

Western Parkland City Authority

Objective ID: A5303373

Board Charter

November 2022

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This Charter sets out the role, responsibilities, structure and processes of the Board of the Western Parkland City Authority (WPCA).

1. Roles and Responsibilities

1.1 The role of the Board is to:

- (a) approve the purpose, values, and strategic direction of the Western Parkland City Authority (WPCA);
- (b) guide and monitor the management of the WPCA in achieving its strategic plans;
- (c) review, approve and monitor the WPCA's risk management systems across its operations;
- (d) to oversee overall good governance practice; and
- (e) oversight of WHS and safe and healthy work culture.

1.2 The Board is responsible for:

- (a) approving the WPCA's Charter, Board Charter and any statement of purpose or values;
- (b) approving the WPCA's corporate strategy and annual corporate business plan;
- (c) approving and monitoring the effectiveness of the WPCA's system of corporate governance, the formation of Board committees, and the adoption of significant policies including but not limited to Work Health and Safety, Risk, Land Acquisition, Procurement and Leasing, Ethics and Whistleblowing;
- (d) monitoring the WPCA's strategic direction and performance in delivering its strategic plans;
- (e) monitoring the Authority's portfolio of programs and activities, and approving any material change to or departure from those programs and activities including:
 - entry into, exit from, or material change to major programs;
 - entry into significant joint ventures;
 - binding agreements with Foundation Partners; and,
 - the creation or dissolution of subsidiaries;
- (f) setting the WPCA's risk appetite statement and monitoring and reviewing the WPCA's financial and non-financial risk management systems, including internal compliance and control mechanisms;
- (g) approving the annual report and financial statements in accordance with NSW Government requirements;
- (h) approving and monitoring operating budgets, major capital expenditure, capital management and capital raising initiatives, and major acquisitions and divestments (noting the Delegations provided by the Board);
- (i) overseeing the performance management framework of the WPCA in line with public sector guidelines, and providing the Secretary of the cluster with input into

- CEO's targets and goals, and feedback on performance; and
- (j) monitoring and guiding the culture, reputation and standards of conduct of the WPCA.

2. The Role of CEO

- 2.1 The day-to-day management of the WPCA is the responsibility of the WPCA CEO as per section 11 of the *Western Parkland City Authority Act 2018 (WPCA Act)*.
- 2.2 The Board has delegated certain functional and financial delegations to the CEO.
- 2.3 The key responsibilities of the WPCA CEO are to:
- (a) manage and administer the day-to-day operations of the WPCA;
 - (b) develop strategies for the WPCA, its businesses and management, and make recommendations to the Board on such strategies;
 - (c) develop the WPCA's annual budget and conduct the WPCA's activities within the approved annual budget;
 - (d) develop and maintain the WPCA's risk management systems, including internal compliance and control mechanisms and ensure the WPCA is operating within the risk appetite set by the Board;
 - (e) ensure compliance with the WPCA's legal obligations regarding disclosures of information;
 - (f) assign responsibilities clearly to the WPCA Executive team, supervise and report on their performance to the Board;
 - (g) recommend to the Board significant operational changes, major capital expenditure, acquisitions or divestments, which are beyond delegated thresholds;
 - (h) report regularly to the Board with accurate, timely and clear information, such that the Board is fully informed to discharge its responsibilities effectively;
 - (i) implement the policies, processes and codes approved by the Board;
 - (j) exercise such additional powers and functions as are delegated to the WPCA CEO by the Board from time to time; and
 - (k) model, instil and reinforce the WPCA's purpose and values to support a culture that promotes ethical and responsible behaviour in accordance with the WPCA Code of Ethics and Conduct.

3. Appointment and Responsibilities of Chairperson

- 3.1 The Minister for WPCA shall appoint a Chairperson
- 3.2 The responsibilities of the Chairperson include:
- (a) promote constructive and effective relations between the Board and WPCA Executive and between members;
 - (b) facilitate the effective contribution of all members;

- (c) lead the Board;
- (d) ensure the efficient organisation and conduct of the Board's function;
- (e) brief all members in relation to issues arising at Board meetings;
- (f) chair general meetings of the WPCA Board; and
- (g) exercise such specific and express powers as are authorised to the Chairperson by the Board from time to time.

4. Committees of the Board

- 4.1 The Board may from time to time establish and, where empowered to do so, delegate any powers to a committee of the Board.
- 4.2 The Board is responsible for approving and reviewing the charter terms and membership of each committee established by the Board. The performance of each committee is to be reviewed by the Board, which will also consider whether any amendments to the relevant charter are necessary.
- 4.3 The Board has established the following committees:
 - (a) Audit and Risk Committee; and
 - (b) Investment Attraction Review Committee.

5. Board Meetings

- 5.1 The Board shall meet at least eight times per year, and otherwise as often as the members determine necessary to enable the members and the Board to fulfil their duties and responsibilities.

6. Ethical Standards and Legal Duties

- 6.1 **Code of Ethics and Conduct** Each member shall abide by the terms of the WPCA Code of Ethics and Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.
- 6.2 **Duties** The Board will operate in a manner reflecting the values of the WPCA and in accordance with all other applicable laws and regulations.
- 6.3 **Conflicts of interest** Each member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.
- 6.4 In accordance with the WPCA Act and the WPCA Code of Ethics and Conduct, each member is required:
 - (a) to, at least annually, provide to the Board Secretariate a written list of all personal interests, such as employment, appointment to Boards or Committees, and shareholdings, relevant to WPCA activities. The Board will determine and minute the declared conflicts of interest and the agreed plan of action, if any, relating to each conflict disclosed;

- (b) to ensure that the Board is notified (whether by formal standing notice or notification to the Board Secretariate or Board immediately on becoming aware) of any such additional conflicts of interest; and
- (c) bring before the Board any matter, which could give rise to such a conflict of interest, then the member:
 - shall disclose this to the Board;
 - shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion; and
 - not vote on the matter,unless a majority of members who do not have an interest in the matter resolve that the disclosed interest should not disqualify the member. The Board will determine and minute the agreed plan of action relating to the interest disclosed;

7. Independence of Members

- 7.1 If a member is or becomes aware of any information, facts or circumstances which will or may affect that member's independence, the member must immediately disclose all relevant details in writing to the Board Secretariate and the Chairperson.
- 7.2 The Board will regularly assess the independence of each member in light of disclosures.

8. Confidentiality

The members acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law. Members acknowledge that sections 22 and 23 of the WPCA Act, outline criminal penalties for disclosure and misuse of information by a person associated with the WPCA, which includes members.

9. Review of Charter

The Board will from time to time review the Charter to ensure that it meets best practice standards and meets the needs of the WPCA and the Board.

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