

BOARD CHARTER

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1 PURPOSE

This Charter sets out the role, membership and operational arrangements for the Board of Building Queensland.

2 BACKGROUND

Building Queensland was formally established as a statutory body when the *Building Queensland Act 2015* (the Act) was proclaimed on 3 December 2015.

Building Queensland will provide independent, expert advice to the Queensland Government on matters relating to infrastructure in Queensland.

3 ROLE OF THE BUILDING QUEENSLAND BOARD

The Building Queensland Board will:

- decide the objectives, strategies, priorities and policies to be followed by Building Queensland
- ensure the proper, efficient and effective performance of Building Queensland's functions
- undertake any other function given to the Board under the Act
- monitor compliance by Building Queensland with its obligations under the Act, *Financial Accountability Act 2009* and other relevant laws.

The other key responsibilities of the Board are as follows:

- approving the strategic plan for Building Queensland and significant strategic initiatives and monitoring their implementation
- approving Building Queensland's annual financial statements and monitoring financial performance against forecast and prior periods
- providing oversight and monitoring of workplace, health and safety issues
- considering and approving Building Queensland's risk strategy and frameworks for managing all categories of risk including reputation and operational risks
- monitoring the effectiveness of risk management including satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented
- ensuring the Board Risk and Audit Committee's performance of its functions and considering its and the external auditor's various reports to the Board
- approving Building Queensland's Business Case Assurance and other Frameworks and monitoring compliance with their requirements
- in consultation with the Minister, selecting, appointing and determining the terms and conditions of employment of the Building Queensland's Chief Executive Officer (CEO)
- determining the corporate goals and objectives of the CEO and evaluating the performance of the CEO in light of these objectives
- reviewing succession plans for the CEO and other senior Building Queensland executives.

In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and to meet on a regular basis.

4 ROLES AND RESPONSIBILITIES OF INDIVIDUAL MEMBERS

The individual Board Members will:

- familiarise themselves with workings of the Board
- understand their legal and statutory obligations as members of the Board
- take reasonable steps to ensure they are knowledgeable about the business of the Board to enable informed decisions
- at all times act with honesty and integrity and observe the highest standards
- act in good faith in the best interest of Building Queensland and avoid conflicts of interest
- be responsible collectively for Board decisions
- be an advocate for Building Queensland
- be committed to, and actively involved in pursuing Building Queensland's outcomes
- keep confidential Board discussions, deliberations and decisions that are not publicly known, unless specifically authorised to disclose such information by the Board.

The Chair shall undertake the role of public spokesperson for the Board.

5 GENERAL

5.1 Membership

The Board consists of the following eight persons (each a Board Member):

- the chairperson and four part-time members (appointed member as described in section 25 (1) (a) or (b)) of the *Building Queensland Act 2015*.
- the chief executive of the department in which the *Auditor-General Act 2009* is administered (Premier and Cabinet), or senior executive nominated by that chief executive
- the chief executive of the department in which the *Financial Accountability Act 2009* is administered (Queensland Treasury), or senior executive nominated by that chief executive
- the chief executive of the department in which the *Building Queensland Act 2015* is administered, or a senior executive nominated by the chief executive.

5.2 Chairperson

The chairperson may convene a meeting of Board Members (a Board meeting).

The chairperson will preside at all meetings of the Board at which they are present.

If the chairperson is absent, a member of the Board chosen by the members present shall preside.

5.3 Agenda items

All Board agenda items must be forwarded to the Board Secretariat by close of business 10 working days prior to the next scheduled meeting.

The Board agenda, with attached meeting papers will be distributed at least five working days prior to the next scheduled meeting.

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

The following standing items will be considered at each meeting:

- minutes/actions
- declarations of conflicts of interest relating to agenda items
- publication requirements and Ministerial directions.

The agenda is to be circulated to the members by email at least five working days before the scheduled meeting.

5.4 Minutes and meeting papers

The minutes of each Board meeting will be prepared by the Board Secretariat.

Full copies of the minutes, including attachments, shall be provided to all Board Members no later than five working days following each meeting.

By agreement of the Board, out-of-session decisions will be deemed acceptable. Where agreed, all out-of-session decisions shall be recorded in the minutes of the next scheduled Board meeting.

The minutes of each Board meeting will be monitored and maintained by Building Queensland as a complete record as required under provisions of the *Public Records Act 2002*.

5.5 Frequency of meetings

The Board shall meet at a minimum three times per year but may meet more often as set out in its approved Meeting Schedule.

The chairperson must convene a Board meeting if requested in writing by three or more other Board Members or the Minister.

5.6 Quorum

A quorum for a Board meeting is five Board Members with the majority of members present being appointed members. There is no quorum for a Board meeting if the majority of Board members purportedly forming the quorum are permanent Board members (Section 34 (3)).

If a board member present at the meeting is required under the Act not to be present during deliberations or not to take part in any decision of the board in a particular matter, the remaining Board Members present constitute a quorum.

5.7 Leave of absence for appointed Board members

The Minister may approve a leave of absence for the chairperson and appoint someone to act in the office whilst the chairperson is on leave.

The chairperson may approve a leave of absence for another appointed Board Member and appoint someone to act in the office whilst the appointed member is on leave (Section 30).

5.8 Proxies for permanent Board members

Permanent Board Members may delegate membership to a senior executive nominated by the relevant departmental chief executive (Section 25 (1) (c) - (e)) or nominate a senior executive as a proxy to attend Board meetings.

5.9 Decision-making

Voting is determined by majority by the Board Members present at meeting and able to vote on the matter. Where the Board cannot reach a majority decision, the Board Member presiding (chair) at the meeting also has a casting vote (Section 35(2)).

Decisions made by the Board without having a Board meeting may occur if:

- the Board has previously decided that the decision, or the type of decision, can be made without a Board meeting
- a majority of members entitled to vote (see disclosure of interests at Board meetings) indicate agreement with the decision.
- all Board Members were informed of the proposed decision or reasonable efforts were made to inform all Board Members of the proposed decision.

All decisions made whether at Board meeting or without a Board meeting and must be recorded.

5.10 Disclosure of interests at Board meetings

Under Section 36 disclosure of interests applies if a matter is being considered or is about to be considered and:

- the member has a material personal interest in the matter, or
- the material personal interest could conflict with the proper performance of the member's duties in relation to consideration of the matter.

As soon as practicable after the relevant facts come to the Board Member's knowledge, the member must disclose the nature of a material personal interest to the other Board Members at the meeting.

Further participation in the meeting is subject to a majority vote by other Board Members present in favour of continued participation, however, the Board Member may not vote on the matter.

All disclosures of this nature must be recorded in the meeting minutes.

Failure to make a disclosure does not, of itself, invalidate a decision of the Board.

5.11 Term of appointment

An appointed Board Member holds office for the term not exceeding three years stated in the member's instrument of appointment (Section 27). An appointed Board Member may be reappointed.

5.12 Resignation

An appointed Board Member may resign by signed notice to the Minister (Section 29).

5.13 Secretariat functions

Building Queensland will provide secretariat support to the Board.

The Board Secretariat will be responsible for maintaining a record of minutes, decisions and action items. Meeting minutes and actions will be prepared and distributed to members following meetings. Minutes are to be tabled for endorsement at the beginning of subsequent meetings.

All meeting documents, including notices, agendas, reports and minutes will be distributed in electronic format prior to meetings.

Board Members are responsible for ensuring that decisions are acted upon by relevant officers. The secretariat is responsible for:

- advising relevant Board Members of decisions made subsequent to the Board meeting
- notifying relevant stakeholders of Board decisions which require their attention/action.

5.14 Board committees

The Board may, from time to time, establish and determine the powers and functions of Board committees to assist the Board in carrying out its responsibilities. Any such committee shall have a written Charter which must be approved by the Board.

5.15 Board performance

The Board shall arrange for an annual review of its performance.

6 ROLE AND DELEGATION TO MANAGEMENT

The CEO is responsible for the:

- achievement of the strategic objectives and other planned results for Building Queensland, as approved by the Board
- management of Building Queensland's day-to-day operations, subject to specific delegations of authority approved by the Board
- employing all staff (or arranging secondment of other departmental officers or employees in the manner permitted by the Act) considered necessary and appropriate for Building Queensland to perform its functions.

The CEO must refer any matters or transactions outside the delegations of authority to the Board for approval. In carrying the CEO's responsibilities, the CEO must act in compliance with the written policies and directions of the Board and is accountable to the Board.

7 REVIEW OF CHARTERS

Board and committee charters will be reviewed annually.