

Board Charter and Code of Conduct

Caulfield Racecourse Reserve Trust (CRRT)

2022

Version one – August 2019

Version two – March 2021

Version three – February 2022

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Caulfield Racecourse Reserve Trust (CRRT)

Board Charter and Code of Conduct

1. Scope

This policy sets out the Trust's corporate governance obligations.

The purpose is to ensure our corporate governance obligations are maintained at the high standard of accountability. This includes structures and processes in relation to decision-making and accountability, which shape and inform our behaviours and enhance the Trust's performance.

2. Key principles of modern governance

- a. **Obligations and good practice** - the Trust acts in accordance with its obligations and with good corporate governance principles
- b. **Risk management** – the Trust understands and manages risk to minimise negative aspects and maximise opportunities.
- c. **Public interest** - the Trust ensures that the functions and objectives of the organisation (as set out in the *Caulfield Racecourse Reserve Act 2017*) are properly fulfilled. Trustees act in the public interest, collectively and individually, to strengthen community support and confidence in the organisation and enhance the public reputation of the organisation through transparency and accountability.
- d. **Purpose of meetings** - Trust meetings are used to obtain information, consider issues, exchange views, make decisions that are in the public interest, and exercise oversight in relation to the business of the Trust.
- e. **Respect, courtesy, and balance** - Trustees treat one another with respect and courtesy. They participate in Trust discussions in an active and constructive manner. There is a balanced opportunity for each Trustee to ask questions, express ideas, and offer opinions.
- f. **Collective accountability** - the Trust is collectively accountable to the Minister for its decisions. Each Trustee participates actively in each decision that demonstrates how legal and ethical obligations are discharged (see item 19). The Trust acts as a custodian on behalf of the Government of a significant public asset and is therefore accountable to the Victorian Government.

3. Role of the Trust

Overall role

The Trust's overall role is to govern the organisation, and it is the role of the management team to implement and give effect to the strategic goals set by the Trust and under its direction. The broad oversight role is to provide leadership, safeguard the organisation's interest, and ensure accountability and relevant viability.

The Trust is responsible for, and should determine, all matters relating to policy and must do all things reasonably necessary to ensure that the organisation meets all goals and objectives set by it and the governing legislation. Accordingly, it delegates a range of functions to the General Manager (GM) without diminishing its authority as a Trust through an Instrument of Delegations.

Board term and composition

The Trust is appointed by the Minister for Energy, Environment and Climate Change who vests the governance and control of the organisation in the Trust.

Trustees are appointed for a term of up to three years and, on completion of their term, are eligible for appointment for a further three years (subject to the Minister's approval process).

Board review

To ensure the effectiveness of the organisation the Trustees will undergo an annual review process that considers the performance of the Trust across a range of metrics. The Trust can determine the cycle of internal and external supported reviews.

4. Chairperson's role at Trust meetings

The Chairperson chairs Trust meetings. If the Chairperson is absent, a deputy Chairperson may be appointed by the Trustees to preside over the meeting.

The role of the Chairperson (or presiding member) at a Trust meeting includes ensuring that:

- a. the Register of Interests, the Register of Gifts, Benefit and Hospitality and all relevant policies (in particular, all CRRT policies) are present at the meeting and readily accessible to Trustees;
- b. conflicts of interest are declared and managed in accordance with the CRRT's Conflict of Interest policy;
- c. Trustees treat one another with respect and courtesy and participate actively and constructively in each decision;
- d. no decision is taken without the required quorum (see item 13); and
- e. Trust meetings run in an effective and timely manner.

Overall, the Chairperson balances the need to ensure that all Trustees have a fair opportunity to express their views and ask questions with the need to progress the meeting in a timely manner, taking into account the nature, complexity, and importance of the issue being discussed and decided, and all other relevant circumstances.

Trustees assist the Chairperson in ensuring that Trust meetings and decisions occur in accordance with this policy.

5. Agenda

The General Manager (GM) in consultation with the Chairperson schedules the CRRT's annual work program (i.e. annual tasks in relation to strategic planning, governance, risk management, stewardship, performance monitoring and reporting, etc. for the forthcoming year) in consultation with other Trustees.

He or she ensures that the CRRT's meeting schedule and agendas:

- a. facilitate an even workflow throughout the year;
- b. enable sufficient time for each item on the annual work program to be dealt with effectively; and
- c. enable sufficient time for other issues that arise during the year to be dealt with appropriately.

The Chair ensures the meeting follows the agenda unless good and fair reason exists to vary from it.

Agenda items include:

- a. **priority items**, which are items of strategic significance (e.g. strategic planning, emerging risks, GM recruitment) or key activities that the Trust must undertake to meet its legal obligations. These are scheduled before 'reports and operational matters' to ensure that Trustees are fresh and that there is sufficient time for discussion and decision-making;
- b. **reports and operational matters**, which are routine items, usually for noting. Reports are sent out with the agenda papers, not tabled at the meeting. The Trust may decide that these motions (e.g. 'GM's report is noted') are carried automatically unless a Trust member requests that a particular item be moved to the main agenda. It is therefore imperative that Trustees are vigilant in their assessment of these reports and ask any relevant questions.

A standard template for meeting agendas is set out in Appendix 1.

Circulating the agenda and supporting papers

The agenda, together with supporting papers flagged to the relevant agenda item, is circulated sufficiently in advance of the meeting (at least five business days prior) to provide Trustees with reasonable time to fulfil their obligation to:

- a. read all the materials;
- b. consider the issues; and
- c. fully prepare for the meeting.

6. Frequency of meetings

The usual frequency for Trust meetings is monthly. The Trust will meet at least six times a year. Meetings are scheduled for the forthcoming year, taking into account the annual work program.

The frequency of meetings may be reviewed in the future when the Trust works program varies.

7. Attendance at meetings by Trustees

Trustees are expected to attend all Trust meetings, which are planned as face to face, or virtual meetings.

A minimum attendance of 75% is required unless good reason exists otherwise. Each Trust member will make a significant contribution to the organisation.

Remote attendance

Attendance in person at a Trust meeting is preferable. However, the Trust may agree on conducting the meeting remotely for all Trustees or those unable to participate in person, provided that they will be properly able to:

- a. participate in the collective discussions of the Trust; and
- b. read (or have read to them) and comprehend documents that are tabled at the meeting to inform the CRRT's decision-making.

Depending on the Trust meeting, suitable means of remote attendance may include conducting virtual meetings, video link, teleconference call, or contemporary tools and techniques. A series of separate telephone calls does not constitute a meeting as the Trust cannot participate in collective discussion.

A Trustee who wishes to attend a Trust meeting remotely will contact the Chairperson as soon as practicable to ascertain the Chairperson's view on whether the meeting is likely to be suitable for remote attendance and, if so, whether appropriate arrangements can be made. The CRRT's decision whether to allow a Trustee to attend remotely is made at the start of the meeting.

Regardless of any decision by the Trust to allow a Trustee to attend remotely, if a document is tabled to inform a proposed decision, then, unless the Trustee can read (or be read) the document and properly comprehend it, they will abstain from that decision.

8. Attendance at meetings by non-Trustees

A non-Trustee may only attend a Trust meeting if they are invited by the Chairperson or by another Trustee on behalf of the Trust. The Trust will determine the item(s) during which the invited guest may attend. A non-Trustee who attends a Trust meeting:

- a. must not participate in any Trust discussions unless requested to do so by the Chairperson;
- b. never takes part in any Trust decision;
- c. must refrain from discussing any matters raised at the meeting with non-Trustees; and
- d. if they are provided with any Trust papers, access will be limited to during the meeting, unless specific alternative arrangements are made for their use and return.

Executives and staff

The presence of executive or staff members of the organisation (e.g. the GM) at a Trust meeting is by invitation. If the Trust requires an executive or staff member to attend a Trust meeting, the Chairperson will advise the person of the item(s), or part thereof, for which they are to be present.

To assist the Trust to maintain its independence in decision-making, the Chairperson will ensure that:

- a. no executive or staff member is present as 'a matter of course' during Trust meetings; and
- b. there is a suitable period of time during each Trust meeting when no executive or staff member is present (other than, if required, a 'non-executive' minute taker).

Nominees not permitted

A Trustee cannot nominate another person to attend a Trust meeting on their behalf or exercise any of their decision-making powers or rights as a Trustee.

9. Gifts benefits and hospitality - standing agenda item

In accordance with the CRRT's policy on Gifts, Benefits and Hospitality, at the start of each Trust meeting the Chairperson will ask for all Trustees present to state whether their entries in the Register of Gifts, Benefits and Hospitality are complete and correct. Trustees are encouraged to update any declarations prior to the meeting to enable these to be included in the papers distributed. If there are no changes, the minutes will note that 'all Trustees present confirmed that their entries in the Register of Gifts, Benefits and Hospitality are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

10. Conflict of interest – standing agenda items

In accordance with the CRRT's policy on *Conflict of Interest*, at the start of each Trust meeting:

Register of Interests

The Chairperson will ask for all Trustees present to state whether their interests as recorded in the Register of Interests are complete and correct. Trustees are encouraged to update any changes to the register of interests as and when they occur to enable these to be included in the papers distributed. If there are no changes, the minutes will note that 'all Trustees present confirmed that their entries in the Register of Interests are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

Conflicts of Interest

The Chairperson will ask if any Trustee present has an interest (a private interest or a duty to another organisation) in respect to any item on the agenda. *An interest must be declared even if it is already recorded in the Register of Interests.* Any conflicts will be dealt with by the Trust in accordance with its Conflict of Interest policy. The standard procedure for a 'material' (serious) conflict of interest is for the Trustee with the conflict to 'remove' – i.e. leave the room for all discussion and decision-making on the issue.

Annual Declarations of Interests

All Trustees and senior staff are required to complete an annual declaration of interest as prior to the end of year Attestation process for annual reporting. The Chair will review all attestations prior to signing the Annual report.

11. Collective accountability

The Trust is collectively accountable to the Minister for its decisions. Each Trustee will participate actively in each decision, which will be made in the public interest.

12. Due consideration

As part of its duty to exercise due care, diligence and skill, prior to making a decision the Trust will:

- a. ascertain all relevant information;
- b. objectively consider all relevant facts and criteria (and avoid irrelevant considerations);
- c. consider all relevant options; and
- d. understand the full implications (strategic, financial, community, etc.) of its proposed decision.

There will be an appropriate opportunity for all Trustees to ask questions, express ideas, and offer opinions. Trustees will treat one another with respect and courtesy during this process, and at all other times in their role as a Trustee.¹ Whilst the Chairperson has a key role in ensuring that this occurs, all Trustees share this responsibility.

Each Trustee will balance respect for the expertise of others with their own duty to speak up, ask questions, and ensure that the correct decision is made.

Information and advice

The Trust will ensure that it has the information and advice required to fulfil its role effectively. This includes information/advice in relation to the organisation's operations and financial status via:

- a. regular and ad hoc reports from the organisation (usually presented by a senior executive);
- b. minutes and ad hoc reports from subcommittees of the Trust (usually presented by the committee Chairperson); and
- c. external reports from independent sources, as required.

The Trust will review, on at least an annual basis, whether the reports it receives are suitable to its information needs (e.g. the nature, content, and format of financial reports).

13. Quorum

The minimum number of Trustees (Quorum) who must **attend** the Trust meeting, in person or remotely, and **participate** in a decision for it to be valid is the majority of the Trustees for the time being appointed.

If a member is unable to vote on a particular decision, the Chair will check that a valid quorum still exists before the vote proceeds.

A quorum is the majority of eligible members (ie 4 of 7 Trustees)

Proxy or absentee decision-making is not permitted

Proxy or absentee voting is not permitted. Only Trustees who attend the meeting, in person or remotely, are part of the quorum.

¹ Consistent with the requirements of the public sector values in s 7 of the *Public Administration Act* 2004 and related codes (e.g. Directors' Code of Conduct).

14. Formal voting

Whilst it is vital for Trustees to consult together as a team, due diligence requires that each Trustee decide individually whether to agree with, or dissent from, a proposed decision, and make their choice known. This is a key responsibility for each Trustee, regardless of whether it results in a consensus vote.

Each decision will be made by statement from the Chair on the agreed action or direction of the Trust from the views expressed. The Chair may request a formal vote on specific item as required.....² A decision is determined by the majority of votes of Trustees who are present and voting on the question.

15. Ensuring decisions are valid

The Trust will ensure that each of its decisions is **valid**, including that it is consistent with:

- a. the purpose, functions, and powers of the organisation;
- b. the quorum and decision-making process specified in the establishing Act; and
- c. all applicable laws and related obligations.

In addition, certain decisions of the Trust may need to be:

- a. ratified by legal instrument;
- b. affixed with the organisation's seal; and/or
- c. approved by the Minister before taking effect.

16. Ensuring decisions are in the public interest

The Trust will also ensure that each of its decisions is in the **public interest**, including that it is:

- a. ethically sound and fair (e.g. consistent with the *Directors' Code of Conduct*); and
- b. consistent with government policy; the organisation's strategic and business plans; and any directions, guidelines, and/or statements of obligation or expectation issued by the Minister.

17. Resolutions without meetings

It is preferable that all decisions of the Trust are made at Trust meetings. However, where an urgent decision is required by the Trust and the Chairperson deems it to be warranted, a decision of the Trust can be made by circular resolution via an email poll, requiring:

- a. every Trust member to see a document setting out the proposed resolution of the Trust (or an identical copy thereof)
- b. Trustees to be offered a briefing to discuss the proposed motion;
- c. every Trust member participates in the vote; and
- d. that the decision is unanimous, and the outcome of the vote is recorded as the decision of the Trust.

The record of voting and decision must be recorded as part of the Minutes for the subsequent Trust meeting. A resolution passed in this manner is equivalent to minutes of a Trust meeting and must be dealt with accordingly. This includes being endorsed at the next Trust meeting and retained as an enduring record of the CRRT's decision.

² Rather than, for example, by the Chairperson stating words such as 'I think we are all agreed on that'.

18. Minutes

The secretary of the Trust will record the minutes of each Trust meeting or will arrange for someone else to do so.

The minutes will be an accurate record of the meeting, including:

Attendance and quorum

- a. Trustees attending, apologies, and confirmation of a quorum;
- b. If a Trustee leaves the room during the meeting (e.g. due to a conflict of interest), the time and agenda item(s), or part thereof, for which he or she is absent and confirmation that a quorum remains; and
- c. Non-Trustees attending and the times and agenda item(s), or part thereof, for which they are present.

Agenda items

- a. The time each agenda item commences and finishes; and
- b. Information on standing items (e.g. Register of Gifts, Benefits and Hospitality; Register of Interests; declarations and management of conflicts of interest).

Decisions

- a. The Trust makes decision by resolution endorsed, noting any:
 - i. Abstentions from voting and why (e.g. due to conflict of interest or to attending remotely and a lengthy document being tabled at the meeting to inform the proposed decision);
 - ii. Dissenting views (if requested).
- b. A brief note of key factors material to the CRRT's decision and, if requested, to a dissenting vote (avoiding details of 'who said what'); and
- c. Action items (if any) flowing from the decision, who is responsible for completing each action, and any relevant timelines.

An initial draft of the minutes will be sent to the Chairperson for review, preferably by the next business day. As soon as practical after the draft minutes are approved by the Chairperson they will be sent to the other Trustees for review and respond to all Trustee with any concerns or differing perspective.

The minutes will be endorsed by the Trust, with any necessary amendments, at the next Trust meeting. The Chairperson will sign the endorsed minutes on behalf of the Trust. The signing of the Minutes can be digitally.

The endorsed minutes will be retained digitally as an enduring record of the CRRT's decisions, consistent with the *Public Records Act 1973*. A complete set of Trust papers will also be retained, including copies of any documents tabled at the meeting.³

A standard template for minutes of the Trust meeting is set out in Appendix 2.

³ As with other documents produced by the board (e.g. *Register of Interests*), board minutes are a public record. However, this does not mean they are automatically 'open to the public'. Unless the board agrees, a member of the public who wants to see the minutes would need to lodge an application under the *Freedom of Information Act 1982*. If this occurs, the board can contact the department, which can provide advice and assist the board to assess whether the minutes are exempt from disclosure.

19. Deed of Access

The Deed of Access provides for Trustees and Staff to have access to documents from their term with the Trust, in line with the Deed of Access Policy.

20. Major risks

Consistent with section 81(1)(b) of the *Public Administration Act 2004*, if the Trust determines there is a major risk (existing or emerging) to the effective operation of the organisation, it will notify the Minister and the Secretary of the Department of Environment, Land, Water and Planning of the risk, and of the management systems that are in place to manage the risk.

The Trust has a comprehensive risk register and applies a contemporary risk framework to managing and/or mitigating risk. Both the register and the risk management framework are under regular review.

21. Confidentiality and the proper use of information

Any information that a Trustee receives in his/her role:

- a. will only be used for proper purposes. It will not be used to gain advantage for the Trustee (or any other person) or to cause detriment to the organisation.
- b. will be kept confidential, even after the Trustee resigns or otherwise leaves the Trust.⁴

22. Obligations and good practice

The Trust will conduct its meetings and decision-making in accordance with its obligations and with good public sector governance practice, including:

- a. the establishing Act, being *Caulfield Racecourse Reserve Act 2017*;
- b. the public sector values in section 7 of the *Public Administration Act 2004 (PAA)*;⁵
- c. the 'duties of directors' (Trustees) in section 79 of the PAA;
- d. the requirement in section 81(1)(h) of the PAA that adequate procedures be in place for the conduct of Trust meetings and the making of Trust decisions and for appropriate records to be kept of meetings;
- e. the [Directors' Code of Conduct](#) issued by the Victorian Public Sector Commission (see section 25 of this document);
- f. government policy;
- g. any directions, guidelines and/or statements of obligation or expectation issued by the Minister; and
- h. all other laws and obligations that bind the organisation.

⁴ These requirements are consistent with the Directors' Code of Conduct and with section 79 of the PAA.

⁵ The public sector values are: integrity, impartiality, accountability, respect, responsiveness, human rights, and leadership.

23. Regular review of this policy

The Trust will review this policy on a bi annual basis or more frequently, if required, to keep up to date with changes to laws, government policy, etc. This policy was **last reviewed on 10 February 2022**.

The Trustees are to be advised when all Trustees have read, signed and returned the Trust Charter and Code of Conduct and agree to abide by the terms and conditions therein.

24. Related policies

- a. Conflict of Interest
- b. Dispute Resolution
- c. CRRT Committee Charters
- d. Deed of Access
- e. Annual Declaration of Interests
- f. Delegations policy

25. Summary of roles and responsibilities

Appendix 3 provides a summary of roles and responsibilities as they apply to Victorian Government major boards and statutory authorities.

26. Trustees code of conduct

The CRRT requires its Trustees to comply with the following Code of Conduct:

A Trustee –

- a. must act honestly, in good faith and in the best interest of the Trust;
- b. has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers of that office;
- c. must use the powers of office for a proper purpose, that being in the best interests of the Trust as a whole;
- d. must recognise that his or her primary responsibility is to the Trust but should, where appropriate, have regard for the interests of all stakeholders of the Trust;
- e. must not take improper advantage of the position of Trustee nor make improper use of information acquired as a Trustee;
- f. must not allow personal interests, nor the interests of any associated person, to conflict with the interests of the Trust;
- g. has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Trust;
- h. ensure that confidential information received in the course of the exercise of Trustee duties remains the property of the Trust and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Trust or is required by law, even after the Trustee ceases to be a Trustee or officer of the Trust;
- i. should not engage in conduct likely to bring discredit upon the Trust;
- j. has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

I, _____, a Trustee of Caulfield Racecourse Reserve Trust, acknowledge that I have read the above Trust Charter and Trustees' Code of Conduct and agree to abide by the terms and conditions therein.

Signed: _____

Date: _____

27. Appendix 1 – Template for standard meeting agenda

| Caulfield Racecourse Reserve Trust | | | | |
|--|-----|--|--|-------------|
| Agenda - CRRT meeting | | | | |
| Date and time <i>[and if applicable, also insert the meeting no.]</i> | | | | |
| Location | | | | |
| Scheduled time | No. | Item | Action [note, record, endorse, decide, etc.] | Who |
| <i>[insert]</i> | 1. | Opening formalities | | |
| | 1.1 | Opening and Welcome | | Chairperson |
| | 1.2 | Apologies | | Chairperson |
| | 1.3 | Confirmation of Quorum | Confirm | Chairperson |
| | 1.4 | Confirmation of Agenda (including any proposed additions) | Confirm | Chairperson |
| <i>[Insert]</i> | 2. | Register of Gifts, benefits and hospitality | | |
| | | Trustees confirm that their entries in the <i>Register of Gifts, benefits and Hospitality</i> are complete and correct (or update their details). | Record | Chairperson |
| <i>[Insert]</i> | 3. | Register of interests | | |
| | | Trustees confirm that their entries in the <i>Register of Interests</i> are complete and correct (or update their details). | Record | Chairperson |
| <i>[Insert]</i> | 4. | Conflict of interest | | |
| | 4.1 | Declarations - Trustees declare any interest (i.e. private interest or duty to another organisation) in respect to any item on the agenda. | Record | Chairperson |
| | 4.2 | Management – the Trust determines: (i) whether a conflict of interest is ‘material’ (serious); and (ii) how the conflict will be managed in the public interest. | Decide | Chairperson |
| <i>[Insert]</i> | 4. | In Camera Session | | |
| | 4.1 | An opportunity for Trustees to discuss without Management in the room any topics. | Record | Chairperson |
| <i>[Insert]</i> | 5. | Minutes of previous meeting | | |
| | 5.1 | Endorse minutes of previous meeting, noting any amendments. Attachment: 5.1 – Minutes of meeting <i>[insert date and/or no. of meeting]</i> | Confirm | Chairperson |
| | 5.2 | Actions arising: review progress of actions arising from previous minutes. | Note | Chairperson |
| <i>[insert]</i> | 6. | Priority item A – <i>[insert title, e.g. Mitigation of flood risk]</i> | | |
| | | Description <i>[Insert– e.g. ‘Action to mitigate the flood risk to Wombaton’ .]</i> | Decide | Chairperson |

| | | | | |
|-----------------|-----|---|-----------------------------|---------------|
| | | Attachments <i>[Insert – e.g. ‘6.1 to 6.2’]</i> Recommendation <i>[Insert – e.g. ‘That the Trust decide on the preferred option (A or B) for mitigating the flood risk to Wombaton.’]</i> | | |
| <i>[Insert]</i> | 7. | Priority item B – <i>[insert title]</i> | | |
| | | <i>[As above]</i> | Decide | Chairperson |
| <i>[Insert]</i> | 8. | Priority item C – <i>[insert title]</i> | | |
| | | <i>[As above]</i> | Decide | Chairperson |
| <i>[Insert]</i> | 9. | Reports and operational matters* <small>*Routine items, usually for noting. Reports are sent out with agenda, <i>not tabled at the meeting</i>. Even if the Trust has decided that motions will be carried automatically unless a Trust member requests an item be moved to the main agenda, relevant questions and discussion still occur.</small> | | |
| | 9.1 | Title - <i>[insert – e.g. GM report]</i> Attachment - <i>[Insert – e.g. 9.1]</i> Recommendation - <i>[Insert – e.g. ‘That the Trust note the GM’s report’]</i> | Note | Report author |
| | 9.2 | <i>[As above]</i> | Note | Report author |
| | 9.3 | <i>[As above]</i> | Note | Report author |
| <i>[Insert]</i> | 10. | Other business | | |
| | | Items not on the agenda can be raised for discussion, subject to the Chairperson’s permission. | Note, endorse, decide, etc. | Chairperson |
| | 11. | Meeting Review | | |
| | | Trustees feedback on meeting papers, process, logistics etc. | | Chairperson |
| <i>[Insert]</i> | 12. | Next meeting | | |
| | | <i>[Insert date, time, and location of next scheduled meeting.]</i> | Note | Chairperson |
| <i>[Insert]</i> | 13. | Meeting adjourns | | |
| | | Meeting closes. | | Chairperson |

[‘Roundtable evaluation’ - some Trusts choose to have a standing item immediately prior to the end of the meeting, whereby a Trust member, on a rotating basis, provides feedback on the meeting using standard criteria that the Trust has developed.]

28. Appendix 2 – Template for minutes of CRRT meeting

| Caulfield Racecourse Reserve Trust Minutes - CRRT meeting | | |
|---|---|--------|
| Date and time: | | |
| Location: | | |
| CRRT Members: | | |
| In Attendance: | | |
| <p><i>[List Trustees in attendance and any relevant titles (e.g. Deputy Chairperson). If a Trust member is absent for any item(s), or part thereof, record this beside their name. If they attend remotely, note this beside their name, including method of attendance (e.g. video link).]</i></p> | | |
| No. | Item | Action |
| 1. | Opening formalities | |
| 1.1 | Opening and Welcome | |
| 1.2 | Apologies as listed above | |
| 1.3 | Confirmation of Quorum <i>[Insert – e.g. ‘The Chair noted the required quorum was met.’]</i> | |
| 1.4 | Confirmation of Agenda <i>[Insert if applicable: ‘with the following changes...’]</i> | |
| 2. | Register of Gifts, Benefits and Hospitality | |
| | Trust Members reviewed and confirmed entries in the <i>Register of Gifts, Benefits and Hospitality</i> as complete and correct. The recent inclusion of hampers was noted. | |
| 3. | Register of Interests | |
| | All Trustees present confirmed that their entries in the Register of Gifts, Benefits and Hospitality are complete and correct <i>[Insert if applicable: ‘subject to the following additions/changes:’ then set out or attach any additions/changes]</i> | |
| 4. | Conflict of Interest | |
| 4.1 | ‘The Trust noted that there were no conflicts of interest (real, potential or perceived) in relation to any item on the agenda.’ <i>OR, if a conflict of interest is declared, record:</i> who declared the conflict; | |

| | | |
|-----|---|--|
| | <p>- a description of the interest and conflict (\$ value need not be recorded);</p> <p>- the CRRT’s decision on whether the conflict is ‘material’ (serious); and</p> <p>- the CRRT’s decision on what action will be taken to manage the conflict</p> | |
| 4.2 | (i) Management - Trust Members considered and determined that management had no material (serious) conflict of interest. | |
| 4. | In Camera Session | |
| 4.1 | Record any notes requested by the Chairperson | |
| 5. | Minutes of previous meeting | |
| 5.1 | The Trust endorsed the minutes of the previous meeting [<i>insert meeting no. and/or date</i>] as complete and accurate. [<i>Insert if applicable: ‘subject to the following amendments ...’</i>] | |
| 5.2 | <p>Actions Arising</p> <p><i>Insert – e.g. ‘The Trust noted the current status of actions arising from the previous meeting’.</i></p> | |
| 6. | In-Camera Session | |
| | <p>Time for the Trust to have a confidential discussion.</p> <p>Any note from the Chair resulting from the discussion to be recorded.</p> | |
| 7. | Priority Item A. [<i>insert title, e.g. Mitigation of flood risk</i>] | |
| | <p>Description</p> <p>Attachments</p> <ul style="list-style-type: none"> • <p>Discussion</p> <p>[<i>Briefly note key factors material to the CRRT’s decision. Avoid details of ‘who said what’.</i>]</p> <p>Decision / Outcome</p> <p>[<i>Insert - e.g. ‘The Trust endorsed proceeding with Option B - Levee banks.’</i>]</p> <p>-</p> | |
| 8. | Priority Item B: [<i>insert title</i>] | |
| | [<i>As above.</i>] | |

| | | |
|---------------------------------------|---|---|
| 10. | Priority Item C: <i>[insert title]</i> | |
| | <i>[As above.]</i> | |
| 12. | Reports and operational matters | |
| 12.1 | Register of Documents affixed with The Common Seal of Caulfield Racecourse Reserve Trust Trust members reviewed the Register and NOTED that any changes have been made to the Register since the last meeting. | |
| 12.2 | Land Management Plan Committee Report Insert date and time of last meeting and status of any minutes. <u>Attachment</u> • <u>Decision</u> | |
| 12.3 | Remuneration and Appointments Committee Report Insert date and time of last meeting and status of any minutes. <u>Attachment</u> • <u>Decision</u> | REM Chairperson / Exec Assistant |
| 12.4 | Finance Audit and Risk Committee Report Insert date and time of last meeting and status of any minutes. <u>Attachment</u> • <u>Decision</u> | |
| <i>[Insert title, e.g. GM report]</i> | <i>[Insert title, e.g. GM report]</i> | <i>[Insert title, e.g. GM report]</i> |
| 13. | Other business | |
| 13.1 | Material correspondence The Trust NOTED the material correspondence. | |

| | | |
|------|---|--|
| 13.2 | <p><i>[Insert title and description]</i></p> <p>Key factors - <i>[Insert as above]</i></p> <p>Decision/outcome - <i>[Insert according to whether item for was for noting, decision, etc.]</i></p> | |
| 13.3 | <p>Trust calendar</p> <p>Insert key dates for forthcoming meetings and items to be listed.</p> | |
| 14. | Meeting Review | |
| | The Chairperson invites a discussion on the meeting. | |
| 15. | Next Trust meeting | |
| | Insert date and time for next meeting | |
| 16. | Meeting Closes | |
| | Meeting closed at <i>(time)</i> | |

Signature of Chairperson Mr Sam Almaliki

Date signed

29. Appendix 3 – Summary chart of roles and responsibilities

| Parliament | Minister | Department | Board | Chairperson | General Manager |
|--|--|--|--|---|---|
| <i>Reports to Community</i> | <i>Reports to Parliament</i> | <i>Reports to Minister</i> | <i>Reports to Minister</i> | <i>Reports to Minister (as representative of board)</i> | <i>Reports to Board</i> |
| Establishes agency; sets functions and performance requirements. | Accountable to Parliament for agency's performance. | Provides advice to minister. Oversees and supports agency on behalf of the minister. An extension of the Minister. | Accountable to the minister for the agency's performance. Develops agency's strategic vision. Overseen and supported by department on behalf of the minister. | The role of the Chairperson is in addition to his/her duties as a board member. | Accountable to board. Implements board's strategic vision and performance requirements. |
| <p>A. Establishes agency</p> <p>Passes the establishing Act – i.e. the law that establishes the agency or enables the minister to establish agencies of that type (also known as the 'enabling' Act).</p> <p>*see below for other limited methods of establishing agencies.</p> <p>Determines the purpose, functions, powers, and responsibilities of the agency (set out</p> | <p>A. Responsible for agency</p> <p>Responsible to Parliament for the agency, including: performance of the functions set out in its establishing Act (and detailed in the agency's strategic and business plans); and compliance with its governance framework.</p> <p>B. Sets strategic framework</p> <p>Subject to Cabinet approval, sets Government policy</p> | <p>A. Oversight and support of agency</p> <p>Oversees and supports agency on behalf of the responsible minister - section 13A of the <i>Public Administration Act</i> (PAA).</p> <p>B. Advice to Minister</p> <p>As the minister's principal source of advice on agency issues, provides the minister with strategic and policy advice relating to the agency's performance, compliance, reported major risks, etc.</p> <p>*see next page for examples of typical advice topics.</p> <p>Undertakes high-level policy development and strategic planning on behalf of minister.</p> | <p>A. Governing body of agency</p> <p>As the governing body of the agency, the board: is accountable to the minister for the agency's performance of its functions and for compliance with its governance framework;</p> <ul style="list-style-type: none"> is overseen and supported by the department on behalf of the minister (section 13A of the Public Administration Act); has an obligation to provide the department with information requested under section 13A, unless prohibited by law. <p>The board is collectively accountable for its decisions. Each board member has a duty to actively participate in each decision, which must be made in the public interest.</p> <p>B. Strategic vision</p> <p>The board develops and monitors the implementation of the agency's strategic vision. As part of its role, the board:</p> <p>Sets and regularly reviews the agency's strategic vision, which it documents in its strategic plan (i.e. medium/long</p> | <p>A. Leadership of agency</p> <p>Leads agency and manages its principal relationships.</p> <p>B. Board meetings</p> <p>Sets board meeting agendas; conducts meetings in a timely and effective manner, consistent with board policy.</p> <p>Ensures board members treat one another with respect and courtesy and have a balanced opportunity to express their views.</p> <p>Ensures key issues are discussed and determined in the public interest, with the active</p> | <p>A. Day-to-day management of agency</p> <p>Implements the strategic vision set by the board (i.e. translates the board's strategic decisions into action) by:</p> <ul style="list-style-type: none"> implementing the board's strategic plan and other board decisions. managing the agency's day-to-day operations. <p>B. Strategic functions</p> <p>As required, prepares plans, annual reports, key procedures, policies, etc. in accordance with the board's specifications, for approval by the board.</p> |

| Parliament | Minister | Department | Board | Chairperson | General Manager |
|--|---|--|--|---|--|
| <p>in the establishing Act).</p> <p>Sets the agency's resourcing framework.</p> <p>B. Performance monitoring</p> <p>Sets accountability framework – i.e. the measures/reporting processes to enable monitoring of the agency's:</p> <p>satisfactory performance of its functions;</p> <p>compliance with its governance framework (i.e. establishing Act and other laws, government policies, etc. that bind the agency).</p> <p>Parliament can utilise any or all of the following methods to monitor the agency:</p> <p>reporting requirements (e.g. annual reporting requirements under the Financial Management Act</p> | <p>in relation to the agency.</p> <p>Shapes proposed amendments to the establishing Act.</p> <p>Depending on the establishing Act, appoints and removes board members either directly or via recommendation to the Governor in Council.</p> <p>C. Performance monitoring</p> <p>Approves agency's strategic and business plans, where appropriate.</p> <p>May provide:</p> <p>ministerial directions and/or guidance;</p> <p>statements of expectation, obligation, and/or priorities etc.</p> <p>(based on inherent ministerial powers and/or explicit powers in some establishing Acts).</p> | <p>Coordinates annual funding bids to Government by agencies; distributes funds allocated to agencies by Government.</p> <p>C. Performance monitoring</p> <p>Oversight of agency on behalf of the minister includes monitoring the agency's:</p> <p>standard of performance (e.g. strategic and business plans).</p> <p>compliance with governance framework.</p> <p>reporting to the minister.</p> <p>D. Support</p> <p>Induction and education: offers support materials for board members, executives and staff of agencies (e.g. model policies, guidance notes, e-alerts). See DELWP's governance website, On Board (www.delwp.vic.gov.au/onboard).</p> <p>Communicates with the agency's board and senior management regarding compliance and performance matters, for example:</p> <p>agency's role and responsibilities;</p> | <p>term plan – e.g. 3 to 5 years) and which must be consistent with the agency's functions in the establishing Act.</p> <p>Approves the agency's business plan (usually an annual plan) to ensure its performance objectives and targets are consistent with and support the agency's strategic vision.</p> <p>Undertakes other strategic functions, such as:</p> <p>approves the agency's annual report;</p> <p>approves the agency's annual budget;</p> <p>approves decisions relating to strategic initiatives such as commercial ventures, significant acquisitions, internal restructures, and disposals;</p> <p>ensures the agency has appropriate frameworks in place (e.g. systems and processes to manage risk, compliance requirements, etc.);</p> <p>monitors the performance of the GM (see below).</p> <p>C. Performance Monitoring</p> <p>Monitors the agency's performance, including:</p> <p>the standard of performance of its functions</p> <p>compliance with its governance framework (and with any delegations).</p> <p>To help ensure it is properly informed, the board regularly reviews the adequacy of the content and format of reports its receives (e.g. from the GM, CFO, subcommittees, etc.).</p> <p>D. Risk Management</p> <p>Integrates risk management into the agency's strategic planning;</p> <p>Monitors the effectiveness of the agency's internal control mechanisms, including systems for financial and operational risk management; compliance; and reporting;</p> | <p>participation of all board members.</p> <p>C. Conflict of Interest</p> <p>Has a key role in ensuring all conflicts of interest are declared and dealt with in accordance with board policy.</p> <p>D. Capacity Building</p> <p>leads board members</p> <p>develops effective team with the necessary skills and capabilities;</p> <p>assists board members to understand their role, responsibilities, and accountability to minister;</p> <p>arranges adequate support for members;</p> <p>informs members of developments in government policy, etc.;</p> <p>welcomes new members and leads the induction process.</p> <p>ensures board members have access to all relevant policies.</p> <p>E. Staff</p> | <p>Provides advice/information to the board about the agency's:</p> <p>performance of its functions (e.g. strategy, finance, reporting obligations, major issues that arise, etc.);</p> <p>compliance with its governance framework (including information about new/changes to laws, ministerial directions, etc.).</p> <p>C. Performance monitoring</p> <p>Ensures the agency operates consistently with:</p> <p>its governance framework;</p> <p>the strategic direction set by the board</p> <p>the performance objectives and targets approved by the board in the business plan (which the GM drafts);</p> <p>the board's other decisions;</p> <p>the agency's policies and processes (e.g. compliance and risk management processes; fraud, travel);</p> <p>the agency's budget.</p> <p>Measures performance and puts in place effective organisational frameworks (e.g. effective systems and</p> |

| Parliament | Minister | Department | Board | Chairperson | General Manager |
|--|---|---|--|---|---|
| <p>and/or establishing Act);</p> <p>audits by the Auditor-General;</p> <p>investigations by the Ombudsman;</p> <p>Parliamentary inquiries;</p> <p>public forums to consider issues;</p> <p>questions in Parliament.</p> <p>.....</p> <p>*Other methods of establishment</p> <p>Other methods of establishing an agency include:</p> <p>Terms of Reference: some purely advisory agencies are not established/enabled by an Act of Parliament. Instead, the agency is established by the Minister using inherent powers granted and overseen by Parliament. In such cases, the establishing document which</p> | <p>May initiate a review of the agency's performance/ operations, etc.</p> <p>Where applicable, accepts and, if required, tables annual report.</p> <p>D. Other</p> <p>Occasionally, a minister will use their inherent powers to establish an agency without Parliament passing an establishing Act. Such agencies are <i>purely advisory</i>. They <i>only</i> provide advice to the Minister, usually on a specific topic for a limited time.</p> | <p>government policies and procedures; and</p> <p>reporting frameworks and timelines to comply with Government requirements.</p> <p>E. Whole of Government</p> <p>Liaises with agency on 'whole of government' strategic, financial, and policy matters (e.g. Premiers' Circulars).</p> <p>Consolidates information from agencies for 'whole of government' reports.</p> <p>*Typical advice topics</p> <p>The department's advice to the minister as to how well an agency is performing its functions may include advice on:</p> <p>significant draft/documents (e.g. strategic plan, business plans, annual report, budget);</p> <p>significant/proposed contractual obligations, loans, purchases;</p> <p>risk management (e.g. emerging/existing risks);</p> <p>revenue management (e.g. asset investment, balance sheet);</p> <p>overall strategic capacity, operational sustainability, and</p> | <p>Ensures that the agency is operating within its powers.</p> <p>E. Reporting</p> <p>Reports to the minister via an annual report, if required by the Financial Management Act and/or by establishing Act).</p> <p>Provides information (e.g. reports) to the department as required (consistent with section 13A of the PAA).</p> <p>F. Significant risks and other events/issues</p> <p>Must notify the minister and secretary of the department of:</p> <p>significant risks (emerging and existing) to the agency's effective operation and the risk management systems in place to address those risks.</p> <p>other significant events and issues.</p> <p>G. Stewardship</p> <p>Leads by example, fostering a culture in the agency that reflects the values in the <i>Public Administration Act</i> and related codes (e.g. <i>Directors' Code of Conduct</i> and the <i>Code of Conduct for Victorian Public Sector Employees</i>).</p> <p>Annually reviews and assesses the performance of the board as a whole and of individual board members and the Chairperson.</p> <p>Establishes and regularly reviews board policies on key topics (e.g. conflict of interest).</p> <p>Ensures the agency has appropriate policies in place for staff (e.g. workplace health and safety).</p> | <p>Establishes constructive working relationship with the GM;</p> <p>Key liaison between the board and the GM/ senior management.</p> <p>E. Board performance</p> <p>Manages evaluation of board's performance and the performance of GM.</p> <p>F. Agency performance</p> <p>On behalf of the Board:</p> <p>Notifies the minister and secretary of significant issues and events, in particular, significant risks to the agency and what is being done to manage these risks.</p> <p>Delivers required plans and reports to minister (e.g. strategic plan; annual report).</p> <p>G. Stakeholders</p> <p>Represents board to external parties.</p> <p>Acts as official spokesperson for the agency or authorises</p> | <p>processes for financial management, human resources, information systems, risk management, marketing, communications, fund raising, asset management, reporting).</p> <p>D. Reporting</p> <p>Prepares reports which are required to meet the agency's reporting obligations, for approval by board prior to submission to Department, Treasury and Finance, etc.</p> <p>E. Staff</p> <p>Main bridge between the board and the agency's staff.</p> <p>Oversees the employment, management, and performance review of staff.</p> <p>Ensures processes are in place that apply the public sector employment principles and related standards.</p> <p>Follows, and ensures that staff follow, the Code of Conduct for Victorian Public Sector Employees.</p> |

| Parliament | Minister | Department | Board | Chairperson | General Manager |
|---|----------|---|---|---|---|
| <p>defines the agency's role etc. is the Terms of Reference set by the Minister.</p> <p>Occasionally: an older agency has been established by another means - e.g. Crown Grant, trust deed.</p> | | <p>achievement of the agency's performance objectives.</p> <p>compliance with its governance framework.</p> | <p>I. Conflict of Interest</p> <p>Identifies and deals with conflicts of interest (real, potential and perceived) in accordance with board policy. This usually requires a board member with a material conflict of interest to leave the room and abstain from any discussion or decision on the issue.</p> <p>J. GM and staff</p> <p>Appoints the GM (where the establishing Act permits); establishes GM's performance measures; assesses GM's performance annually; develops a GM succession plan.</p> <p>Ensures GM has policies and procedures in place to apply the PAA's employment principles to all staff.</p> <p>K. Stakeholders</p> <p>Ensures the development and maintenance of effective relationships with stakeholders.</p> | <p>others (e.g. GM) to do so to specified extent.</p> <p>Fosters relationship between board and internal audit committee.</p> | <p>F. Stakeholders</p> <p>To the extent authorised by the board, maintains effective communication with stakeholders (e.g. liaises with, and where appropriate, reports to department on behalf of board).</p> |

30. Appendix 4 – Governance Principles

This document is available from the internet at www.delwp.vic.gov.au/onboard

For more information contact the DELWP Customer Service Centre 136 186

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