



PASTORAL LANDS BOARD
GOVERNANCE CHARTER

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**GOVERNMENT OF
WESTERN AUSTRALIA**

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INTRODUCTION

The Pastoral Lands Board is a statutory based, representative Board enacted through the *Land Administration Act 1997 (LAA)*. The Board has various powers and functions under Part 7 of this Act.

The Board is dedicated to fulfilling its duties in a lawful and professional manner, and with the utmost integrity and objectivity. It actively pursues good practice governance processes.

This Charter, defines the respective roles, responsibilities and authorities of the Board members, both individually and collectively, in directing and managing the activities for which the Board is responsible. It establishes the parameters within which Board Members and Officers of the Pastoral Land Business Unit (PLBU) operate as they carry out their respective roles.

This Charter is consistent with the Code of Conduct for Government Boards and Committees - Office of the Public Sector Standards Commissioner May 1999, the *Land Administration Act 1997* and where appropriate with relevant sections of the ASX Corporate Governance Principles and Recommendations, Second Edition August 2007.

The Charter details the current approach to corporate governance practice and is structured into four parts:

Part A – Governance Roles

Part B – Board Processes

Part C – Key Board Functions

Part D – Continuing Improvement

PART A –GOVERNANCE ROLES

1. THE ROLE OF THE PASTORAL LANDS BOARD

The functions of the Pastoral Lands Board (Board) are to:

- (a) advise the Minister on policy relating to the pastoral industry and the administration of pastoral leases;
- (b) administer pastoral leases in accordance with Part 7 of the LAA;
- (c) ensure pastoral leases are managed on an ecologically sustainable basis;
- (d) develop policies to prevent the degradation of rangelands;
- (e) develop policies to rehabilitate degraded or eroded rangelands and to restore their pastoral potential;
- (f) consider applications for the subdivision of pastoral land and make recommendations to the Minister in relation to them;
- (g) establish and evaluate a system of pastoral land monitoring sites;
- (h) monitor the numbers and the effect of stock and feral animals on pastoral land;
- (i) conduct or commission research into any matters that it considers are relevant to the pastoral industry;
- (j) provide such other assistance or advice as the Minister may require in relation to the administration of Part 7 of the LAA; and
- (k) exercise or perform such other functions as it may be given under the LAA or any other Act.

(Source: s.95 of the Land Administration Act 1997 (LAA))

1.1 Relationship to the Minister

The Pastoral Lands Board is required under various sections of the Act to provide recommendations, advice or information to the Minister as directed. This communication is undertaken through the Department ministerial communication protocols by the Pastoral Land Business Unit.

Although the Board has not undertaken regular reporting to the Minister, there is scope to do so as and when the Board determines it is warranted.

The Minister may request recommendations, advice or information from the Board using the Department ministerial communication protocols.

On occasion, as determined by the Minister or the Board, the need for in-person meetings may be required and these on most occasions will be organised through Departmental and Minister's Office staff.

2. BOARD STRUCTURE

2.1 Membership

The Minister for Lands, has authority under section 97 of the *Land Administration Act 1997* to appoint members to the Pastoral Lands Board. The Board consists of a chairperson and 7 other members of the Board of whom:

- (a) three are to be appointed by the Minister from among persons who hold, or have held, an interest in a pastoral lease, or are, or have been, shareholders in a company with a beneficial interest in a pastoral lease;
- (b) one is to be the Director General of Agriculture referred to in the *Agriculture Act 1988*, or his or her appointee from time to time;
- (c) one is to be the chief executive officer of the Department for Planning and Infrastructure, or his or her appointee from time to time;
- (d) one is to be appointed by the Minister from among persons with expertise in the field of flora, fauna or land conservation management; and
- (e) one is to be appointed by the Minister from among Aboriginal persons with experience in pastoral leases.

Members may be appointed for terms not exceeding three years and can be reappointed. The Minister may appoint, for each appointed member except the chairperson, a deputy with the same qualifications.

2.2 Skills Required on the Board

The representational membership of the Board ensures there is knowledge available which is valuable to the business of the Board for example knowledge of the pastoral industry, conservation, indigenous, or government sectors. In addition to this Board Members also demonstrate a practical understanding of the corporate governance obligations assumed when accepting a position on the Board and operate in accordance with this Charter.

An annual Board performance review is undertaken in May or June each year, organised by the General Manager.

2.3 Duration of Appointment

Members may be appointed for terms not exceeding three (3) years and can be reappointed by the Minister.

2.4 Vacation of Office

The Minister may appoint another qualified person to join the Board in the event of the death or resignation of a Board Member or in circumstances where the Minister terminates the appointment of a Board Member.

3. THE ROLE OF INDIVIDUAL BOARD MEMBERS

Board Members contribute to and share responsibility for the overall function and performance of the Board.

Board Members contribute to the Board achieving:

- a clear and appropriate strategic direction;
- accountability to key stakeholders;
- relevant and timely policies;
- oversight of relevant control and accountability systems that ensure Board risks are

mitigated;

- clear advice and direction the PLBU General Manager on policy and strategy; and
- timely and effective decisions on matters referred to it.

3.1 Board Members' Code of Conduct

In accordance with Part 7 of the LAA, Board Members must comply with the following:

- (a) A member of the Board must at all times act honestly and diligently in exercising or performing his or her functions under this Part.
- (b) If a matter is before a meeting for consideration and a person present at the meeting has a direct or indirect pecuniary interest in the matter —
 - (i) the member must disclose to the other members present at the meeting, as soon as possible after the relevant facts have come to his or her knowledge, that he or she has an interest;
 - (ii) the disclosure is to be recorded in the minutes of the meeting; and
 - (iii) the member must not subsequently be present during any consideration or discussion of, and may not vote on any determination of, the matter.
- (c) A member must not disclose any information acquired by virtue of the exercise or performance of any function under this Act unless the disclosure is made in connection with the carrying out of this Act or under a legal duty.
- (d) A member must not make use of any information acquired by virtue of the exercise or performance of his or her functions to gain, directly or indirectly, an improper advantage for himself or herself or to cause detriment to any person.
- (e) A member who commits a breach of any provision of this section
 - (i) is liable to the Crown for any profit made by him or her as a result of the breach of that provision; and
 - (ii) commits an offence and is liable to a fine of \$10 000.

Good governance principles also require Board Members to:

- keep confidential, information received in the course of the exercise of their duties, including information pertaining to Ministerial business; such information remains the property of the Board and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law;
- read all presented information prior to meetings and undertake diligent analysis of all proposals placed before the Board;
- not make improper use of information acquired as Board Members;
- not disclose non-public information except where disclosure is authorised or legally mandated;
- not take improper advantage of the position of Board Member or use the position for personal gain;
- be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- make reasonable enquiries to ensure that the Board is operating efficiently, effectively and legally, towards achieving its goals;

- not engage in conduct likely to bring discredit upon the Board;
- encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who, in good faith, report violations;
- not represent any particular lobby group position on matters dealt with by the Board, but use their expertise to contribute to effective Board outcomes; and
- to comply with the spirit of the principles of this Charter.

(Adapted from the Australian Institute of Company Directors Code of Conduct and the ASX Corporate Governance Council's Principles of Good Corporate Governance)

3.2 Expectations of Board Members in Board Process

It is expected that Board Members 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. This includes, but is not be limited to:

- behaving in a manner consistent with the letter and spirit of this charter;
- acting in a businesslike manner;
- addressing issues in a confident, firm and friendly manner;
- preparing thoroughly for each Board meeting;
- using judgment, commonsense and tact when discussing issues;
- minimising irrelevant conversation and remarks;
- directing comments through the chairperson;
- ensuring that others are given a reasonable opportunity to put forward their views;
- refraining from interruption or interjection when a speaker has the floor; and
- being particularly attentive to any request or direction from the Chairperson that aims to ensure the orderly and good-spirited conduct of the meeting.

Board Members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Board, and cast their vote on any resolution according to their own judgment.

Outside the boardroom, Board Members support the letter and spirit of Board decisions in any discussions with stakeholders including any shareholders, special interest groups, staff, suppliers and any other parties.

Board Members keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Board Member in the course of the exercise of the Board Member's duties remains the property of the Board and is not to be discussed outside the boardroom. It is improper to disclose it, or allow it to be disclosed without appropriate authorisation.

3.3 Conflict of Interest

Board Members must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Board Member and the interests of the Board. On appointment, Board Members will have an opportunity to declare any such interests and they will be entered into the Board's Register of Ongoing Conflicts of Interest.

Board Members should update this disclosure by notifying the PLBU General Manager in writing as soon as they become aware of any conflicts. Board Members are also expected to indicate to the Chairperson any actual or potential conflict of interest situation as soon as it arises.

To ensure Board Members have an opportunity to disclose new conflicts of interest, the first agenda item for each Board meeting will be the disclosure of any conflicts of interest.

A Board Member must absent himself or herself from the room when discussion and voting occur on matters to which any personal conflict relates. The entry and exit of the Board Member concerned will be minuted by the PLBU Executive Assistant.

Board Members do not have to absent themselves when either:

- a. conflict of interest relates to an interest common to all Board Members or the pastoral industry as a whole, or
- b. the Board passes a resolution that identifies the Board Member, the nature and extent of the Board Member's interest and clearly states that the other Board Members are satisfied that the interest should not disqualify the Member concerned from discussion and/or voting on the matter.

3.4 Emergency Contact Procedures

As there is the occasional need for urgent decisions, Board Members should leave with the General Manager any contact details, either for themselves or for a person who knows their location, so that all Board Members can be contacted within 24 hours in cases of a written resolution or other business.

4. THE ROLE OF THE CHAIRPERSON

The Chairperson's role is a key one within the Board. The Chairperson is considered the "lead" Board Member and utilises his/her experience, skills and leadership abilities to facilitate the governance processes.

There are two main aspects to the Chairperson's role. They are the Chairperson's role within the boardroom and the Chairperson's role outside the boardroom.

4.1 Inside the Boardroom

Inside the boardroom the role of the Chairperson is to:

1. Establish the agenda for Board meetings in consultation with the General Manager;
2. Chair Board meetings;
3. Be clear on what the Board has to achieve, both in the long and short term;
4. Provide guidance to other Board Members about what is expected of them;
5. Ensure that Board meetings are effective in that:
 - the right matters are considered during the meeting (for example, strategic and important issues);
 - matters are considered carefully and thoroughly;
 - all Board Members are given the opportunity to effectively contribute; and
 - the Board comes to clear decisions and resolutions are noted;

6. Brief all Board Members in relation to matters attended to between meetings including representation of the Board at functions, and correspondence with the Minister;
7. Ensure that the decisions of the Board are implemented properly;
8. Ensure that the Board behaves in accordance with its Code of Conduct; and
9. Commence the annual process of Board performance review.

4.2 Outside the Boardroom

Outside the boardroom the role of the Chairperson is to:

1. In conjunction with the General Manager, undertake appropriate public relations activities as required;
2. Be the major point of contact between the Board and the General Manager;
3. Be kept fully informed of current events by the General Manager on all matters which may be of interest to Board Members;
4. Regularly review with the General Manager, and such other senior officers as the General Manager recommends, progress on important initiatives and significant issues facing the Board; and
5. As requested, provide updates to the Minister on key issues.

5. THE ROLE OF THE PASTORAL LAND BUSINESS UNIT

The Pastoral Land Business Unit (PLBU) is a business unit within the Department for Planning and Infrastructure (DPI). and the PLBU is responsible for advising the Minister and DPI's Executive, supporting the Board and administering the State's pastoral leases, under direction from the Board. The PLBU also provides governance support to the Board.

The PLBU operates closely with DPI's State Land Services Business Unit in administering crown land under the *Land Administration Act 1997*. Where land administration activities exceed the delegated authority of the PLBU, these are handled by State Land Services.

The PLBU has four key outcomes aligned with DPI's strategic outcome of 'Accessibility to serviced land'. These are:

PLBU Outcome 1. Land administration mechanisms that facilitate economic viability and ecological sustainability of pastoral leases.

- Effective management of lease and pastoral land transactions.
- Support of the Pastoral Lands Board and Rangelands Council.
- Facilitate whole-of-government and industry participation.

PLBU Outcome 2. Pastoral lessees that meet established standards.

- Raising awareness of the legal obligations of pastoral lessees.
- Ensuring compliance with legal obligations.
- Appropriate use of pastoral leases that is consistent with current recommended practice.

PLBU Outcome 3 Aboriginal pastoralism that fosters social, cultural and economic benefits for Aboriginal people.

- Integration of land administration and capacity building activities.
- Facilitate and coordinate whole-of-government approaches.

PLBU Outcome 4. Pastoral industry challenges are readily identified and addressed.

- A sound and well informed understanding of the pastoral industry.
- Coordinated strategic direction for rangelands management.

6. THE ROLE OF THE GENERAL MANAGER

The PLBU General Manager has two masters – the Minister for Lands (through the Department for Planning and Infrastructure (DPI) Executive) and the Board.

The General Manager's primary objective is the ecologically sustainable management of pastoral leases in WA consistent with the provisions of the *Land Administration Act 1997*, the directions of the Minister and the directions of the Board.

The General Manager will manage the PLBU team to ensure the Board objectives are achieved.

The General Manager's specific responsibilities will include:

- Develop, in conjunction with the Board and the Executive Officer, short, medium and long term strategies and planning to achieve the Board's vision and overall business objectives;
- Preparation and implementation of business plans consistent with the above including a Program of work agreed with the Board to be delivered on behalf of the Board;
- Reporting/presenting to the Board on current and future initiatives;
- Establish and maintain effective and positive relationships with the Minister, staff members, Board Members, customers, suppliers and other government and business liaisons;
- Undertake the role of key media contact to determine in consultation with the Chairperson appropriate media management;
- Make recommendations to the Board in relation to a range of organisational issues including delegations of authority and initiatives to support the Board in maintaining a strategic focus;
- Ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- Ensure appropriate risk management practices and policies are in place; and
- Initiate all Board governance activities

PART B – BOARD PROCESSES

7. BOARD MEETINGS

Board meetings are a fundamental component of governance processes. Each Board meeting is critical, as it is the main opportunity for Board Members to:

- discuss policy and strategy
- obtain and exchange information with the PLBU and other relevant parties;
- obtain and exchange information with each other; and
- make decisions.

The Board meeting agenda is equally as important because it shapes the information flow and subsequent discussion.

7.1 Meeting Frequency

The Board determines the frequency and duration of its meetings required to meet its statutory obligations, however the current frequency is every six weeks with exception over the December to February period where it is difficult for all Board members to be available.

A combination of face-to-face and teleconference meetings is used with every second meeting occurring in person. This is undertaken given the location of Board members across Western Australia.

If required, out-of-session Board meetings can occur by teleconference.

7.2 Meeting Cycle

To assist the smooth running of Board processes, the Board has adopted an indicative meeting cycle as follows. The indicative cycle gives Board Members seven days to review the agenda and Board papers to save valuable time at meetings by being prepared for discussions and allowing them to seek clarification or further information in advance on ambiguous items.

Under normal circumstances, Board meetings shall follow this cycle:

ITEM	WORKING DAYS
Draft agenda prepared by the Board Chairperson in consultation with the PLBU General Manager	-20
PLBU Executive Officer updates outstanding actions arising from the previous meeting	-20
All Agenda papers to be received at the PLBU by COB	-15
General Manager reviews the proposed agenda with the Chairperson	-13
Board papers and agenda are finalised	-12

All Board papers are circulated to Board Members	-12
Late items (if approved) are forwarded to Board Members by electronic mail with hard copies printed for the meeting	-5
Board meeting	0
Draft minutes sent to Board Members	3
Minutes reviewed and comments sent to PLBU Executive Officer by Board Members	6
Actions commence implementation	8

All days indicated are calculated in relation to the Board meeting day (day zero).

7.3 Conduct of Meeting

The Chairperson will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Chairperson will:

- ensure that all members are heard;
- retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
- take care that the decisions are properly understood and well recorded; and
- ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

In the absence of the Chairperson, a Chairperson shall be appointed or elected by those Board Members present at the meeting.

7.4 Quorum and Voting at Meetings

At a meeting of the Board, five (5) members constitute a quorum; and if the chairperson is absent, the members present are to appoint one of their number to preside at the meeting.

In order for a decision of the Board to be valid, a quorum of Board Members must be present.

Wherever possible, a consensus approach to decision making will be taken. Where consensus is not possible, decisions will be made by a majority vote of the Board. For the avoidance of doubt, the Chairperson will not have a second or casting vote in cases where voting is not able to achieve an outcome.

7.5 Out of Session Meeting

Where the Chairperson of the Board believes a matter requiring the exercise by the Board of a statutory power or function needs to be determined or dealt with as a matter of urgency and can not wait until the next scheduled Board meeting, the Chairperson may request the Executive Assistant to prepare an Out of Session briefing note to be faxed, emailed or otherwise forwarded to each member of the Board (Attachment A).

Before the Out of Session briefing note is to be sent to members of the Board, the Chairperson will ascertain that a quorum of members is available to deal with a matter. Where a member has given prior notice to the Chairperson of his/her unavailability then the briefing note may be sent to the member's deputy instead.

The briefing note, and any further material that the Chairperson considers is necessary, will contain such information that is required to enable members to determine the matter, including where appropriate a recommendation.

Members will then indicate their decision or advice by the date specified by fax, email or otherwise to the Executive Assistant, who will record the note on the appropriate file.

Where appropriate the Chairperson will request the Executive Assistant to convene a teleconference of members to discuss the matter.

The matter will be determined by a decision of a majority of members forming a quorum and will be actioned by the Executive Assistant upon receipt of the required number of briefing notes bearing the required approval or decision.

Instead of dealing with a matter referred to them at an Out of Session meeting the majority of members may elect to defer consideration of the matter to the next scheduled meeting of the Board or some other specified time.

Out of Session briefing notes bearing members decisions or approvals will be placed on the agenda of the next Board meeting to allow formal passing of the resolution. The minutes will note that the decision was taken or approval granted at an Out of Session meeting of the Board and record the date and names of those members who participated in the meeting.

For extremely urgent matters, the Chairperson, General Manager and the Minister may meet and determine any appropriate action to be taken. Such matters will be placed on the agenda of the next Board meeting and the minutes will note the action taken as well as recording the date and names of those participating in the decision.

8. BOARD MEETING AGENDA

8.1 Agenda Content

An agenda will be prepared for each Board meeting. The standard agenda used at Board meetings is shown at Attachment B.

8.2 Agenda Preparation

The PLBU Executive Officer, in consultation with the Chairperson, is responsible for preparing an agenda for each Board meeting. However, any Board Member may request items to be added to the agenda for upcoming meetings. The PLBU Executive Assistant circulates the agenda to all Board Members with the Board papers at least seven days prior to the meeting.

9. BOARD PAPERS

9.1 Preparation and Circulation of Board Papers

The Executive Officer is responsible for the preparation and circulation of Board papers. The General Manager is accountable for this action occurring.

A Board Paper Summary Sheet will accompany all Board papers using the standard shown at Attachment C. This ensures that sufficient information is prepared to assist the Board in its decision making.

The Board papers will be circulated to Board Members prior to the Board meeting. If a Board paper relates to a matter in which there is a known conflict of interest with a particular Board Member, then the PLBU General Manager is to advise the Chairperson. The Chairperson is required to determine if the conflict of issue warrants the removal of an agenda paper from the Board package of the member with a potential conflict of interest and advise the PLBU General Manager of the decision.

9.2 Retention of Board Papers

The PLBU Executive Officer maintains a complete set of Board papers at the PLBU's offices. However, individual Board Members may retain their own Board papers in a secure location.

10. BOARD MINUTES

Minutes are to be a concise summary of the matters discussed at a Board Meeting. Minutes will contain a brief reference to relevant Board papers tabled plus any official resolutions adopted by Board Members. All decisions will be recorded in the minutes by means of a formal resolution.

11. BOARD CALENDAR

In order to provide an even distribution of work over each financial year, the Board will adopt a yearly program of work. Included will be all scheduled Board meetings as well as major Board activities, such as:

- Review of delegation and signing authorities;
- Strategic planning;
- Risk management;
- Communication Strategy – to the Minister and pastoral industry
- Governance Charter review;
- Board and Member development;
- Business Unit performance review; and
- Board performance review.

The Board calendar will be created by Members and approved prior to the start of each calendar year.

12. COMMITTEES

The Board can delegate to a committee of the Board specified activities to provide more detailed oversight as required. Where a committee is established, a charter will be developed clearly stating its accountability and limits to authority.

As a principle, Board Committees will not have decision making ability. They will investigate or monitor issues and provide recommendations to the full Board for decision.

PART C – KEY BOARD FUNCTIONS

13. STRATEGY

Each year the Board will review, develop and approve the strategic plan for the Board and endorse the Program of work prepared to progress the strategy and captured within the PLBU business plan. Any disjunct between the Board Strategy and the PLBU business plan will be resolved by the Chairperson and the General Manager.

14. MONITORING

Another essential function of the Board is to monitor its own and the performance of the PLBU in delivering any agreed outcomes. The PLBU will engage with the Board during the development of annual business plans to ensure an agreed 'Program of work' to be delivered on behalf of the Board is incorporated into the business plans. When captured in the business plan, the Program can be measured by both the Board and DPI in monitoring the PLBU's overall operational performance.

With this general principle in mind, the Board will monitor non-financial Key Performance Indicators (KPI's) through Board reporting and Board meeting discussions. Relevant KPI's will be nominated in PLBU business plans to monitor performance in the areas of:

- Lease compliance; and
- Lease condition.

These may be expanded subject to the decision regarding the future strategies of the Board.

15. COMPLIANCE

The Board is responsible to ensure that it complies with its Board charter under Part 7 of the LAA and that WA pastoral leases are managed within legislative requirements and policy guidelines. Compliance monitoring should focus around these two areas.

16. RISK MANAGEMENT

Risk management is a complex and critical component of the Board's governance, and the Board monitors key areas of risk regularly.

The General Manager is charged with implementing appropriate risk systems within the Board and the PLBU. Aspects of this process may be delegated.

The risk management system is based on the Australian Standard *AS/NZS4360:2004*.

The Board is responsible for identifying the risks that may impact the Board's ability to achieve its objectives and monitoring these risks over time.

Risk management is considered a key governance and management process.

It is not an exercise merely to ensure regulatory compliance. Therefore, the primary objectives of the risk management system at the Board are to ensure:

- all major sources of potential opportunity for and harm to Board and its objectives

(both existing and potential) are identified, analysed and treated appropriately;

- regulatory compliance and integrity in reporting is achieved; and
- PLBU management, the Board, DPI and the Minister understand the risk profile of the Board.

17. CONTACTS AND ADVISORY ROLE

17.1 General Manager Advisory Role

It is recognised that a key directorial duty is providing a sounding board for General Manager ideas and challenges. Recognising that the General Manager-Board relationship is critical to effective corporate governance, Board Members should provide frank and honest advice to the General Manager. It is expected that the Chairperson will play a key part of this role and will maintain regular contact with the General Manager.

All advice should be constructive in nature and provided in a positive, non-personal manner.

17.2 Protocol for Interaction with Third Parties

1. 17.2.1 Media Contact and Comment

The Board has designated that the General Manager will be the key media contact for Board matters, and in consultation with the Chairperson will determine appropriate media management strategies. All media enquiries will be dealt with in conjunction with Department Communications Unit to ensure alignment with guidelines from the Minister's office.

2. 17.2.1 External Communications

The General Manager or the Chairperson may from time to time address interested third parties in the work of the Board. The nominated spokesperson will be considered by the General Manager and Chairperson on a case by case basis. This communication should be consistent, professional and accurate.

17.3 Hospitality and Gifts

Board Members will not solicit nor accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Board Members' conduct in representing the Board or place them under an actual or perceived financial or moral obligation to other organisations or individuals. In the event that hospitality or gifts are accepted by Board Members inadvertently, Members are to notify the Chairperson so that this can be recorded on a gift register to be maintained by the PLBU Executive Officer.

18. DELEGATIONS OF AUTHORITY

18.1 General Delegations

With respect to delegations, Part 7 of the LAA is structured as follows:

- Various powers and functions are given to the Board by the LAA - some of these are only advisory to the Minister, and some are exercisable by the Board in its own right. Board Procedure 001 details the functions and powers given to the Board

under the LAA;

- Various powers and functions are also given to the Minister by the LAA - the exercise of some of these functions and powers have been delegated to the General Manager and other officers of the PLBU by formal delegation instrument under the LAA. Board Procedure 002 details the functions and powers of the Minister that have been delegated to PLBU officers.

Decisions of the Board, especially where it is exercising a power under the LAA in its own right (e.g. issue of permits) need to be given effect. As the Board does not have a specific power of delegation under the LAA, the Board gives authority by formal resolution to the Chairperson, the General Manager and other officers of the PLBU to implement the Board's decisions.

A copy of the delegations described above are shown at Attachment D.

18.2 Chairperson / General Manager Annual Review

As part of the Board performance review process, the Chairperson and General Manager will meet to formally review the delegations of authority and Matters Reserved for the Board. This review is intended to update the delegations to reflect the development of the Board and PLBU, and provides an opportunity for the Chairperson and General Manager to discuss the areas of Board and PLBU operation that are working well and those that need additional focus.

The Chairperson then provides this feedback to the Board as part of the Board Performance Review Process.

18.3 Board Decision Register

A register of Board decisions will be maintained for easy reference of Board Members and PLBU staff.

This will be maintained by the Executive Officer and a copy provided to the Board Members every six months. An updated copy of the register will be available at every Board meeting for reference.

PART D – CONTINUING IMPROVEMENT

19. BOARD MEMBER PROTECTION

The LAA offers protection from liability to members (*Source: s.100 of the Land Administration Act 1997*):

- (f) An action in tort does not lie against a member of the Board for anything that the member has done in good faith in the exercise or performance, or purported exercise or performance, of a function under this Part.
- (g) The protection given by this section applies even if the thing done in the performance or purported performance of a function under this Act might have been capable of being done if this Part had not been enacted.
- (h) This section does not relieve the Crown of any liability that it might have for the doing of anything by a member of the Board.
- (i) In this section, a reference to the doing of anything includes a reference to the omission to do anything.

19.1 Information Seeking Protocol

Board Members will adhere to the following protocol when seeking information:

1. approach the General Manager to request the required data;
2. if the data is not forthcoming, approach the Chairperson; and
3. if the information is still not forthcoming, request the matter be recorded in the Minutes of the next meeting.

20. BOARD PERFORMANCE REVIEW

20.1 Review Process

The Board considers the review of its own performance as fundamental to establishing a culture of performance and accountability. The Board is committed to annual reviews of performance as a minimum with the focus being on performance improvement and performance recognition.

20.2 Board Review

The Board undertakes an annual review of Board performance in May or June. This review is based on Board Members views of individual and collective performance against a range of pre-agreed criteria. Individual Board Member reviews are designed for personal reflection and remain confidential to the Board Member; however Board Member comments in relation to performance of the Board as a whole will be aggregated for consideration by the Board.

The emphasis of the review is on improving the effectiveness and efficiency of the group in achieving its goals and fulfilling its statutory obligations.

The Board considers the outcome of the review in a dedicated meeting and develops a series of actions and goals to guide improvement.

The base Board Performance Review questionnaire is shown at Attachment E.

21. BOARD MEMBER REMUNERATION

21.1 Fees

Remuneration of Board Members is determined by the Minister on the recommendation of the Minister for Public Sector Management.

Fees will be reviewed regularly to ensure Board members are adequately remunerated for their services.

21.2 Expense Reimbursement

Board Members are paid travel allowance in accordance with WA government guidelines.

Accommodation, meals and out of pocket expenses incurred on Board related business (and agreed in advance) will be reimbursed at public service rates or booked and paid directly by the Department.

22. BOARD MEMBER DEVELOPMENT

The Board is committed to the continuing development of its Board Members. In line with this commitment, the General Manager will organise appropriate governance training for new members upon appointment and in consultation with the Chairperson will develop appropriate annual refresher training on governance matters for the Board.

23. BOARD MEMBER APPOINTMENT

When a new Board Member is appointed by the Minister, a letter of appointment will be sent to him/her to be signed prior to joining the Board. This letter outlines the roles and responsibilities of the Board and its Members and asks them to sign their acceptance of compliance to the Board Charter.

A standard letter of appointment is shown at Attachment F.

24. BOARD MEMBER INDUCTION

New Board Members will undergo an induction process in which they will be given a full briefing on the Board. This will include meetings with key staff and the Chairperson, an induction package and presentations.

Information conveyed to the new Member will include:

- current policies and programs;
- formal policies on Board Member appointment as well as conduct and contribution expectations;
- copy of the *Land Administration Act 1997*;
- an analysis of the Board's role, power and functions and limitations;
- a copy of the Board Governance Charter;
- A copy of the minutes from the last three meetings;

- a synopsis of the current strategic direction of the Board including a copy of the current strategic plan, business plan and annual budget;
- details of past, recent and likely future developments relating to the Board including any anticipated regulatory changes;
- background information on and contact information for key people in the organisation including an outline of their roles and capabilities; and
- provide corporate governance training by an accredited provider (e.g. Australian Institute of Company Directors) at the earliest opportunity with all costs met by PLBU.

PASTORAL LANDS BOARD

**ATTACHMENT A - OUT-OF-SESSION BOARD
DECISION SHEET**

ITEM: [insert]
DATE: [insert]

REFER SUPPORTING DOCUMENTS:

[insert]

RECOMMENDATIONS

1. [insert]
2. [insert]
3. [insert]

BOARD MEMBER DECISION:

I **approve** the recommendation(s) as put *(please place cross)*

I **do not approve** the recommendation(s) *(please place cross)*

Signature: _____

Name: _____

**To be faxed back to the Pastoral Land Business Unit on (08) 9347 5009,
by [insert date here – day month year], by [insert time here – am or pm].**

Final decision based on majority of member responses by the date and time required, within the quorum required under the *LAA 1997 Div.7*.

For enquiries on this Out-of-Session decision point, please contact:

[insert PLBU officer here and position]
[insert contact phone and mobile numbers here]



Pastoral Lands Board

of Western Australia



ATTACHMENT B – STANDARD AGENDA

For

(Date, time and venue)

-
1. **OPEN MEETING**
 2. **APOLOGIES**
 3. **DECLARATION OF CONFLICT OF INTEREST**
 4. **MINUTES OF PREVIOUS MEETING**
 5. **OUTSTANDING ACTIONS FROM PREVIOUS MEETINGS**
(Incorporates Policy & Operational Actions)
 6. **CHAIRPERSON REPORT**
 7. **GENERAL MANAGER REPORT**
 8. **ITEMS FOR DECISION**
(Any issue that requires a decision by the Board and is supported by a board paper)
 9. **ITEMS FOR DISCUSSION**
(Includes any issue that needs to be discussed by the Board but a resolution has not been prepared in advance)
 10. **ITEMS FOR NOTING**
(Includes list of pastoral leases where RCR requires no action)
 11. **GENERAL BUSINESS**
 12. **NEXT MEETING**

ATTACHMENT C – EXAMPLE AGENDA PAPER

Pastoral Lands Board	MEETING DATE	[Date]
	AUTHOR	[PLBU position]
AGENDA PAPER	AGENDA ITEM:	[Number]

[Insert Title]

PURPOSE

[Brief summary statement]

ATTACHMENTS

1. [List as appropriate]

PREVIOUS BOARD DECISIONS OF RELEVANCE

1. [List as appropriate - meeting date and item number]

BACKGROUND

[Location information - from latest RCA] [Background already known]

ISSUE

[Details of this issue]

RECOMMENDATIONS

That the Board:

Notes

1. [Use for information only]

Approves

2. [Use for Directives]

Endorses

3. [Use for endorsement - see guidelines]

[DATE]

FOR INFORMATION / DECISION (Delete whichever not applicable)

File Reference: [File Number]
 Action Officer: [Officer Name]

ATTACHMENT D – DELEGATIONS SCHEDULE

Pastoral Lands Board
 Procedure No. 1

Delegations via the Land Administration Act and the Minister to the
 Pastoral Lands Board

Section	Provision
95	Functions of the Board
96	Minister may give directions
98	Procedure of the Board
99	Particular duties of members
100	Protection from liability
101(5a)	Board satisfaction that the land under lease will be capable of economic viability
103	Including terms in pastoral leases (processing powers only)
107	Development and maintenance of improvements
108	Management of land under a pastoral lease
109	Clearing of pastoral land
111	Stocking of a pastoral lease
112(3)	Reduction of rent in proportion to the reduction of stock
113	Annual returns
117	Permits not to be issued unless environmental conservation requirements satisfied
118	Permits to clear land
119	Permits to sow non-indigenous pastures
120	Permits for agricultural uses of a land under lease
121	Permits for use of land under a lease for tourism
122	Permits for non-pastoral use of enclosed or improved land
122A	Permits to keep or sell prohibited stock
123(2)	Consultation concerning the economic state of the pastoral industry
124	Rent may be varied if a permit is issued
128	Postponing or reducing rent payment due to disaster (processing powers only)
129	Signing and issuing default notices on behalf of the Pastoral Board
131(c)	Minister may issue forfeiture notice if lessee has failed to comply with a condition set or determination made by the Board
133	Abandonment of a pastoral lease

134(4)	Minister must not approve transfer of pastoral lease unless Board is satisfied that conditions are met
137	Commissioner and Board to exchange information
138	Commissioner to notify Board of certain soil conservation notices
139	Investigation of compliance with conditions of lease
140(2)	Minister to request written advice from the Board on whether the lessee should be offered a renewal of the lease
141(1)	Minister may by order provide that any boundary between land under 2 pastoral leases is changed in the way specified in the order
142	Ordering amalgamation of leases (processing powers only)

Pastoral Lands Board
Procedure No. 2

Delegations via the *Land Administration Act 1997*, the Minister or
the Pastoral Lands Board to the Pastoral Land Business Unit

Section	Provision
10	General powers to deal in land
10 (4)	Extinguishing interests with consent of interest holder
13	Ministerial Orders
18	Approving all transactions or documents referred to in Section 18
64	Declaring a public access route (processing powers only)
65	Signposting a public access route
67	Closing public access routes and erecting barriers (processing powers only)
68	Providing traffic grids on public access routes
81	Accepting surrenders of leases and varying continuing interests
91	General powers for licences or profits a prendre
101	Granting pastoral leases (processing powers only)
102	Advertising offers (etc.) of pastoral leases
103	Including terms in pastoral leases (processing powers only)
118-122	Signing and issuing permits on behalf of the Pastoral Board
128	Postponing or reducing rent payment due to disaster (processing powers only)
129	Signing and issuing default notices on behalf of the Pastoral Board
131	Forfeiting pastoral leases (processing power only)
133 (2)(3)	Receiving appeals and extending period in relation to management of abandoned pastoral leases (processing powers only)
134	Approving transfers and mortgages of interests in pastoral leases
136	Approving grants or transfers which would result in a person holding pastoral lands in excess of 500,000 hectares (processing powers only)
141	Adjustment or rationalisation of boundaries of leases (processing powers only)
142	Ordering amalgamation of leases (processing powers only)
142A	Creation of pastoral business units
260	Determining improvements were bona fide for improving Crown land

261	Permitting insolvent under administration persons and companies under listed forms of administration to sell interests
262	Approving representatives of dead or incapable persons to hold their interests
267(2)	Permitting certain activities on Crown land
267(8)	Initiating court action to recover costs in relation to offences on Crown land (processing powers only)
270(2)(3)(4)	Giving notice directing removal of structures (processing powers only)

ATTACHMENT E – Example Board Performance Review

PASTORAL LANDS BOARD

The Pastoral Lands Board reviews its performance annually and is focused on the principles of constructive feedback and continuous improvement.

The objectives of the review are to:

- Improve the effectiveness of Board meetings and the governance process;
- Assess whether the Board is meeting its governance responsibilities;
- Strengthen relationships between Board members; and
- Identify areas of improvement within the Board and between the Board and other key parties such as PLBU, DPI and pastoral leaseholders.

The Review process focuses on three key areas:

1. Effective Performance – a review of how well the Board fulfils its key functions.
2. Efficient Performance – a review of how efficiently the Board operates.
3. Ethical Performance – a review of how ethically the Board behaves.

The Review is divided into two parts:

1. **Board Assessment** - a Board Performance Review Questionnaire which is completed by each Board member to record their views on the Board's overall performance over the past twelve months. The responses are collated and used to guide a discussion among the Board members on possible areas of improvement.
2. **Member Assessment** – a Member Performance Review Questionnaire which is completed by each Board member to record their views of their own performance over the past twelve months. This questionnaire is retained by the Board member for their own information as an aid to their own personal performance improvement plan.

Board Performance Review Questionnaire

EFFECTIVE PERFORMANCE <i>How do you rate the Board on the following:</i>	Consistently performs well in this area	Could improve in this area	Does not consistently perform well in this area	Elaborate on improvement required
The Board has the right mix of skills and experience to adequately fulfil its role				
The Board has a clear and united understanding of its governance role and the interface with the role of management				
The Board develops and oversees the strategic direction of Board				
The Board devotes sufficient time and focus to strategic issues rather than operational issues				
The Board monitors the risk profile of Board and reviews its risk profile at least annually				
The Board is satisfied that an appropriate system is used throughout Board to manage its risks				
The Board ensures an appropriate policy framework is in place to support the Board				
The Board is satisfied that Board uses an appropriate compliance system to ensure that the business complies with key requirements				
The Board monitors closely the performance of the PLBU in achieving the Board objectives				

Board Performance Review Questionnaire

EFFECTIVE PERFORMANCE (cont) <i>How do you rate the Board on the following:</i>	Consistently performs well in this area	Could improve in this area	Does not consistently perform well in this area	Elaborate on improvement required
The Board has adequate KPI's to guide the success of the Board				
The Board supports and guides the efforts of the General Manager in achieving the business' objectives				
The board proactively communicates with its stakeholders				
What are the three most significant achievements of the Board over the past twelve months?	<ol style="list-style-type: none"> 1. 2. 3. 			
What do you want the Board to achieve over the next twelve months?	<ol style="list-style-type: none"> 1. 2. 3. 			
Do you have any other comments on the Board's effectiveness?				

Board Performance Review Questionnaire

EFFICIENT PERFORMANCE <i>How do you rate the Board on the following:</i>	Consistently performs well in this area	Could improve in this area	Does not consistently perform well in this area	Elaborate on improvement required
The Board demonstrates care and due diligence in its decision making				
The Board agenda facilitates good time management				
The Board agenda ensures we focus on the most important issues				
Board minutes accurately reflect decisions of the Board				
Board papers are satisfactory to support the Board in its decision making				
The Board meetings are chaired efficiently and effectively				
The Board strives for unanimous decision making				
Sufficient time is provided for the views of all Board members to be heard				
The Board promptly responds to requests from the Minister, DPI and/or the General Manager				
Do you have any other comments on the Board's efficiency?				

Board Performance Review Questionnaire

ETHICAL PERFORMANCE <i>How do you rate the Board on the following:</i>	Consistently performs well in this area	Could improve in this area	Does not consistently perform well in this area	Elaborate on improvement required
The Board operates in accordance with its code of conduct				
The Board operates in good faith in its dealings with pastoral leaseholders, industry groups, staff and other relevant third parties				
The Board identifies and protects confidential information				
Conflicts of interest are managed using the agreed protocol at all times				
Board decisions are made according to what is in the best interests of Board as a whole				
The Board leads by example in its behaviour				
Do you have any other comments on the Board's ethical behaviour?				

EFFECTIVE PERFORMANCE <i>How do you rate yourself on the following:</i>	I consistently perform well in this area	I could improve in this area	I do not consistently perform well in this area	Elaborate on improvement required
I understand and can clearly articulate the strategy of the Board				
I understand and can clearly articulate the key risks to the Board				
I positively contribute to the performance monitoring of the Board				
I understand the reports that are submitted to the Board				
I support and guide the efforts of the General Manager in achieving the objectives of the business				
I proactively support the Board's communication efforts				
What are my three most significant achievements on the Board over the past twelve months?	<ol style="list-style-type: none"> 1. 2. 3. 			
What do I want to achieve on the Board over the next twelve months?	<ol style="list-style-type: none"> 1. 2. 3. 			
Over the next twelve months, I would like to improve my performance in this area by focusing on:				

EFFICIENT PERFORMANCE <i>How do you rate yourself on the following:</i>	I consistently perform well in this area	I could improve in this area	I do not consistently perform well in this area	Elaborate on improvement required
I attend all Board meetings				
I come fully prepared to Board meetings including reading of all Board papers				
I am prepared to constructively participate at Board meetings				
I am willing to volunteer for tasks and responsibilities				
I proactively assist the Board develop solutions to complex issues				
I positively represent Board to external stakeholders				
Over the next twelve months, I would like to improve my performance in this area by focusing on:				

ETHICAL PERFORMANCE <i>How do you rate yourself on the following:</i>	I consistently perform well in this area	I could improve in this area	I do not consistently perform well in this area	Elaborate on improvement required
I am prepared to comply with the Board Governance Charter				
I am mindful of potential conflict of interest and always follow protocol if necessary				
I do not divulge confidential information outside the Board room				
I make decisions in the best interests of Board even when this may not be in the best interests of myself				
I take responsibility for my personal development as a Board Member through education and keeping informed of governance issues				
Over the next twelve months, I would like to improve my performance in this area by focusing on:				

ATTACHMENT F – EXAMPLE STANDARD LETTER OF APPOINTMENT

[Name]

[Address]

Dear [Name],

Re: Appointment as a Board Member to the Pastoral Lands Board

We confirm that you have been appointed as a Board Member to the Pastoral Lands Board by the Minister for Lands for a term of [x] years. To assist you in the fulfilment of your duties and responsibilities as a Board Member, please read the following information and attachments carefully.

Fellow Board Members

Your fellow Board Members are:

- Xx
- Xx
- Xx
- Xx
- Xx
- Xx

Role and responsibilities

The Pastoral Lands Board (Board) is a statutory based, representative Board enacted through the *Land Administration Act 1997*.

The functions of the Board are to:

- (a) advise the Minister on policy relating to the pastoral industry and the administration of pastoral leases;
- (b) administer pastoral leases in accordance with Part 7 of the LAA;
- (c) ensure pastoral leases are managed on an ecologically sustainable basis;
- (d) develop policies to prevent the degradation of rangelands;
- (e) develop policies to rehabilitate degraded or eroded rangelands and to restore their pastoral potential;
- (f) consider applications for the subdivision of pastoral land and make recommendations to the Minister in relation to them;
- (g) establish and evaluate a system of pastoral land monitoring sites;
- (h) monitor the numbers and the effect of stock and feral animals on pastoral land;
- (i) conduct or commission research into any matters that it considers are relevant to the pastoral industry;
- (j) provide such other assistance or advice as the Minister may require in relation to the administration of Part 7 of the LAA; and
- (k) exercise or perform such other functions as it may be given under the LAA or any other Act.

In accordance with the *Land Administration Act 1997*, Board Members must comply with the following:

- (j) A member of the Board must at all times act honestly and diligently in exercising or performing his or her functions under this Part.
- (k) If a matter is before a meeting for consideration and a person present at the meeting has a direct or indirect pecuniary interest in the matter —
 - (i) the member must disclose to the other members present at the meeting, as soon as possible after the relevant facts have come to his or her knowledge, that he or she has an interest;
 - (ii) the disclosure is to be recorded in the minutes of the meeting; and
 - (iii) the member must not subsequently be present during any consideration or discussion of, and may not vote on any determination of, the matter.
- (l) A member must not disclose any information acquired by virtue of the exercise or performance of any function under this Act unless the disclosure is made in connection with the carrying out of this Act or under a legal duty.
- (m) A member must not make use of any information acquired by virtue of the exercise or performance of his or her functions to gain, directly or indirectly, an improper advantage for himself or herself or to cause detriment to any person.
- (n) A member who commits a breach of any provision of this section
 - (i) is liable to the Crown for any profit made by him or her as a result of the breach of that provision; and
 - (ii) commits an offence and is liable to a fine of \$10 000.

Time commitment envisaged

The overall time commitment required from you is expected to be a maximum of two days per month. This includes preparation for, attendance at and contribution to Board meetings and workshops.

It is anticipated that Board meetings will occur every six to eight weeks in two alternating formats:

1. Face-to-face – Operational and Policy development – three to four per year, up to eight hours in duration.
2. Teleconference – Operational – three to four per year, up to three hours in duration.

Remuneration

Remuneration of Board Members is determined by the Minister on the recommendation of the Minister for Public Sector Management. Current remuneration rates are paid sitting fees of \$xxx for a full day and \$xxx for a half day Board attendance. Travel and accommodation costs for meeting attendance are also covered.

Expenses

You will be entitled to reimbursement expenses incurred in relation to your role as Board Member provided you comply with applicable Board policies and procedures regarding submission and approval of expenses.

Indemnity

The LAA offers protection from liability to members (*Source: s.100 of the Land Administration Act 1997*):

- (o) An action in tort does not lie against a member of the Board for anything that the member has done in good faith in the exercise or performance, or purported exercise or performance, of a function under this Part.
- (p) The protection given by this section applies even if the thing done in the performance or purported performance of a function under this Act might have been capable of being done if this Part had not been enacted.
- (q) This section does not relieve the Crown of any liability that it might have for the doing of anything by a member of the Board.
- (r) In this section, a reference to the doing of anything includes a reference to the omission to do anything.

Induction

An induction to the Board will be arranged for you by the Pastoral Lands Business Unit. The General Manager will contact you shortly to arrange an induction package to be sent to you and a suitable time for you to meet the staff.

Board Governance Charter

The manner in which the Board fulfils its functions is detailed in the Board Charter. This is an extremely important document as it guides the behaviour and decision making of the Board. Acceptance of this offer is acceptance that you will comply with Board Charter and represent the Board in a professional manner.

We look forward to your contribution to the success of the Pastoral Lands Board. Should you have any questions regarding your membership of the Board, please do not hesitate to contact me on phone XXXX XXXX or e-mail XXXXX@XXXXXX.

Yours sincerely,

.....

[Name]

Board Chairperson

I agree to the terms contained in this letter.

.....

[Name of new Board Member]

Date: