



Canberra
Memorial
Parks

Charter of the
Cemeteries and Crematoria Authority

December 2022

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1. INTRODUCTION

- 1.1. The Australian Capital Territory Public Cemeteries Authority (“the Authority”) is established under Section 113 of the *Cemeteries and Crematoria Act 2020* (“the Act”). Under section 117 of the Act the Authority has a Governing Board (“the Board”).
- 1.2. Under *the Financial Management Act 1996* (“FMA”), the Governing Board is to ensure, as far as practicable, that the Authority operates in a proper, effective, and efficient way. In this regard the functions of the Board include:
- setting the Authority’s policies and strategies;
 - governing the Authority consistently with the Act and other relevant legislation; and
 - ensuring, as far as practicable, that the Authority complies with applicable government policies.
- 1.3. The Board Charter sets out the role, responsibilities and authority of the Board, the Chair, individual Directors, and the Chief Executive Officer within the governance framework of the ACT Government.

2. ROLE OF BOARD

- 2.1. The Board is ultimately responsible to the Minister for the good governance and successful operations of the Authority, through the following functions.
- (a) setting the authority’s policies and strategies;
 - (b) governing the authority consistently with the authority’s establishing Act and other relevant legislation;
 - (c) ensuring, as far as practicable, that the authority operates in a proper, effective, and efficient way;
 - (d) ensuring, as far as practicable, that the authority complies with applicable governmental policies (if any).

Examples of policies for par (a)

- 1 risk management
- 2 communication with government
- 3 corporate planning

This section does not limit the functions of a governing board.

- 2.2. Whilst the Board retains accountability to the Minister, it has delegated its power and authority to manage and supervise management of the day-to-day operation of the Authority to the Chief Executive Officer (CEO). The CEO may in turn delegate matters to other employees. Refer to Canberra Memorial Parks Financial Delegations document.
- 2.3. In undertaking its role and fulfilling its responsibilities, the remit of the Board includes, but is not limited to, the following:
- 2.3.1. Forging a strong and productive relationship with the CEO built on mutual trust by ensuring:

- Openness and honesty between the Board and CEO in all matters;
- Clear written terms of appointment, position description and delegations for the CEO in place;
- Negotiating the terms and conditions of appointment of the CEO in accordance with the Senior Executive Appointments and Remuneration Policies;
- Agreed annual performance incentive targets for the CEO;
- That annual performance reviews and performance against incentive target reviews are conducted;
- That the CEO provides a relevant meaningful report on the Cemetery Authority's performance against the Board approved Key Performance Indicator's (KPI's) contained within the Statement of Corporate Intent; and
- A CEO succession plan is in place.

2.3.2. Providing accountability by ensuring that:

- There is a clear written statement of the roles and responsibilities for the Board;
- The expenditure of money and use of resources is consistent with appropriate balanced competing interests of stakeholders;
- An appropriate and transparent management reporting system exists;
- There is regular and effective communication with key stakeholders;
- Adequate avenues exist for people seeking bona fide communication with the organisation;
- The viability and activities of the Authority are actively monitored;
- Statutory and formal accountabilities are met;
- Meaningful evaluations are conducted regarding the effectiveness of:
 - the Board (including individual Directors);
 - Sub-Committees of the Board; and
 - the Chief Executive Officer.
- Relevant and meaningful professional development is undertaken by the Board and senior executives.

2.3.3. Monitoring and supervising the governance and management of the organisation by ensuring:

- Active monitoring of the implementation of agreed strategies and policies;
- Active monitoring of financial performance against budget;
- The Board has a direct relationship with the external auditors to ensure integrity of financial reporting;

- The development of an appropriate risk management framework which is regularly monitored, reviewed and updated;
- Periodic monitoring of business-critical risks; and
- Appropriate use of Board Sub-Committees for more detailed attention to relevant matters as necessary.

2.3.4. Pursuing appropriate strategy by ensuring the:

- Setting of a clear strategic direction for the Authority with objectives that take into consideration the business environment in which it operates;
- Appropriate processes are in place for strategic planning, reviewing current strategy and considering alternative strategies;
- Inclusion (in the strategic planning process) of a comprehensive review of business-critical risks;
- Inclusion of clear corporate and operational objectives, KPIs, Measures and Targets in the Corporate Plan and Statement of Corporate Intent; and
- Preparation of business unit plans and budgets consistent with and in support of the Corporate Plan and Statement of Corporate Intent.

2.3.5. The development of appropriate policy by ensuring:

- Key governance policies are developed in accordance with appropriate practices in governance and key legal accountabilities;
- The CEO is accountable and responsible to the Board to develop appropriate operational policies and where appropriate have these policies approved by the Board; and
- Active monitoring of all Board approved policies.

3. ROLE OF CHAIR and DEPUTY CHAIR

3.1. The Chair and Deputy Chair are appointed by the Minister in accordance with the FMA. The CEO cannot be appointed as either the Chair or Deputy Chair.

3.2. The Chair's responsibilities include:

- Providing Leadership to the Board;
- Chairing Board Meetings and stakeholder meetings, and Board strategic planning sessions;
- Approving the agendas and timings of matters for the Board meetings;
- Being the major point of contact between the Board and the CEO;
- Ensuring all Directors are briefed on material matters arising at or between Board meetings;
- Ensuring that the Board comes to clear conclusions at Board meetings and that these decisions are properly recorded in the Minutes;
- Ensuring that the Board's decisions are implemented through regular contact with the CEO;

- Being kept fully informed by the CEO of all matters of interest to the Board;
- Promoting an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and the CEO;
- Facilitating the evaluation of the CEO's annual performance review and achievement of annual KPI's;
- Facilitating the Board and Directors evaluation process at regular periods not exceeding two years;
- Providing mentoring to the CEO;
- Developing high level effective relationships with the Authority's stakeholders;
- Acting in accordance with Memorandum of Understanding Between Transport Canberra and City Services Directorate and The Australian Capital Territory Public Cemeteries Authority when interacting with the media; and
- Representing the Authority as otherwise required from time to time.

3.3 If the Chair is absent or cannot for any reason exercise the functions of the Chair, then the Deputy Chair is responsible for exercising the functions of the Chair.

4. ROLE OF THE CHIEF EXECUTIVE OFFICER

4.1. The CEO's appointment is undertaken by and endorsed by the Board (with the support of TCCS as agreed in the MOU) in accordance with the FMA.

4.2. The CEO is responsible for:

- Providing leadership to the Authority's staff;
- The day-to-day operational management of the Authority;
- Acting within the delegation of authority granted to the CEO by the Board as set out in the Board's Standing Delegations Policy;
- Developing with the Board for Board approval, corporate and operational objectives, business plan, projects, major policies and financial targets;
- Developing programs to implement the corporate and operational objectives and business plan;
- Establishing the terms and conditions of employees in accordance with the *Public Sector Management Act 1994*;
- Ensuring a safe workplace for all personnel in accordance with appropriate WH&S policies and standards;
- Ensuring that all personnel act with the highest degree of ethics and probity;
- Ensuring a culture of compliance generally and specifically in relation to trade practices, health & safety and environmental matters; and
- Ensuring that the Board and other stakeholders are kept fully informed of all matters of interest.

5. SUB-COMMITTEES

5.1 In order to effectively discharge its responsibilities, the Board has established the following standing Sub-Committees:

- The Audit, Risk and Governance Sub-Committee; and

The Finance Sub-Committee. (Currently the Finance Sub-Committee includes the Business Development Working Group.) These Sub-Committees will meet at least quarterly.

5.1. The Board has established a Special Projects Committee to assist the Board in formulating approaches to major projects being progressed by the Authority including the Southern Memorial Park and the Gungahlin Memorial Hall and Condolence Lounge and will meet as required.

5.2. The roles, responsibilities and delegated powers of the Sub-Committees are contained within their respective Terms of Reference and will be reviewed annually.

6. RESPONSIBILITY OF INDIVIDUAL DIRECTORS

6.1. All Directors must comply with their legal and statutory duties and obligations when discharging their responsibilities as Directors. These include:

- Acting in good faith and in the best interests of the Authority as a whole;
- Acting with care and diligence and for proper purpose;
- Refraining from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director;
- Avoiding conflicts of interest (real or perceived) wherever possible and, where conflicts arise, complying with statutory and equitable duties regarding voting; and
- Complying with the Authority's Corporate Code of Ethics, Values Statement, and underlying policies.

6.2. Directors are individually responsible to ensure that the Board fulfils its role, as set out in this Charter.

7. EXPECTATIONS OF DIRECTORS IN THE BOARD PROCESS

7.1. A Director shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board and Board Sub-Committees. This will include, but is not limited to:

- Acting in a business-like manner;
- Acting in accordance with any relevant Acts;
- Using judgement, common sense and tact when discussing issues; and

- Ensuring others are given a reasonable opportunity to put forward their views (i.e., refraining from interruption or interjection when another Director or person is speaking).

7.2. Directors are expected to:

- Be forthright in Board meetings and have a duty to question, request information, raise any issue and cast their vote on any resolution according to their own decision; and
- To support the letter and spirit of Board decisions in discussions with suppliers, customers, employees, and responsible Ministers.

7.3. Directors must keep confidential all Board discussions and deliberations. All confidential information received by Directors in the course of their Director duties remain the property of the Authority and should not be disclosed unless the disclosure has been authorised by the person from whom the information is provided or is required by law.

8. AUTHORITY

8.1. The Board is authorised to:

- Investigate any matter within its area of responsibility; and
- Seek information from any Director, officer, or employee of the Authority or TCCS, or from any officer, agent, or representative of any of them.

9. FREQUENCY OF MEETINGS

9.1 The Board shall meet at least six times a year unless otherwise agreed, but no less than four times per calendar year.

9.2 The Board will consider out-of-session decisions when required.

10. PROXIES TO MEETINGS

10.1 No proxies are permitted.

11. QUORUM REQUIREMENTS

11.1 Business may only be carried on at a meeting of the Board if at least half plus one of the number of appointed members are present.

12. VOTING AT BOARD MEETINGS

12.1 At a meeting of the Board each member has a vote on each question to be decided.

12.2 A question is decided by a majority of the votes of the members present and voting but, if the votes are equal, the Chair has a deciding vote.

13. AGENDA ITEMS

13.1 Board papers will be made available five (5) working days prior to the next scheduled Board meeting.

13.2 The Chair has the right to refuse to list an item on the formal agenda, but members may raise an item under 'Other Business' if necessary and as time permits.

14. MINUTES & MEETING PAPERS

- 14.1 Minutes will be prepared for all Board and Sub-Committee meetings.
- 14.2 Minutes taken at Board Meetings will be provided to relevant Chairs no later than five working days following each meeting and confirmed as true and accurate record of that meeting at the subsequent Board meeting. Board minutes are endorsed by the Chair as a complete record.
- 14.3 Full copies of Sub-Committee Minutes, including attachments, shall be provided to all members of the Sub-Committee no later than five working days following the meeting. Sub-Committee minutes will be endorsed as a complete record by the Sub-Committee Chair and submitted to the Board Chair for inclusion in the papers presented at the next Board meeting.
- 14.4 By agreement of the Board, out-of-session resolutions will be deemed acceptable. Where agreed, out-of-session resolutions shall be recorded in the minutes of the next scheduled Board meeting.
- 14.5 The Minutes of each Board and Sub-Committee meeting will be monitored and maintained by the CEO for archiving purposes (as covered under the Archives Act 1983).

15. REVIEW OF CHARTER

- 15.1 The Board will review this Charter at the annual Strategic Planning Workshop to ensure that it remains consistent with the Board's role and responsibilities.

16. PUBLICATION OF CHARTER

- 16.1 A copy of the Charter will be made available at www.canberramemorialparks.com.au.

17. DOCUMENT CONTROL

Version	Approval	Date	Changes
Rev 1.3(i)	Board Meeting	July 2021	Nil
December 2022	Board Meeting	December 2022	Corrections and modifications