
Governance Charter

Pastoral Board of South Australia

July 2017



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Governance Charter - Pastoral Board of South Australia

July 2017

Prepared by the Pastoral Board of SA with assistance from Natural Resources SA Arid Lands, Department of Environment, Water and Natural Resources.

Adopted by the Pastoral Board on 27 July 2017

Abbreviations

Board	The Pastoral Board of South Australia
DEWNR	Department of Environment, Water and Natural Resources
Members	Pastoral Board members including deputies
Minister	Minister for Sustainability, Environment and Conservation
NR SAAL	Natural Resources SA Arid Lands, DEWNR
PLMC Act	<i>Pastoral Land Management and Conservation Act 1989</i>
SAAL NRM Board	SA Arid Lands Natural Resources Management Board



1 INTRODUCTION

1.1 Establishment and role of the Board

The Pastoral Board of South Australia is established under section 12(1) of the *Pastoral Land Management and Conservation Act 1989* (PLMC Act).

The primary functions of the Board are stated in section 17 of the PLMC Act:

Section 17 - Functions of Board

(1) The Board is responsible to the Minister for the administration of this Act and, in carrying out that function, is subject to the control and direction of the Minister.

(2) The other functions of the Board are as follows:

- (a) to advise the Minister on the policies that should govern the administration of pastoral land;*
- (b) to advise the Minister on any other matter referred to the Board by the Minister;*
- (c) to perform the other functions assigned to the Board by or under this Act or another Act or by the Minister.*

Pastoral Land Management and Conservation Act 1989

The primary duties of the Board are stated in section 5 of the PLMC Act:

Section 5 - Duty of the Minister and the Board

The Minister and the Board, in administering this Act and in exercising any other power or discharging any other function in relation to pastoral leases -

- (a) must act consistently with and seek to further the objects of this Act; and*
- (b) must have regard to plans or guidelines established by Government agencies, regional NRM boards and planning authorities that are applicable to pastoral land; and*
- (c) must have regard to the relevant terms of any ILUA.*

Pastoral Land Management and Conservation Act 1989

1.2 Board vision and mission statement

The **Vision** of the Pastoral Board is that the South Australian pastoral lands are sustainably managed for current and future generations.

The Board **Mission** is that the Board will achieve the vision through:

- Monitoring land condition.
- Working with communities.
- Utilising research, data and best practice.
- Having a strong compliance framework and application.
- Provide for maintaining landscape function and biodiversity, including through rehabilitation work.
- Communicating and engaging with pastoralists and other stakeholders effectively.
- Working in partnership with lessees to promote the objects of the Act.

1.3 Purpose of the Charter

The Board considers 'good governance' to be essential in undertaking its functions and other requirements specified in the PLMC Act, to meet community and industry expectations, and to assist in achieving the Board's Strategic Plan priorities. The Board recognises that good governance is about operating according to legislative and other Government requirements, and current best practice.

The purpose of the Governance Charter is to:

- Provide policies and guidance to assist the Board in maintaining good governance.
- Demonstrate the Board's commitment to good governance to the pastoral community, the Minister and other stakeholders.
- Provide direction for DEWNR to facilitate effective support for the Board and to assist in maintaining good governance.
- Assist in the induction of new Board members and DEWNR staff.

1.4 Charter term, updates and availability

1.4.1 The term of the Charter will be ongoing from the date of adoption by the Board.

1.4.2 The Charter will be subject to updates and reviews as required by the Board.

1.4.3 Updates or amendments to the Charter will be approved by the Board.

1.4.4 The Charter will be made publicly available.

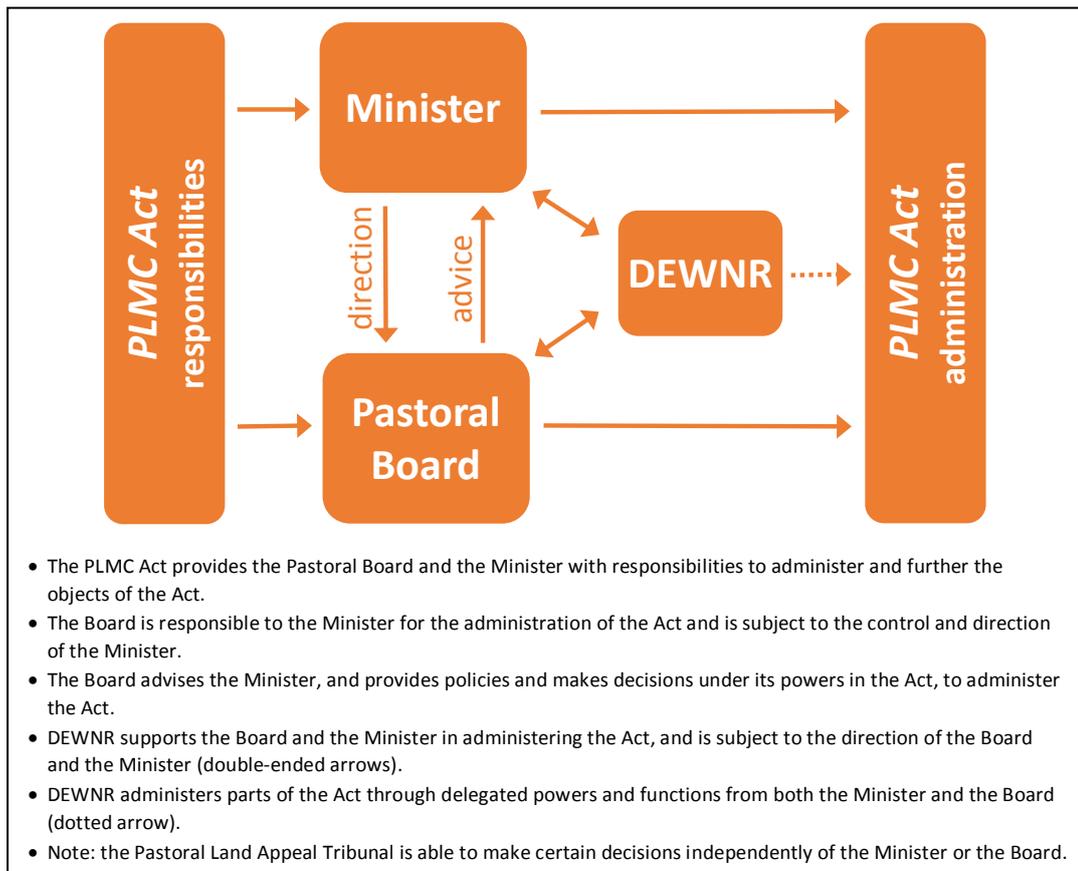
2 LEGISLATIVE CONTEXT

2.1 The Pastoral Land Management and Conservation Act 1989

The PLMC Act provides the broad framework which specifies how the Board operates. These requirements are primarily in Division 2 of the PLMC Act (relevant content from the PLMC Act is referenced or copied in relevant sections as boxed text throughout the Charter).

2.2 Roles and responsibilities in administering the PLMC Act

The diagram below illustrates the broad governance structure and roles and responsibilities of the Minister, the Board and DEWNR in administering the PLMC Act.



2.3 Other legislation

A range of other legislation is relevant to the administration of the pastoral lands of SA to which the Board shall have regard. This legislation includes:

- *Aboriginal Heritage Act 1988*
- *Commonwealth Environment, Protection and Biodiversity Conservation Act 2000*
- *Development Act 1993*
- *Dog Fence Act 1946*
- *Mining Act 1971*
- *Native Vegetation Act 1991*
- *Natural Resources Management Act 2004*
- *Petroleum and Geothermal Energy Act 2000*

3 GOVERNANCE APPROACH

3.1 Governance values

3.1.1 The Board's approach to governance will be guided by the following values:

Legitimacy - the Board will act in a manner which engenders amongst the pastoral community, an understanding, acceptance and acknowledgement of its legal role and responsibilities.

Integrity - the Board will be committed to the highest standard and ethical conduct in its operations, and deal honestly, fairly and equitably with all stakeholders.

Accountability - the Board acknowledges the responsibility it has for the decisions it makes in administering the PLMC Act and being answerable to the Minister and the public.

Transparency - the Board will ensure that information on its operation, policies and decision-making processes will be as far as practicable accessible to all stakeholders.

Procedural fairness - the Board will act without bias and ensure procedural fairness when making a decision affecting an individual's rights, interests or legitimate expectations.

Consistency - the Board will strive to act consistently in making decisions to administer the PLMC Act.¹

3.2 Governance model and strategic directions

The Board is positioning to be future-orientated and forward-looking in its operations, and is focussing on policy-making and strategy formulation whilst maintaining its regulation and compliance functions. This direction is based on the corporate governance model proposed by RI Tricker 1994², as below.



Other key aspects of taking a more future-orientated and high performance direction include focusing on leadership, risk management, profile-raising and community engagement. These focus areas will also be reflected in the Board's Strategic Plan, and as far as practicable, the governance approach and arrangements as stipulated through this Charter will aim to facilitate the Board moving towards these desired directions.

¹ Note, the term 'consistency' is also used in the context of Board and Ministerial duties in section 5(a) of the PLMC Act (see section 1.1 above).

² Robert I. Tricker, International Corporate Governance: Text Readings and Cases, New York 1994

3.3 Policy and procedures

The Board recognises that sound policies and procedures are the foundation for making decisions that are consistent with the PLMC Act, and which provide for the effective administration of the Act. The regular review and formulation of policies and procedures is a strategic priority area for the Board.

4 BOARD MEMBERS

4.1 Composition of the Board

Section 12 of the PLMC Act specifies the composition of the Board and the persons and organisations who nominate members. State policy may also influence the composition of the Board, e.g. gender equity policies.

Section 12 - Establishment of Pastoral Board

(2) The Board consists of 6 members appointed by the Minister, of whom -

(a) one, being a person who has, in the opinion of the Minister, wide experience in administration of pastoral leases; and

(b) one, being a person who has, in the opinion of the Minister for Environment and Heritage, a wide knowledge of the ecology, and experience in the management, of the pastoral land of this State, will be appointed on the nomination of that Minister; and

(c) one, being a person who, in the opinion of the Minister for Primary Industries, Natural Resources and Regional Development, has had wide experience in the field of land and soil conservation of pastoral land, will be appointed on the nomination of that Minister; and

(d) one will be selected by the Minister from a list of 3 persons who produce beef cattle on pastoral land outside the dog fence, submitted by Livestock SA Incorporated; and

(e) one will be selected by the Minister from a list of 3 persons who produce sheep on pastoral land inside the dog fence, submitted by the South Australian Farmers Federation; and

(f) one will be selected by the Minister from a list of 3 persons submitted by the Conservation Council of South Australia Inc.

(3) At least one member must be a woman and one a man.

(4) The Minister will appoint a member of the Board to preside at meetings of the Board.

(5) The Minister must appoint a deputy to each member of the Board.

(6) A person who is to be the deputy of a member appointed under subsection (2)(d), (e) or (f) must be appointed in the same manner as the member was appointed to the Board.

(7) Where the appointments of a member under subsection (2)(d), (e) or (f) and of that member's deputy are being made at the same time, both must be selected from the one panel of names.

(8) A deputy may, in the absence of the member, act as a member of the Board.

Pastoral Land Management and Conservation Act 1989

4.2 Board Term and other conditions of office

Section 13 of the PLMC Act specifies the term and other conditions of office:

Section 13 - Conditions of office

(1) A member of the Board will be appointed for a term not exceeding three years and will, on the expiration of a term of office, be eligible for reappointment.

(2) The Minister may remove a member of the Board from office -

(a) for misconduct; or

(b) for neglect of duty; or

(c) for incompetence; or

(d) for mental or physical incapacity to carry out the duties of office satisfactorily.

(3) The office of a member becomes vacant if the member -

(a) dies; or

(b) completes a term of office and is not reappointed; or

(c) resigns by written notice addressed to the Minister; or

(d) is removed from office by the Minister under subsection (2).

Pastoral Land Management and Conservation Act 1989

4.3 Responsibilities and conduct of members

Primary responsibilities

- 4.3.1 The Board is responsible to the Minister in administering the Act, and is subject to the direction and control of the Minister (Section 17(1) PLMC Act).
- 4.3.2 Members represent the Board in ensuring the functions specified in the PLMC Act are carried out, and do not represent the organisations that nominated them during the appointment process.
- 4.3.3 Members will actively share their knowledge and experience to enable the Board to carry out the Board's functions effectively.

Board Members have the following additional responsibilities in how they conduct the Board's duties³:

Care and diligence

- 4.3.4 Members will be familiar with the PLMC Act and Board policies, and be aware of other relevant legislation.
- 4.3.5 Members will prepare for meetings by reading the meeting papers prior to the meeting.
- 4.3.6 Members will actively participate in meetings.
- 4.3.7 Members will seek to understand the views and issues of pastoral leaseholders and industry.

Good faith and honesty

- 4.3.8 Members have a responsibility to act in good faith in the best interests of the Board and the Minister.
- 4.3.9 Members will offer clear advice in Board meetings based on experience, knowledge and on the information presented, and will seek further information and clarity about issues as required.
- 4.3.10 Members expect that DEWNR will provide all relevant and accurate information on matters under consideration by the Board.
- 4.3.11 Members will act honestly when performing Board duties.

³ Members should also refer to the *Honesty and Accountability for Members of Government Boards March 2011* circular, Department of the Premier and Cabinet.

Proper use of position

- 4.3.12 Members will act professionally as Board representatives and will not exercise any powers outside of those specified in the PLMC Act.
- 4.3.13 Members will not enter into transactions or deliberations with the pastoral community or industry bodies as a representative of the Board, without prior agreement of the Board.
- 4.3.14 Members will report any corruption, misconduct or maladministration if made aware of such practices.
- 4.3.15 Members will exercise solidarity to the Board and not speak publicly against any Board decisions.

Proper use of information

- 4.3.16 Members will treat all information obtained as a Board member as confidential.
- 4.3.17 Members must not use information obtained as a Board member to gain personal advantage or to assist in gaining advantage for a third party.
- 4.3.18 Members will strive to balance the commitment for transparency with the duty of confidentiality, and always act in the best interests of the Board and the Minister.

Declaration of conflicts of interest

- 4.3.19 Members have a responsibility to openly declare any real or perceived conflict of interest.
- 4.3.20 Members will be attentive to the possibility that they, their immediate family or a business associate may have interests that relate specifically to a matter before the Board.
- 4.3.21 When a member declares a conflict of interest, they will ensure they will not take part in any discussion relating to the matter, not vote in relation to the matter, and will vacate the meeting room when the matter is before the Board.
- 4.3.22 A precautionary principle will apply for members in declaring conflicts of interest (that is, a member who is unsure if there is a conflict, must declare regardless and act accordingly as per 4.3.21).
- 4.3.23 If the Presiding Member declares a conflict of interest on any item before the Board and the Presiding Member vacates the meeting room, the item before the Board will be chaired by the member appointed by the members present.
- 4.3.24 A member of the Board will not be considered to have a direct or indirect conflict of interest in a matter if the member has an interest that is shared in common with pastoralists generally, or a substantial section of pastoralists (Section 16 PLMC Act).
- 4.3.25 Members will openly contribute to the Board's conflict of interest register.

4.4 Additional responsibilities of the Presiding Member

- 4.4.1 The Presiding Member will provide leadership that ensures good governance of the Board's legal responsibilities and operation.
- 4.4.2 The Presiding Member will chair Board meetings.
- 4.4.3 The Presiding Member will approve meeting agendas.
- 4.4.4 The Presiding Member will speak on behalf of the Board in external meetings or public forums.
- 4.4.5 The Presiding Member will approve the Board's communique, media releases and other external communications prior to release.
- 4.4.6 The Presiding Member will ensure effective minute taking and other documentation on Board business.
- 4.4.7 The Presiding Member will ensure active participation and appropriate behaviours by Board members at meetings.
- 4.4.8 The Presiding Member will ensure proper conflict of interest protocols are adhered to.

- 4.4.9 The Presiding Member will approve non-members to attend Board meetings.
- 4.4.10 The Presiding Member may perform other duties as requested by the Board or Minister.

4.5 Member attendance at meetings

- 4.5.1 Members are expected to attend all scheduled Board meetings, and will be willing to travel to attend meetings and public forums.
- 4.5.2 Members who cannot attend the meeting will notify the Presiding Member, their deputy and the Executive Officer at the earliest possible time before the next meeting.

4.6 Member remuneration

- 4.6.1 The Department of Premier and Cabinet Circular 16⁴ covers remuneration for Government Board Members. Actual levels of sitting fees and expenses are based on determinations made under processes established in accord with Circular 16.
- 4.6.2 Remuneration is treated as taxable income if it goes above the relevant per month threshold for such work as established by the Australian Tax Office.
- 4.6.3 Compulsory employer superannuation contributions are payable by the South Australian Government on sitting fees that constitute income.
- 4.6.4 A government employee is not eligible for the payment of allowances as a Board member.
- 4.6.5 Members are covered for Personal Accidents under the Government's insurance and risk management arrangements. Personal Accident covers a bodily injury or death to a Board Member during their official duties (including travel to and from Board meetings).
- 4.6.6 Members are paid an hourly rate for attendance at meetings, out of session meetings, induction or strategic planning sessions.
- 4.6.7 Included in the hourly sessional rate is up to three hours meeting preparation time for which no additional remuneration is payable.
- 4.6.8 Deputy members who attend a meeting in place of their primary member who is absent, are entitled to the full allowances.
- 4.6.9 Deputy members are paid at half the full hourly rate when they attend an induction meeting, a strategic planning session and the occasional board meeting (one per year) whilst the member for whom they deputise is present.
- 4.6.10 Members are entitled to receive a mileage allowance when travelling in own vehicles to attend meetings, and are entitled to receive reimbursement for other paid forms of transport (e.g. plane or bus travel).
- 4.6.11 Claims for payment of travel and accommodation expenses are to be made in accordance with the Commissioner's Determination 3.2⁵.

⁴ Remuneration for Government Appointed Part-Time Boards and Committees, Department of the Premier and Cabinet Circular PC016, September 2016.

⁵ Determination 3.2 of the Commissioner for Public Sector Employment: Employment conditions – remuneration – allowance and reimbursements, December 2015.

5 BOARD MEETINGS

5.1 Meeting frequency and location

- 5.1.1 The Board will generally meet bi-monthly, six times per year.
- 5.1.2 The Board will generally conduct two regional meetings (combined with public forums) each year.
- 5.1.3 A Board meeting schedule will be set at the commencement of every new calendar year.
- 5.1.4 The Board will generally hold meetings in Adelaide, but will aim to conduct two regional meetings each calendar year, in conjunction with Board public forums.

5.2 Quorum

- 5.2.1 The quorum for the Board meeting is four members, and no business may be transacted at a meeting of the Board unless a quorum is present (Section 15(3) PLMC Act).

5.3 Out of session meetings

- 5.3.1 Out of session, or extraordinary meetings, may be convened at any time as determined by the Presiding Member in consultation with DEWNR.
- 5.3.2 Out of session meetings may be held by telephone conference or by other electronic means, if adequate notice is given to all members and each participating member is capable of communicating with every other participating member during the meeting (Section 15(5a) PLMC Act).

5.4 Persons authorised to attend meetings

- 5.4.1 Board meetings will be considered closed meetings, and will not be publicised as being open for public attendance.
- 5.4.2 Members of the public may request approval from the Presiding Member to attend a meeting to speak to a specific agenda item, or to raise any other issue for discussion with the Board.
- 5.4.3 The Board, through the Presiding Member, may invite members of the public to speak to specific agenda items or to present on other matters of interest (e.g. pastoralists, industry bodies, scientists or other experts).
- 5.4.4 There is standing authorisation for DEWNR staff involved in supporting the Board's operations to attend each Board meeting.
- 5.4.5 Other DEWNR or SA Government staff may attend on approval or invitation from the Presiding Member.

5.5 In-camera meeting sessions

- 5.5.1 The Board may choose to discuss matters privately with Board members only, without DEWNR staff present.
- 5.5.2 Any decisions made in-camera will be recorded in the meeting minutes.

5.6 Chairing

- 5.6.1 The Presiding Member, as appointed by the Minister, will chair Board meetings (Section 12(4) PLMC Act).
- 5.6.2 If the Presiding Member is absent from a meeting, a member chosen by the members present at the meeting will chair the meeting (Section 15(1) PLMC Act).

5.7 Voting for resolutions

- 5.7.1 A decision carried by a majority of the votes cast by the members present at a meeting is a decision of the Board (Section 15(5) PLMC Act).
- 5.7.2 Each member present at a meeting of the Board has one vote on any question arising for decision (Section 15(4) PLMC Act).
- 5.7.3 If the votes are equal amongst the members, the Chair may exercise a casting vote (Section 15(4) PLMC Act).
- 5.7.4 The Chair will generally not move or second a resolution, but will call for a 'mover' or 'seconder' from other members.
- 5.7.5 Wherever possible, the Chair will seek to reach a unanimous agreement in voting for a resolution.
- 5.7.6 If a unanimous agreement cannot be reached in voting but a resolution is carried, members who voted in the negative are expected to accept the decision and support the resolution and subsequent resulting actions.
- 5.7.7 The normal process for voting for resolutions will be as follows:
- 1) After discussion of an item, the Chair asks the Board for a decision.
 - 2) A member 'moves' a resolution (a resolution may be to approve or accept the recommendation as worded in the item paper, to approve a modified version of the recommendation, or to approve a new recommendation).
 - 3) Another member must 'second' the resolution as put forward by the 'mover'.
 - 4) The Chair recites the exact wording of the proposed resolution, and asks 'all in favour'.
 - 5) If the Board's decision is unanimous, the Chair then states that the resolution is 'carried'.
 - 6) If the Board's decision is not unanimous, then the Chair may request further discussion on the matter to seek a unanimous decision.
 - 7) If the Board cannot reach a unanimous decision - the Chair may ask for a vote.
 - 8) The majority number of members (including the Chair) must vote in the affirmative for the resolution to be moved, the Chair then states that the resolution is 'carried'.
 - 9) If the votes are equal amongst the members, the Chair may exercise a casting vote.
 - 10) The resolution exactly as carried is recorded as such in the minutes.
 - 11) Generally the member names of the 'mover' and 'seconder' will be recorded in the minutes, however the Chair may choose not to record the 'mover' and 'seconder' of a resolution.
 - 12) If a voting process was undertaken, the number of votes do not need to be recorded.
- 5.7.8 An alternative voting process may be adopted by approving resolutions 'by consensus' (a decision-making process in which members agree to support a decision acceptable to the group representing a mutually satisfactory position) to negate the need for 'movers', 'seconders' and a formal vote:
- 1) After discussion of an item, the Board may move a resolution 'by consensus'.
 - 2) The Chair recites the exact wording of the proposed resolution (a resolution may be to approve the recommendation as worded in the item paper, to approve a modified version of the recommendation, or to approve a new recommendation), and ensures there is consensus from members to agree to the resolution.
 - 3) The Chair declares the resolution 'carried by consensus', and is recorded as such in the minutes.

5.7.9 Board resolutions may occur outside of formal meetings, as per Section 15(5b) PLMC Act:

Section 15 - Conditions of office

(5b) A proposed resolution of the Board becomes a valid decision of the Board despite the fact that it is not voted on at a meeting of the Board if -

(a) a notice of the proposed resolution is given to all members in accordance with procedures determined by the Board; and

(b) a majority of the members expresses concurrence in the proposed resolution by letter, telex, facsimile transmission or other written communication setting out the terms of the proposed resolution.

Pastoral Land Management and Conservation Act 1989

5.8 Meeting agendas

5.8.1 Meeting agendas will be approved by the Presiding Member before they are finalised and distributed to other members.

5.8.2 The Presiding Member will consult with other members as required in approving meeting agendas.

5.8.3 DEWNR will provide the draft agenda to the Presiding Member for review as soon as possible before the next meeting date.

5.8.4 The agenda will be considered confidential, and not be made publicly available.

5.8.5 The Board will structure the agenda to prioritise strategic and policy matters.

5.8.6 The agenda will follow a consistent format and structure, and generally include as a minimum the following standing items and sessions (in approximate order):

- Opening/ Recognition of Custodians/ Welcome & apologies/ Other business
- Adoption of Agenda/ Declarations of Interest
- Adoption of previous minutes
- Strategic items session
- Operational-Decision items session
- Operational-Noting items session
- Action Register
- Delegations report
- Correspondence/ Other general business

5.9 Meeting papers

5.9.1 'Meeting papers' consists of the agenda, individual item papers and any other attached information regarding the meeting or provided as context for agenda items.

5.9.2 Meeting papers will be sent electronically to all members not less than five days before the next meeting date.

5.9.3 Meetings papers will be treated as confidential, and not be further distributed by members or NR SAAL supporting the Board without approval from the Presiding Member.

5.9.4 To minimise paper usage and time required to prepare papers, hard copy meeting papers will generally not be provided to members.

5.9.5 Members will be provided digital devices (e.g. tablets) to refer to papers during meetings.

5.9.6 Email and other internet file sharing methods will be used to distribute papers to members.

5.10 Members raising matters

- 5.10.1 Members may raise matters for Board consideration by requesting an item be placed on meeting agendas.
- 5.10.2 Requests from members for matters to be considered at meetings will be directed to the Presiding Member who will then consult with the Executive Officer and the Manager Pastoral Unit.
- 5.10.3 Members may also raise a matter for Board discussion at the time of a meeting during the 'Other Business' agenda item.
- 5.10.4 Members may request discussion of any 'noting' or correspondence agenda items at a meeting, by raising the matter with the Presiding Member prior to the meeting, or by raising the matter during the 'Adoption of Agenda' item.

5.11 Non-members raising matters

- 5.11.1 The public, government agencies or non-government organisations may request, in writing, matters of interest be included on meeting agendas for Board consideration.
- 5.11.2 Requests from non-members for matters to be considered at meetings will be approved by the Presiding Member.

5.12 Meeting minutes

- 5.12.1 The Board must cause accurate minutes of its meetings to be kept (Section 15(5c) PLMC Act).
- 5.12.2 Minutes will be taken in note form, and will reflect the agenda in terms of order of sessions, items, item numbers and item names.
- 5.12.3 Minutes for each Strategic and Operations item will be structured under the following headings as a minimum: Item number and name; Discussion Points; Recommendations; Resolutions; Actions.
- 5.12.4 Other information will be minuted at the request of a member and with the approval of the chair.
- 5.12.5 The process for drafting, reviewing and adopting minutes will be as follows:
 - 1) Draft minutes will be provided to all members who attended the meeting within two weeks after each meeting.
 - 2) Any suggested amendments to the draft minutes will be approved by all members prior to making amendments to the draft minutes.
 - 3) The draft minutes will be included in the meeting papers at the subsequent meeting for formal adoption by the Board.
 - 4) After adoption, the Chair will sign a hard copy of the minutes, which will be filed within the DEWNR records management system.
- 5.12.6 The adopted minutes will be provided to all members (including deputies).
- 5.12.7 The process for drafting, reviewing and adopting out of session meeting minutes will follow the same procedure as above.
- 5.12.8 Once the Board has adopted the minutes, they cannot be amended without Board approval through a voting process.
- 5.12.9 Draft and adopted minutes will be treated as confidential by both DEWNR and Board members, and will not be made publicly available without approval from the Presiding Member (acknowledging that all Pastoral Unit and Board documentation and records can potentially be accessed by the public under the *Freedom of Information Act 1991*).
- 5.12.10 The Executive Officer will maintain the complete set of Board papers, including adopted Minutes, at the office of the Pastoral Unit, DEWNR.

5.13 Meeting audio recording

- 5.13.1 An audio recording will be taken at each meeting to assist in drafting accurate minutes.
- 5.13.2 Each meeting's audio recording will be deleted from both the recording device and any hard drives or network folders after the minutes have been adopted.

5.14 Action Register

- 5.14.1 An Action Register will be maintained which list actions specified by the Board in association with meeting agenda items.
- 5.14.2 Actions will be numbered with reference to the agenda item number from which the action was raised.
- 5.14.3 Actions will be clearly recited by the Executive Officer and/or Chair at the end of each agenda item for recording in the minutes.
- 5.14.4 The Action Register will be included in agenda papers, and each action will be discussed and reported against at each meeting during the 'Action Register' standing agenda item.
- 5.14.5 Actions reported as completed will be removed from the Action Register.
- 5.14.6 The current Action Register will be provided (with the draft minutes) to members after each meeting.

5.15 Correspondence and use of electronic signatures

- 5.15.1 Any correspondence received or sent by DEWNR on behalf of the Board will be listed in the Correspondence agenda item in each meeting agenda, and held in the hard copy file within the DEWNR records management system.
- 5.15.2 A list of new correspondence will be presented as a 'noting' item at each meeting.
- 5.15.3 The correspondence file which includes the original copies of correspondence will be available at meetings for any member to view.
- 5.15.4 DEWNR, in consultation with the Presiding Member, will decide if any incoming correspondence items will be raised as an individual agenda item for Board discussion.
- 5.15.5 A Board member may request a discussion of any correspondence item listed (also refer to Section 5.10).
- 5.15.6 Incoming and outgoing correspondence will be recorded in DEWNR's pastoral 'document database' records system, and hard copies held within DEWNR's record management system.
- 5.15.7 DEWNR may use the Presiding Members electronic signature for outgoing correspondence.
- 5.15.8 The Presiding Member must view draft correspondence and approve the use of the electronic signature for each item of correspondence to be sent.

6 OTHER GOVERNANCE ADMINISTRATION

6.1 Declaration of Interests Register

- 6.1.1 The Board will provide to the Minister a confidential Declaration of Interests Register at the beginning of each Board term (*Public Sector (Honesty and Accountability) Act 1995*).
- 6.1.2 Members will provide any relevant information on interests for inclusion in the Declaration of Interests Register.
- 6.1.3 Members will report any changes to their interests to the Presiding Member, who will ensure the Declaration of Interests Register is updated.
- 6.1.4 For major changes to the Register, the Board will send an updated Register to the Minister.
- 6.1.5 The Declaration of Interests Register will be available at each Board meeting.
- 6.1.6 Members remain responsible for complying with other Charter policies concerning declaring conflicts of interests at meetings (as per Section 4.3).
- 6.1.7 The Declaration of Interests Register will not be made publicly available.

6.2 Risk Register

- 6.2.1 The Board will maintain a Risk Register which will include as a minimum, an identification of all risks faced by the Board, a risk rating and a treatment.
- 6.2.2 The Risk Register will be reviewed every 12 months or as required.
- 6.2.3 The Risk Register will not be made publicly available.

6.3 Decision Register

- 6.3.1 The Board will maintain a Decision Register which will systematically record all decisions made by the Board as recorded in meeting minutes as resolutions.
- 6.3.2 The Decision Register will be updated after every meeting.
- 6.3.3 The Decision Register will be available at each Board meeting.
- 6.3.4 The Decision Register will not be made publicly available.

6.4 Delegations

- 6.4.1 The Board may approve to delegate any of its powers under the PLMC Act to DEWNR, with the consent of the Minister (Section 18 PLMC Act).
- 6.4.2 Procedures will be developed as required to guide how delegated functions are undertaken and reported to the Board.
- 6.4.3 DEWNR will report to the Board at every meeting any functions it has performed under delegation.

Section 18 - Delegation by Board

(1) The Board may, with the consent of the Minister, delegate any of its powers or functions (other than the function of advising the Minister on the policies that should govern the administration of pastoral land) -

- (a) to a member of the Board; or*
- (b) to any particular person or body; or*
- (c) to the person for the time being occupying a particular office or position.*

(2) A delegation under this section—

- (a) must be by instrument in writing; and*
- (b) may be absolute or conditional; and*
- (c) does not derogate from the power of the Board to act in any matter; and*
- (d) is revocable at will by the Board.*

Pastoral Land Management and Conservation Act 1989

6.5 Sub-Committees to the Board

- 6.5.1 Sub-committees to the Board may be formed at the discretion of the Board.
- 6.5.2 A sub-committee cannot perform any PLMC Act functions on behalf of the Board.
- 6.5.3 A sub-committee will develop a Terms of Reference, clearly describing as a minimum, the term, purpose, meeting arrangements and communication protocols with the Board and DEWNR.
- 6.5.4 A sub-committee's Terms of Reference will be approved by the Board prior to the sub-committee's operation.
- 6.5.5 Members serving on a Board sub-committee cannot be paid meeting allowances.

6.6 Board Calendar

- 6.6.1 The Board will maintain a governance and strategic planning calendar to record future scheduled meetings, events, annual reporting, risk management tracking, policy and register reviews and any other matters or events.

6.7 Board member handbook

- 6.7.1 New Board members will receive as part of the induction process, a member handbook consisting of a range of Board and pastoral information to assist new members.

6.8 Records keeping

- 6.8.1 All documentation pertaining to Board business as described in this Charter will be held on file within the DEWNR records management system.

7 RELATIONSHIPS AND COMMUNICATIONS

7.1 State Government

- 7.1.1 DEWNR commits to provide effective support for the Board to perform its functions under the PLMC Act.
- 7.1.2 The usual channel for communication between the Board and DEWNR is between the Presiding Member and the Manager Pastoral Unit or the Executive Officer.
- 7.1.3 The Presiding Member may communicate directly with NR SAAL and DEWNR senior management, and vice-versa.
- 7.1.4 The Presiding Member may communicate directly with of the Presiding Member of the SAAL NRM Board as required.
- 7.1.5 The Presiding Member may communicate directly with the Minister as required.
- 7.1.6 The Board will regularly provide an update to the Minister summarising Board activities, matters of risk or other issues.
- 7.1.7 DEWNR staff not directly involved in supporting the Board will generally not communicate directly with members.
- 7.1.8 DEWNR will obtain legal advice from the Crown Solicitor's Office on behalf of the Board.

7.2 Pastoral community and industry

- 7.2.1 The usual channel for members of the public or industry to contact the Board is through the Pastoral Unit, DEWNR.
- 7.2.2 Board members may communicate with members of the pastoral community directly, in line with the *Proper Use of Position* and *Use of Information* guidelines (Section 4.3).
- 7.2.3 The Board will generally host two regional public forums each calendar year, to enable pastoralists and other stakeholders to raise issues for public discussion.
- 7.2.4 The location of the public forums will be rotated around different districts to enable reasonable access for all pastoralists throughout the region.

7.3 Other groups and statutory bodies

- 7.3.1 The Board will take account of the views of other groups and statutory bodies, and collaborate on issues as required.
- 7.3.2 The Board may form MOU's with other bodies to formalise relationships and collaborative arrangements, as required.
- 7.3.3 Key groups and other statutory bodies include:
 - Livestock SA
 - Conservation Council of SA
 - Native Vegetation Council
 - NRM Boards
 - Great Artesian Basin Community Advisory Committee
 - SA Chamber of Mines and Energy
 - Lake Eyre Basin Community Advisory Committee
 - Outback Communities Authority
 - Regional Development Australia (North)
 - South Australian Wild Dog Advisory Group
 - Progress Associations (various)

7.4 External communications

- 7.4.1 The Board will provide regular updates of its activities to the public through a communique, and through other communication mechanisms as the Board requires.
- 7.4.2 A communique will be produced after each meeting and be distributed to pastoral lessees and other stakeholders through email, website and social media.
- 7.4.3 The Presiding Member will approve the communique and other communications prior to external distribution.

7.5 Media

- 7.5.1 Board media communications will be managed through DEWNR.
- 7.5.2 Board members will not deal with media requests pertaining to Board business, without consultation with DEWNR and the Presiding Member.
- 7.5.3 The Presiding Member will approve media releases issued on behalf of the Board.

7.6 Annual reporting

- 7.6.1 The Board must, before 30 September each year, provide the Minister with an annual report which describes its operations during the preceding financial year (Section 18A(1) PLMC Act).
- 7.6.2 The Board, or the Presiding Member on behalf of the Board, will approve the draft annual report prior to forwarding to the Minister's office.
- 7.6.3 The Board's Annual Report will be made publicly available.

8 GOVERNANCE PERFORMANCE EVALUATION

- 8.1.1 The Board, in conjunction with DEWNR, commits to monitoring and regular evaluation of its governance performance.
- 8.1.2 The Board will conduct a self-assessment on governance performance annually.

9 REFERENCES

Determination 3.2 of the Commissioner for Public Sector Employment: Employment conditions – remuneration – allowances and reimbursements, Office of the Public Sector, December 2015.

Establishment and governance requirements for government boards and committees circular PC022, Department of the Premier and Cabinet, October 2014.

Government Boards and Committees, Guidelines for Agencies and Board Members circular, Department of the Premier and Cabinet, February 2014.

Honesty and Accountability for Members of Government Boards circular, Department of the Premier and Cabinet, March 2011.

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Public Sector (Honesty and Accountability) Act 1995

Remuneration for Government Appointed Part-Time Boards and Committees, Department of the Premier and Cabinet Circular PC016, September 2016.

SA Arid Lands Natural Resources Management Board - Governance Document, March 2017.

Tricker, R.I. (1994) *International Corporate Governance: Text Readings and Cases*, New York: Prentice Hall.