
Governance Charter

Pastoral Board

December 2019



Government of South Australia

Pastoral Board

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Governance Charter - Pastoral Board of South Australia

December 2019

Prepared by the Pastoral Board of SA with assistance from the Department for Primary Industries and Regions

Adopted by the Pastoral Board on 12 December 2019

Abbreviations

Board	Pastoral Board
Members	Pastoral Board members including deputies
Minister	Minister for Primary Industries and Regional Development
PIRSA	Department of Primary Industries and Regions
PLMC Act	Pastoral Land Management and Conservation Act 1989
SACAT	South Australian Civil and Administrative Tribunal

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 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.
- Collaborate with PIRSA to facilitate effective support for the Board and to assist in maintaining good governance.
- Assist in the induction of new Board members and PIRSA 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.

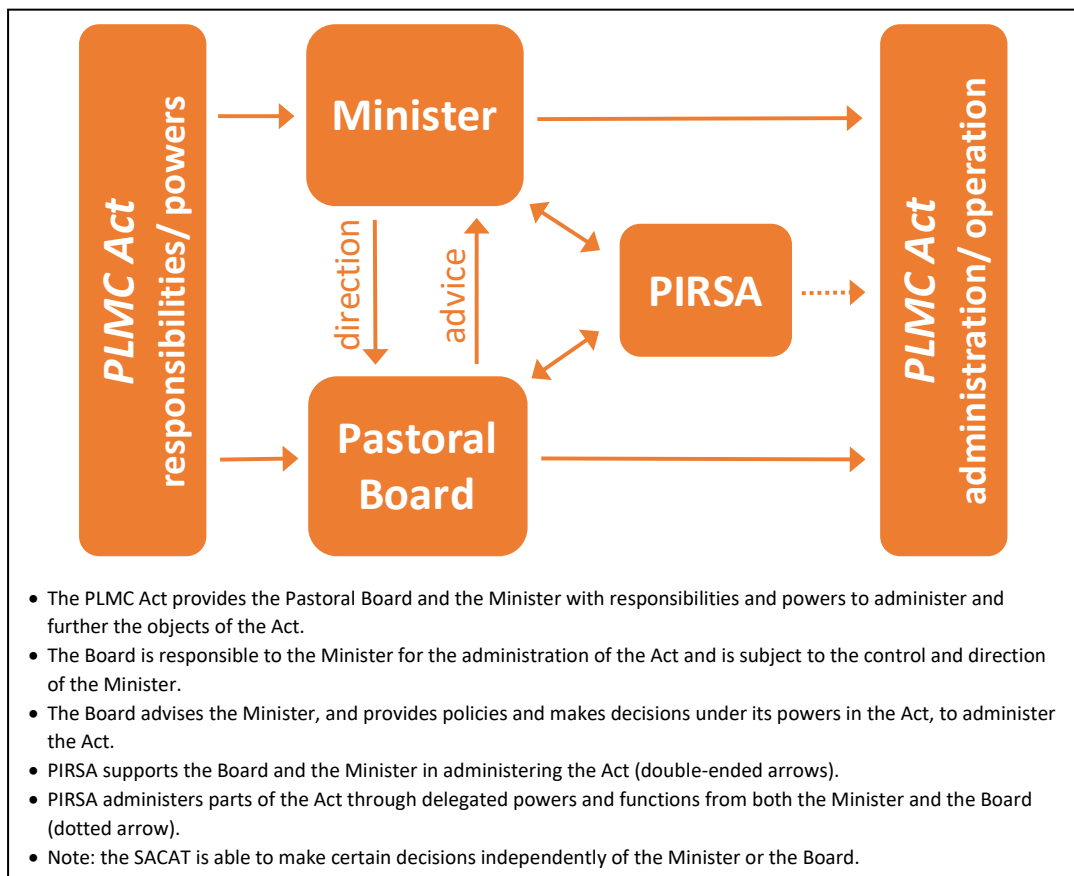
2 LEGISLATIVE CONTEXT

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 PIRSA 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*
- *Landscape South Australia Act 2019*
- *Mining Act 1971*
- *Native Vegetation Act 1991*
- *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 and strategic directions

The Board aims to be future-orientated and forward-looking in its operations, focussing on policy-making and advising the Minister whilst maintaining its regulation and compliance functions, and working with PIRSA to ensure delegated powers are exercised effectively.

Other key aspects of taking a more future-orientated and high performance direction include focusing on leadership, risk management, profile-raising and pastoral industry engagement. The governance approach and procedures as described in 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).

4 RELATIONSHIPS AND COMMUNICATIONS

4.1 State Government

- 4.1.1 PIRSA commits to provide effective support for the Board to perform its functions under the PLMC Act.
- 4.1.2 The usual channel for day-to-day communication between the Board and PIRSA is between the Presiding Member and the Manager Pastoral Unit, or the Executive Officer.
- 4.1.3 The Presiding Member may communicate directly with PIRSA senior executive management, and vice-versa.
- 4.1.4 The Presiding Member may communicate directly with the Minister as required.
- 4.1.5 The Board will provide as necessary an update to the Minister summarising Board activities, matters of risk or other issues.
- 4.1.6 PIRSA staff not directly involved in supporting the Board will generally not communicate directly with Board members.
- 4.1.7 PIRSA will obtain legal advice from the Crown Solicitor's Office on behalf of the Board.

4.2 Pastoral community and industry

- 4.2.1 The usual channel for members of the public or industry to lodge a proposal or matter for the Board's consideration is through the Pastoral Unit, PIRSA.
- 4.2.2 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 5.3).
- 4.2.3 The Board will aim to host regional public forum events each calendar year, to enable pastoralists and other stakeholders to raise issues for Board consideration.

4.3 Other groups and statutory bodies

- 4.3.1 The Board will take account of the views of other groups and statutory bodies, and collaborate on issues as required.
- 4.3.2 The Board may form MOU's with other bodies to formalise relationships and collaborative arrangements, as required.
- 4.3.3 Key groups and other statutory bodies include:
 - Livestock SA
 - Primary Producers SA
 - Conservation Council of SA
 - Native Vegetation Council
 - Landscape 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).

4.4 Media

- 4.4.1 Board media communications will be managed through PIRSA.
- 4.4.2 Board members will not deal with media requests pertaining to Board business, without consultation with PIRSA Media Unit and the Presiding Member.
- 4.4.3 The Presiding Member will approve media releases issued on behalf of the Board.

4.5 Annual reporting

- 4.5.1 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).
- 4.5.2 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.
- 4.5.3 The Board's Annual Report will be made publicly available.

5 BOARD MEMBERS

5.1 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

5.2 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

5.3 Responsibilities and conduct of members

Primary responsibilities

- 5.3.1 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).
- 5.3.2 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.
- 5.3.3 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 duties²:

Care and diligence

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

Good faith and honesty

- 5.3.8 Members have a responsibility to act in good faith in the best interests of the Board and the Minister.
- 5.3.9 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.
- 5.3.10 Members expect that PIRSA will provide all relevant and accurate information on matters under consideration by the Board.
- 5.3.11 Members will act honestly when performing Board duties.

² 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

- 5.3.12 Members will act professionally as Board representatives and will not exercise any powers outside of those specified in the PLMC Act.
- 5.3.13 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.
- 5.3.14 Members will report any corruption, misconduct or maladministration if made aware of such practices.
- 5.3.15 Members will exercise solidarity to the Board and not speak publicly against any Board decisions.

Proper use of information

- 5.3.16 Members will treat all information obtained as a Board member as confidential.
- 5.3.17 Members must not use information obtained as a Board member to gain personal advantage or to assist in gaining advantage for a third party.
- 5.3.18 Members will strive to balance the commitment for transparency with the duty of confidentiality.

Declaration of conflicts of interest

- 5.3.19 Members have a responsibility to openly declare any real or perceived conflict of interest.
- 5.3.20 The Board has a responsibility to disclose conflicts of interests to the Minister.
- 5.3.21 There are three ways in which members may declare a conflict of interest:
 - a) In the pecuniary interests/ conflicts of interests form completed on appointment to the Board;
 - b) At the commencement of a Board meeting;
 - c) At the commencement of any item at a Board meeting.
- 5.3.22 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.
- 5.3.23 When a member declares a conflict of interest or potential conflict, the matter will be discussed with the Presiding Member, and if a conflict or potential conflict is confirmed, then the member 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.
- 5.3.24 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 4.3.23).
- 5.3.25 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 a member appointed by the members present.
- 5.3.26 Members or staff present at meetings may openly question whether a member has a conflict of interest for any matter before the Board.
- 5.3.27 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).

5.4 Additional responsibilities of the Presiding Member

- 5.4.1 The Presiding Member will chair Board meetings.
- 5.4.2 The Presiding Member will provide leadership that ensures good governance of the Board's legal responsibilities and operation.
- 5.4.3 The Presiding Member will approve meeting agendas.

- 5.4.4 The Presiding Member may speak on behalf of the Board in external meetings or public forums.
- 5.4.5 The Presiding Member will approve the Board's media releases and other external communications prior to release.
- 5.4.6 The Presiding Member will ensure effective minute taking and other documentation on Board business.
- 5.4.7 The Presiding Member will ensure active participation and appropriate behaviours by Board members at meetings.
- 5.4.8 The Presiding Member will ensure proper conflict of interest protocols are adhered to.
- 5.4.9 The Presiding Member will need to approve the attendance of non-members at Board meetings (refer 5.3 below).
- 5.4.10 The Presiding Member may perform other duties as requested by the Board, Minister or PIRSA staff.

5.5 Member attendance at meetings

- 5.5.1 Members are expected to participate in all scheduled Board meetings, and will be willing to travel to attend meetings and public forums.
- 5.5.2 Members who cannot attend the meeting will notify the Presiding Member, the Executive Officer and their deputy at the earliest possible time before the next meeting.
- 5.5.3 Deputy Members are expected to attend meetings when their Member is absent.

5.6 Member remuneration

- 5.6.1 The Department of the Premier and Cabinet Circular 16³ covers remuneration for Government Board Members. Meeting fees and expenses are based on determinations made under processes established in accord with Circular 16.
- 5.6.2 Board members are paid sessional fees as specified by the government. As of November 2019, the fee schedule is as follows:
 - Chair: \$258 per 4 hr session + \$64.50 per hr for out of session duties.
 - Members: \$206 per 4 hr session + \$51.50 per hr for out of session duties.
 - Deputy members: \$103 per four hour session for attendance at an induction meeting, a regular meeting (maximum one per year) or an annual strategic planning session whilst the member whom they deputise is present.
 - Where a meeting lasts for between two and four hours, the sessional fee is to be paid in full.
 - Where a meeting lasts for less than two hours, the sessional fee is to be converted into an hourly rate. The hourly rate is then to be paid for each completed or partially completed hour.
 - Where a meeting exceeds four hours duration, the sessional fee is to be paid for the first four hours. The hourly rate is then to be paid for each completed or partially completed hour beyond the fourth.
 - Included in each sessional fee is up to three hours meeting preparation time for which no additional remuneration is payable.
- 5.6.3 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.

³ Remuneration for Government Appointed Part-Time Boards and Committees, Department of the Premier and Cabinet Circular PC016, September 2016.

- 5.6.4 Compulsory employer superannuation contributions are payable by the Government on meeting fees that constitute income.
- 5.6.5 A government employee is not eligible for the payment of meeting fees as a Board member.
- 5.6.6 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).
- 5.6.7 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).
- 5.6.8 Claims for payment of travel reimbursements and accommodation expenses are to be made in accordance with the Commissioner's Determination 3.2⁴.
- 5.6.9 Claims for member meeting fees and travel expenses will be submitted to Shared Services no later than 2 weeks after a meeting.

6 BOARD MEETINGS

6.1 Meeting frequency and location

- 6.1.1 The Board will decide on meeting schedules and locations, including regional meetings and community events.
- 6.1.2 A meeting and events schedule will be set at the commencement of every new Board or new calendar year, and be published on the Board's website.

6.2 Quorum

- 6.2.1 The quorum for the Board meeting, including out of session meetings, 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)

6.3 Non-member attendance at meetings

- 6.3.1 Board meetings will generally be considered closed meetings, without public attendance.
- 6.3.2 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.
- 6.3.3 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).
- 6.3.4 There is standing authorisation for PIRSA staff involved in supporting the Board's operations to attend each Board meeting.
- 6.3.5 Other PIRSA or SA Government staff may attend on approval or invitation from the Presiding Member.

⁴ Determination 3.2 of the Commissioner for Public Sector Employment: Employment conditions – remuneration – allowance and reimbursements, December 2015.

6.4 In-camera meeting sessions

- 6.4.1 The Board may choose to discuss matters privately at any stage during a meeting, without PIRSA staff present.
- 6.4.2 The Board will not make decisions pursuant to the PLMC Act during an in-camera session.

6.5 Chairing

- 6.5.1 The Presiding Member, as appointed by the Minister, will chair Board meetings (Section 12(4) PLMC Act).
- 6.5.2 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).

6.6 Out of session meetings

- 6.6.1 The Board is able to make decisions outside of formal meetings, termed 'out of session' meetings.
- 6.6.2 Out of session meetings may be conducted by telephone or electronic means (Section 15(5a) PLMC Act). PIRSA will generally conduct electronic out of session meetings via the *Objective Connect* internet application; or via email.
- 6.6.3 Out of session meetings may be convened at any time as required by the Presiding Member or PIRSA, however PIRSA will not convene an out of session meeting without first consulting with the Presiding Member.
- 6.6.4 Out of session meetings may be held 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).
- 6.6.5 Members will be informed of an out of session meeting no later than 2 days prior to the meeting occurring.
- 6.6.6 Voting for resolutions in out of session meetings will be as per section 6.7.

6.7 Voting for resolutions

Ordinary meetings

- 6.7.1 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).
- 6.7.2 Each member present at a meeting of the Board has one vote on any question arising for decision (Section 15(4) PLMC Act).
- 6.7.3 If the votes are equal amongst the members, the Chair may exercise a casting vote (Section 15(4) PLMC Act).
- 6.7.4 Wherever possible, the Chair will seek to reach a unanimous or consensus agreement when the Board considers decisions and resolutions. A formal voting process is not required if there is unanimous agreement in a proposed resolution.

- 6.7.5 The normal process for approving resolutions will be as follows:
- 1) After discussion of an item, the Chair asks the Board for a decision and recites the exact wording of the proposed resolution/s (a resolution may be to approve or accept the recommended decisions as worded in the item briefing paper, to approve a modified version of the recommendations, or to approve new recommendations as developed by the Board).
 - 2) A member may 'move' a resolution that the recommended decisions are approved, or the Chair, if satisfied there is unanimous agreement, can recommend that the recommended decisions are approved and state that the resolutions are 'carried' or 'approved', and is recorded as such in the minutes.
 - 3) If the Board's consideration is not unanimous, then the Chair may request further discussion before deciding to vote on the matter.
- 6.7.6 Member names of 'movers' and 'seconders' will not be recorded in the minutes, unless requested by the Presiding Member.
- 6.7.7 If a voting process was undertaken, the number of votes in the affirmative or negative, and the votes of individual members, do not need to be recorded in the minutes, unless requested by the Presiding Member.
- 6.7.8 If a unanimous agreement cannot be reached 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.
- 6.7.9 An alternative voting process may be adopted by the Board, but must not be inconsistent with section 15 of the PLMC Act.

Out of session meetings

- 6.7.10 Board resolutions or decisions may occur outside of formal meetings, as per Section 15(5b) PLMC Act.
- 6.7.11 For out of session meetings, the principles for voting for resolutions will be consistent with the above, but the Board may adopt an alternative voting process depending on the type of meeting (telephone or electronic).
- 6.7.12 Out of session meetings conducted via the *Objective Connect* internet application will require a vote task by each member. The Presiding Member will cast the final vote and declare the resolution passed or otherwise (via a comment in the task).

6.8 Members raising matters

- 6.8.1 Members may raise matters for Board consideration by requesting an item be placed on meeting agendas, through the Presiding Member who will then consult with the Executive Officer and the Manager Pastoral Unit.
- 6.8.2 Members may also raise matters for Board discussion at the time of a meeting during the 'Other Business' standing agenda item.
- 6.8.3 Members may request discussion of any 'noting' agenda items, by raising the matter with the Presiding Member at the commencement of a meeting, or by raising the matter at the commencement of the item.

6.9 Non-members raising matters

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

6.10 Meeting agendas

- 6.10.1 Board meeting agendas will be considered confidential, and not be made publicly available.
- 6.10.2 Meeting agendas will be approved by the Presiding Member before they are provided to other members.
- 6.10.3 The Presiding Member will consult with other members as required in approving meeting agendas.
- 6.10.4 PIRSA will provide the draft agenda to the Presiding Member for approval not less than eight business days before the next meeting date.
- 6.10.5 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
 - Previous minutes
 - Action Register
 - Strategic/policy items session
 - Pastoral industry development opportunities and issues
 - Operational-Decision items session
 - Operational-Noting items session
 - Delegations report
 - Correspondence/ Other general business
 - Board communications
 - Board in-camera session.

6.11 Meeting papers

- 6.11.1 Meeting papers consist of the agenda, individual item briefing papers and any other attached information regarding the meeting or provided as context for agenda items.
- 6.11.2 Meeting papers will be approved by PIRSA prior to being provided to the Board.
- 6.11.3 Meeting papers will be provided in electronic PDF format to members not less than five business days before the next meeting date.
- 6.11.4 Meeting papers will be distributed to members via *Objective Connect* or other electronic means.
- 6.11.5 Hard copies of papers must be specifically requested by members.
- 6.11.6 Members will be provided tablets or laptops if required at meetings to refer to papers during meetings.

6.12 Meeting minutes

- 6.12.1 The Board must cause accurate minutes of its meetings to be kept (Section 15(5c) PLMC Act).
- 6.12.2 Meeting minutes are considered a legal record which record decisions and the process by which decisions are made.
- 6.12.3 Minutes will be presented in note form, and will reflect the agenda in terms of order of sessions, items, item numbers and item names.
- 6.12.4 Minutes for each item will be structured under the following headings as a minimum: Item number and name; Discussion Points; Recommendations; Resolutions; Actions.
- 6.12.5 Other information will be minuted at the request of a member and with the approval of the chair.
- 6.12.6 Minutes should not repeat legal advice received on the matter that is subject to legal professional privilege (minutes may note that the Board considered relevant legal advice when making a decision).
- 6.12.7 The process for drafting, reviewing and adopting minutes will be as follows:
- 1) Draft minutes will be provided electronically to all members who attended the meeting not more than 7 business days after the meeting, aiming to be adopted within 14 business days after the meeting.
 - 2) Any suggested amendments to the draft minutes will be reviewed by other members prior to making amendments to the draft minutes.
 - 3) Members will vote via *Objective Connect* in an out of session meeting to approve adoption of the minutes.
 - 4) The Chair's vote to approve the resolution of adopting the minutes, will be taken as approval to use his/her electronic signature on the minutes.
 - 5) The adopted minutes will be included in the meeting papers at the subsequent meeting for noting by the Board.
- 6.12.8 The adopted minutes will be provided to all members (including deputies) via *Objective Connect*.
- 6.12.9 Minutes for out of session meetings conducted via *Objective Connect* will be in the form of an electronic audit record produced by the application.
- 6.12.10 Adopted meeting minutes cannot be amended without Board approval through a voting process.
- 6.12.11 Draft and adopted minutes will be treated as confidential by both PIRSA and Board members, and will not be made publicly available, unless directed by the Minister or a Court of Law (and acknowledging that all Pastoral Unit and Board documentation and records can potentially be accessed by the public under the *Freedom of Information Act 1991*).
- 6.12.12 The Executive Officer will maintain the complete set of Board papers, including adopted Minutes, in the *Objective* records management system, PIRSA.

6.13 Meeting audio recording

- 6.13.1 To assist in drafting accurate minutes, an audio recording may be taken for certain agenda items.
- 6.13.2 Board members will be requested to provide consent for audio recordings to be taken at meetings.
- 6.13.3 External parties who participate and/or present in Board meetings will be requested to provide consent if an audio record is to be taken.

- 6.13.4 Audio recordings, if taken, will be retained as a meeting/item record in the event that the recording may be required to be disclosed under the *Freedom of Information Act 1991*, as a consequence of legal proceedings or for some other statutory requirement.

6.14 Action Register

- 6.14.1 An Action Register will be maintained which list actions specified by the Board in association with meeting agenda items.
- 6.14.2 Actions will be clearly recited by the Executive Officer and/or Chair at the end of each agenda item for accurate recording in the register and minutes.
- 6.14.3 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.
- 6.14.4 Actions reported as completed will be removed from the Action Register.
- 6.14.5 The current Action Register will be updated after every ordinary and out of session meeting and provided to members at each meeting.
- 6.14.6 The Action Register will not be made publicly available.

6.15 Correspondence and use of electronic signatures

- 6.15.1 Any correspondence received or sent by PIRSA on behalf of the Board will be listed in the Correspondence agenda item in each meeting agenda.
- 6.15.2 A list of new correspondence will be presented at each meeting.
- 6.15.3 Correspondence will be stored as per the Governments and PIRSA's records management policies and procedures.
- 6.15.4 PIRSA, in consultation with the Presiding Member, will decide if any incoming correspondence items will be raised as an individual agenda item for Board consideration.
- 6.15.5 A Board member may request a discussion of any correspondence item listed (refer to Section 6.8).
- 6.15.6 The Presiding Member will review draft correspondence and approve the use of his/her electronic signature for, unless correspondence is sent under delegation by PIRSA.

7 OTHER GOVERNANCE ADMINISTRATION

7.1 Response times – actions and correspondence

- 7.1.1 PIRSA will strive to respond to Board requested actions, including outgoing correspondence, in a timely manner.
- 7.1.2 Outgoing correspondence will be prepared, approved and sent within three weeks of the relevant Board resolution or under delegation by PIRSA.
- 7.1.3 The Presiding Member will be informed if there is a delay in attending to actions or correspondence.

7.2 Declaration of Interests Register

- 7.2.1 To comply with the *Public Sector (Honesty and Accountability) Act 1995*, PIRSA, on behalf of the Board, will maintain a confidential Declaration of Interests Register for each Board member.
- 7.2.2 The Board will provide to the Minister a declaration of potential conflicts of interest at the beginning of each member's term.
- 7.2.3 The Board will disclose declared conflicts of interests to the Minister as they occur after each meeting (also refer section 5.3).
- 7.2.4 Members will report any changes to their interests to PIRSA.
- 7.2.5 The Declaration of Interests Register will not be made publicly available.

7.3 Compliance Risk Register

- 7.3.1 The Board will maintain a Compliance Risk Register which will include details of all ongoing compliance matters and a risk assessment of each matter.
- 7.3.2 The Risk Register will not be made publicly available.

7.4 Decisions Register

- 7.4.1 The Board will maintain a Decisions Register which will record all decisions made by the Board as recorded as resolutions in meeting minutes or made by PIRSA under delegation.
- 7.4.2 A current version of the Decisions Register will be made available to the Board via *Objective Connect*.
- 7.4.3 The Decisions Register will be updated after every ordinary and out of session meeting.
- 7.4.4 The Decisions Register will not be made publicly available.

7.5 Delegations

- 7.5.1 The Board has delegated functions and powers under the PLMC Act to PIRSA, pursuant to Section 18 of the PLMC Act.
- 7.5.2 Procedures for exercising delegations have been document in *Rural Solutions SA – Internal Operating Procedures Pastoral Act Delegations*.
- 7.5.3 The Board may at any time recommend to PIRSA amendments to the operating procedures.
- 7.5.4 PIRSA will report to the Board at every meeting on any powers exercised 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

7.6 Sub-Committees to the Board

- 7.6.1 Sub-committees to the Board may be formed at the discretion of the Board, however sub-committees have no legal standing under the PLMC Act.
- 7.6.2 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 PIRSA.
- 7.6.3 A sub-committee's Terms of Reference will be approved by the Board prior to the sub-committee's operation.
- 7.6.4 Members serving on a Board sub-committee cannot be paid meeting allowances.

7.7 Board Calendar

- 7.7.1 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.

7.8 Record keeping

- 7.8.1 All documentation pertaining to Board business as described in this Charter will be held on file according to the Government and PIRSA's records management policy and procedures.

8 GOVERNANCE PERFORMANCE EVALUATION

- 8.1.1 The Board, in conjunction with PIRSA, 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.

Pastoral Land Management and Conservation Act 1989

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.

Rural Solutions SA – Internal Operating Procedures Pastoral Act Delegations 2019

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.