2023 formally reviewed and adopted this Charter.