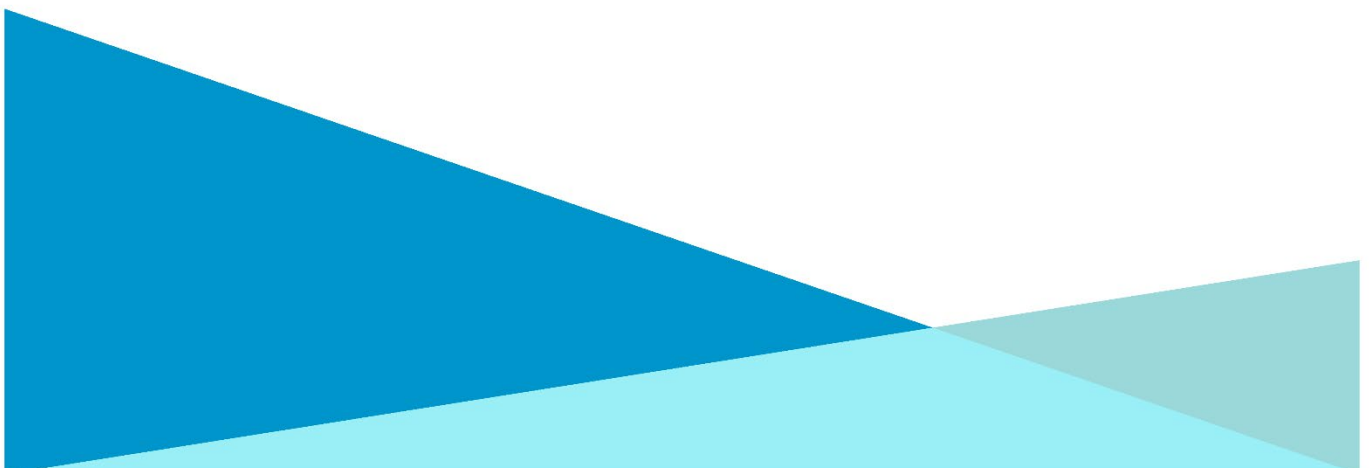




**BOARD CHARTER AND
THE ROLE OF
MANAGEMENT**

LAST REVISION: OCTOBER 2023



Document Control

Version	Date	Policy Owner	Amendment
V 1	24.05.2013	P & I	Initial Board Charter
V 2	28.04.2014	P & I	Reviewed
V 3	17.06.2019	P & I	Reviewed
V 4	10.06.2020	P & I	Updated Branding
V 5	23.10.2023	S & E	Update of charter

1.0 INTRODUCTION

The Gold Coast Waterways Authority (GCWA) Board controls the Authority¹.

A board is responsible for the overall governance, management and strategic direction of the organisation².

A board charter is defined as a written policy document that sets out the respective roles, responsibilities and authorities of the board of directors, its management in setting the direction and control of the organisation.³

Board members should refer to the Queensland Government *Welcome Aboard: A guide for members of Queensland Government Boards, committees and statutory authorities* which outlines the role of board members on Government boards.

This charter is based on the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*. It is designed to:

- Define the roles and responsibilities of the Board, Chair and CEO
- Enable the Board to provide strategic guidance and effective oversight of management;
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2.0 ROLE OF THE BOARD AND ITS MEMBERSHIP

The Board governs the operation of GCWA. Its role is to be strategic, be client focused, ensure the highest standards of financial accountability and ethical behaviour, maintain effective planning, information and control systems to monitor progress.⁴

¹ Gold Coast Waterways Authority Act 2012, Part 8 Gold Coast Waterways Authority Board

² [Role of the board \(aicd.com.au\)](http://aicd.com.au)

³ [Board charters \(aicd.com.au\)](http://aicd.com.au)

⁴ Welcome Aboard: A guide for members of Queensland Government Boards, committees and statutory authorities Department of the Premier and Cabinet, pg 7

The membership of the board is directed by the following legislation:

The *Gold Coast Waterways Authority Act 2012* Part 8, **2.1 Role of the Chairperson**

The role of the Chair is to:

- Demonstrate leadership to the board including presiding at board meetings and directing board meetings to ensure adherence with the agenda
- in conjunction with the CEO, setting the board agenda ensuring there is adequate time to address the strategic issues brought before the board;
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- ensuring board minutes properly reflect board decisions;
- maintaining an ongoing relationship with the CEO, such that the Chair is kept fully informed of the day-to-day matters of interest to the board;
- acting as a mentor for the CEO;
- facilitating the effective contribution of directors including the commencement of the annual process of board and director performance evaluation;
- promoting constructive and respectful relations between board members and between board and management;
- together with the Board facilitating the assessment of the CEO's performance;
- guiding the ongoing effectiveness and development of the board and individual directors.

Provide an induction for new board members to include an introduction to the works of the board, the government department responsible for the board, their roles and responsibilities and administrative arrangements. **2.2 Role of the CEO**

The *Gold Coast Waterways Authority Act 2012* Part 9, Division 1, sets out the functions and powers of the CEO. The CEO is accountable to the Board for the overall management and performance of the GCWA. The CEO should manage the GCWA in accordance with the strategy, plans, practices and policies approved by the Board to achieve the agreed objectives.

The CEO's accountabilities include, but are not limited to:

- maintaining proper internal controls and management information systems
- employment and management of all staff
- managing the budget of the organisation
- implementing board decisions
- preparation of the annual strategic plan and annual report, including organisational performance targets for approval of the board
- operational, administrative and marketing functions
- communications to and from the organisation
- recommending the GCWA's Waterways Management strategy to the board for endorsement and once it is approved by the Minister, implement the strategy;
- develop and recommend to the board for endorsement, the four-year Waterways Management Program and once approved by the Minister, implement the program;
- assume day to day accountability for the GCWA's compliance with relevant laws and regulations and its compliance framework;

- achieve the performance targets set by the board;
- develop, implement and manage the GCWA's frameworks for the management of risk and internal control;
- develop, implement and update the GCWA's policies, procedures and systems;
- be alert to relevant trends in the operating environment of the GCWA;
- provide sufficient and relevant information to the board to enable the board to effectively discharge its responsibilities;
- manage the organisation's human, physical and financial resources to achieve the GCWA's objectives;
- being the conduit through which the board is provided sufficient and relevant information to act effectively;
- providing leadership to the GCWA and acting as the GCWA's interface with its stakeholders and the community;
- referring all matters outside of the CEO's delegation to the board for approval; and
- such other accountabilities as delegated by the board from time to time.

All directors will have access to the CEO. The CEO is the primary link between the board and the staff and is responsible for communicating board policies and priorities to staff and presenting organisational reports, submissions and budgets to the board.

2.3 Role of Individual Directors

The role of directors includes:

- contributing to board activities to the best of their abilities and with the level of skill and care expected;
- discharging their duties in good faith and honestly in the best interests of the GCWA;
- using the powers of office for proper purpose, in the best interests of the GCWA as a whole;
- acting with the required care and diligence, demonstrating reasonableness in their decisions;
- avoiding conflicts of interest, not allowing personal interests, or the interests of any associated person, to conflict with the interests of the GCWA;
- not making improper use of information gained through their position of director;
- making reasonable enquiries to ensure that the GCWA is operating effectively, efficiently and legally toward achieving its objectives;
- undertaking diligent analysis of all proposals placed before the Board;
- serving on board committees as required; and
- acting in accordance with the duties and obligations imposed on them and the board by the *Gold Coast Waterways Authority Act 2012*.

2.4 Communication Protocol

In general, appointed board members are not to initiate contact with staff other than through the Chief Executive Officer. Exceptions to this which are;

- Board members may initiate contact with the Executive Support Officer to seek assistance and advice in relation to logistical matters, including board meetings, meeting material, IT access, travel arrangements, and related matters.
- Board members who are members of a board sub-committee may initiate contact with the assigned GCWA member of staff when the matter relates directly to that sub-committee.
- Board members may initiate contact with the relevant member of staff on an issue about which the CEO has declared a conflict of interest.

If the Chair receives a query from a board member that requires a detailed and expert response the Chair may refer the query to the Chief Executive Officer who will assign a staff member with the relevant experience and expertise for advice.

Board members and their delegates should not do anything that could be interpreted by a staff member as a direction to alter established work priorities or the timing of tasks or which would require substantial research to provide information. Requests like this should be made to the Chief Executive Officer through the Chair.

3.0 ACCOUNTABILITIES OF THE BOARD

The full range of the Board's accountabilities is extensive and in addition to the matters required by law, includes the following:

3.1 Performance

- ensuring the GCWA's long term viability and enhancing its financial position;
- providing oversight and final approval of the GCWA's strategy;
- monitoring management's implementation of the GCWA's strategy;
- approving and monitoring the plan, budget and policies;
- monitoring and assessing performance of the GCWA and the Board itself;
- overseeing the process of strategic management of current projects;
- overseeing the framework for the management of risk and monitoring of material risks;
- approving policies for the management of risk and monitoring compliance with those policies;
- monitoring developments relevant to the GCWA's operating environment; and
- keeping abreast of developments in governance through continuous professional development.

3.2 Compliance / Legal Conformance

- understanding and protecting the GCWA's financial position;
- requiring and monitoring legal and regulatory compliance;
- reviewing and approving annual accounts, annual reports and other public documents and sensitive reports;
- approval of and monitoring of financial and other reporting; and
- ensuring an effective system of internal controls exists and is operating as expected.

3.3 Governance

- monitoring compliance with ethical standards;
- delegating an appropriate level of authority to management and approving any additional changes to those delegations;
- ensuring appropriate resources are available to management;
- demonstrating leadership;
- assuming responsibility for the relationship with the CEO including his/her appointment, succession, performance assessment, and dismissal;
- selecting auditors;
- reviewing the performance, of directors;
- ensuring effective communication to staff and other stakeholders;
- ensuring crisis management procedures are in place;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures.
- establishment of board committees, appointment of members and authority;
- governance principles and policies;
- calling of meetings; and
- any other specific matter nominated by the Board from time to time.

3.4 Board Committees

Committees are established to provide the board with specialised advice on complex issues which streamlines board meetings and contributes to effective decision-making. As at June 2023 the GCWA committees are:

- Audit and Risk Committee
- Waterways Projects Committee

4.0 ASSISTANCE TO BOARD TO FULFIL ROLES AND RESPONSIBILITIES

Board members will be assisted by the GCWA to fulfil their roles and responsibilities by:

- the provision of induction materials for new directors to gain an understanding of the GCWA's financial, strategic, operational and risk position, their rights, duties and accountabilities, the roles and responsibility of management and the role of board committees; and
- professional development opportunities to update and enhance their skills and knowledge.

This includes education concerning key developments in the GCWA and in the industry and environment within which the organisation operates.

5.0 REVIEW

The Board will review this Charter every two years from the establishment of GCWA.