



Gunaikurnai Traditional Owner Land Management Board Charter

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The Gunaikurnai Traditional Owner Land Management Board acknowledges the traditional custodians who have lived on this land since its creation, when Borun the pelican travelled from the mountains in the north to Tarra Warackel in the south. The Gunaikurnai are one of the oldest living cultures in the world, and that culture has been passed on through many generations. For Gunaikurnai, culture is embedded in wurruk, the forest, rivers, beaches, plants, and animals are all part of 'Country' and the cultural identity of the Gunaikurnai. Protecting, managing, and enjoying the land and waters are central to contemporary Aboriginal culture.

Joint Management is one way that Gunaikurnai can reclaim their culture, and the Board recognise this through its vision of *Gunaikurnai leading the care of their Country every day*. To make this a reality, we live by these values and behaviours:

- Leading by example showing creativity and new ideas.
- Serving the good of Gunaikurnai People.
- Listening to understand all views before judgement and decision making.
- Speaking up and telling our truth.
- Valuing each other's opinion and knowledge and working on consensus.
- Ensuring partners value our work and seek strategic input on JM issues.

The Gunaikurnai Traditional Owner Land Management Board Member ("the Board") is responsible for ensuring the organisation has an appropriate corporate governance structure with accountability and control systems in place. In carrying out its responsibilities, the Board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the law serving the interests of the Board, GLaWAC and the Minister.



As a statutory body the Board complies with applicable legislation, state policies and relevant directions.

The Board's Gazettal (02/08/2012) is the key establishment document. The Public Administration Act 2004 applies to the Board. This charter is subordinate to the gazettal, and explains the TOLMB's commitment to corporate governance, and should be read as an expression of principle.

1. The Role of the Board

- i. Collaborate with stakeholders to create JMPs over the appointed land.
 - ii. Monitor and evaluate the effectiveness of existing JMPs.
 - iii. Foster economic and employment opportunities for Gunaikurnai People.
 - iv. Comment or make submissions on matters affecting or concerning the use or management of the Appointed Land.
- a. Set the strategic direction of the Board.
- b. Determine the organisation's culture through values, establishing high ethical standards, and living the culture, values and standards in all of the Board's actions.
- c. Review Board progress and appraise management's performance against the strategy, policies, business plan and budget.
- d. Govern within a framework of prudent and effective control to protect and optimise the delivery of services and Board performance.
- e. Set the Risk Appetite by maintaining oversight of material business risks to satisfy itself that management has developed and implemented a sound system of risk management and internal controls, reporting systems and compliance frameworks that are operating effectively.
- f. Select appoint, set performance expectations, evaluate, and oversee the employment of the Executive Officer (EO).
- g. Support GLaWAC and DEECA in member recruitment, nomination, selection and succession planning within the framework of the Gazette and Conservation Forests and Lands Act 1987.

2. The Responsibilities of and Decisions Reserved for the Board

- a. Provide advice to GLaWAC if requested concerning the appointment of a Chair and deputy-Chair(s).



- b. Set corporate governance principles and policies.
- c. Establish delegations of authority that permit the EO to manage the organisation.
- d. Consider and decide on any matters outside the delegations of the EO.
- e. Appoint the Board's Internal Auditor.
- f. Provide input to and final approval of business plans and budgets.
- g. If necessary, appoint and remove a Board Secretary.
- h. Establish Board committees, their membership, Chair and delegated authorities and approve their charters.
- i. Ratify the appointment, succession planning, restructuring and termination of staff who report directly to the EO.
- j. Consider and decide on major funded projects and related expenditure, acquisitions, divestments, and monitoring of investment management more than authority levels delegated to management.
- k. Monitor compliance with all legal and regulatory obligations.
- l. Approve the Board's annual financial report, and any other communications to the Department and stakeholders relating to the external auditors and the Board's financial statements.
- m. Approve any public statements which reflect significant decisions of the Board.
- n. Manage meetings in accordance with the Public Administration Act and governing Gazettal.
- o. Oversee induction of newly appointed members and the professional development of all members.
- p. Examine ways to improve Board performance.
- q. Examine any specific matters nominated by the Board from time to time.

Subject to law and the Board's ultimate responsibility for oversight, the Board may delegate to its committees, a member, or any other person, authority to perform any of its functions and exercise any of its powers.



3. Board Committees

- a. To assist in fulfilling its duties the Board has established three committees:
 - i. Audit and Risk Committee (ARC)
 - ii. Executive Committee
 - iii. Hosting Agreement Committee

Each committee has a formal charter.

- b. Except for certain limited delegations contained in their charters, recommendations of the committees are to be referred to the Board for approval.
- c. The Chair and EO will be ex-officio members of each committee. (Ex-officio members are not part of a quorum and do not have voting rights).
- d. The Executive Committee role includes remuneration and performance oversight of the EO.

4. The Appointment and Role of the Chair

- a. The Chair is to be an independent member, nominated by GLaWAC and appointed by the Minister.
- b. The Chair is responsible for:
 - i. Leadership of the Board.
 - ii. Overseeing the Board in the effective discharge of its governance and supervisory role.
 - iii. Providing leadership and support for the EO and acting as the prime point of contact between the EO and the Board.
 - iv. The Board working as a team, particularly ensuring the effective contribution of all members.
 - v. Ensuring a constructive and respectful relationship between the Board and management.
 - vi. The efficient organisation and conduct of the Board's function and meetings.
 - vii. Committing the time necessary to discharge effectively their role as Chair.



5. The Appointment and Role of the Deputy Chair

- c. The Deputy Chair is to be an independent member appointed by the Minister.
- d. The Deputy Chair is responsible for:
 - (1) Assisting and supporting the Chair in the leadership of the Board.
 - (2) Performing the roles and functions of the Chair if the Chair is absent for any reason.
 - (3) Facilitating the following matters as required:
 - (a) Chair succession planning.
 - (b) Approvals and actions where the Chair has an actual or potential conflict of interest or is otherwise prevented or restricted in acting in his or her capacity as Chair.
 - (4) Acting as a representative and/or spokesperson for the Board from time to time.

6. The Role of the Executive Officer

- a. The Board delegates to the EO the responsibility powers, discretions, and delegations necessary to implement the Board's strategies and policies and effect day to day management of the Board. The Board will annually review delegations to the EO to ensure these enable the EO to fulfil their responsibility.
- b. The EO will however, refer to the Board matters that are sensitive, extraordinary, or strategic in nature.
- c. The EO must have a formal employment agreement describing their term of office, duties, rights and responsibilities and entitlements on termination.
- d. Annually the Board will agree performance expectations with the EO, reflecting the strategic development and operational performance expected of the Board. The Executive Committee will review the performance of the EO, discuss the EO's relationship with the Board, professional development and remuneration expectations. The result of this review is a matter for discussion at the Board meeting immediately following the review. The Executive-Committee will also undertake a mid-term review as a means of providing assessment and feedback on progress towards goal achievement.



7. Board Members and Tenure

- a. Board tenure is to be consistent with the Gazette and this Charter.
- b. The Board consists of not more than 11 members appointed by the Minister and published in the Government Gazette constituted as follows:
 - i. Not less than six are to be persons nominated from a panel of names submitted by GLaWAC and appointed by the Minister and published in the Government Gazette, and
 - ii. The other members of the Board, including the Secretary's nominee up to the maximum number are to be appointed by the Minister and published in the Government Gazette.
- c. Members of the Board must have the attributes, qualifications and skills that are relevant to the role, functions and operation of the Board.
- d. Maximum tenure of Members is five years from the date of first appointment by the Minister. Thereafter, a member can be reappointed by the Minister.

8. Board Nomination Process

- a. The Board will:
 - i. Formulate and review periodically, a Board Skills and Diversity Matrix identifying the necessary and desirable competencies, skills, knowledge and experience of members. Based on the Board Skills Matrix the Board will:
 - 1. Recommend the appropriate composition of the Board, noting, as outlined in the Gazette, that the maximum number of eleven members can only be varied in accordance with the Conservation Forests and Lands Act 1987; and
 - 2. Manage the process for identifying candidates suitable for Board appointment, Member nomination, and the selection of candidates for Board endorsement to GLaWAC.
 - ii. Review Members retiring by rotation or subject to extended tenure provisions.
- b. Where there is a Board vacancy likely to occur, the Chair will in collaboration with GLaWAC write to potential members seeking expressions of interest in becoming a member. The Board may, at their discretion also:



- a. Maintain a database of suitable candidates who may be interested in becoming a member; and/or
- b. Seek expressions of interest from other suitably qualified individuals who are not yet members.

9. Board / Management Interface

- a. The Board may meet from time to time without the presence of management.
- b. The primary interface between the Board and management / staff is through the Chair and the EO.
- c. Generally, all correspondence between Board members and the management should be copied to the EO and Board Chair.

10. Conflict of Interest

- a. The Board has a duty to take reasonable steps to ensure that Members comply with their duties in relation to disclosure of interests and conflicts of interest.
- b. The Board acknowledges that its reputation and brand will be protected best where the highest standards are applied to ensuring that all Members' interests are disclosed and where a procedure is adopted to ensure that Members do not act when an actual or perceived conflict of interest exists.
- c. The Board has approved a policy for identifying and recording Members' interests and for managing conflicts of interest.
- d. Compliance with this policy at all times is considered to be best practice and in the best interests of the Board.

11. Board Access to Information

- a. Management will supply the Board and committees with information in a form, timeframe and quality that enables them to effectively discharge their duties.
- b. Individual members may, through the Chair, request that management provide any information relevant to the role of member in the Board, subject to such a request not breaching the privacy of any individual.
- c. All members shall bring an independent judgement to bear in decision-making. To facilitate this, any member may take such independent legal, financial or other advice as he / she considers necessary, at the Board's



expense, provided the advice sought is in writing and obtained with the Chair's knowledge.

12. Media Relations

- a. The Chair and EO are the authorised spokespeople for the organisation. By convention, the Chair will address Board and governance matters, and the EO operational matters.
- b. Board members may, from time to time, be asked by the Chair to assist with media relations where their specific areas of expertise are necessary or beneficial in addressing a matter in the media.
- c. If approached by a member of the media regarding any matter relating to the Board, members should refer the matter to the Chair or EO, or to the GLaWAC Communications Manager.

13. Board Secretariat

- a. Through the EO, management will provide the Board and its committees with secretariat services. These services will include provision of a secretary who will report to the Chair on matters relating to governance and to the EO for operational matters.
- b. The Board secretariat will be responsible for all matters relating to logistics for Board and committee meetings, the preparation of the agenda and papers, minuting the meeting and follow-up of action items arising from each Board meeting.
- c. Other than the above, the Board Secretary is not, and will not undertake the functions of a Company Secretary.

14. Meetings of the Board

The Board will meet no fewer than four times per year, with six meetings per year the preferred minimum, and may at the discretion of the Chair, meet more frequently in order to fulfil its duties.

15. Board Evaluation and Review

- a. The Board will undertake a formal self-evaluation of its performance annually, at the meeting immediately following the Annual Report. This Board evaluation will assess the effectiveness of the Board as a whole, compare performance with the requirements of the charter and set the goals, objectives and program of work for the Board for the coming year.



- b. Board evaluation may be conducted in such a manner as the Board deems appropriate consistent with Department requirements and may involve a third-party expert in governance.

16. Review of the Board Charter

The Board will review this charter every two years to determine its adequacy for current circumstances and make any changes considered necessary.