



Board Charter

2023

1 Introduction

The purpose of this charter is to outline Board processes and arrangements for effective governance of the Board and Landgate.

The Board Charter has been prepared in accordance with the Public Sector Commission's Good Governance Principles, whilst also noting best practice considerations from the ASX Corporate Governance Principles and Recommendations 4th Edition. The Board has the responsibilities set out in this Charter and will carry out those responsibilities honestly, fairly and diligently.

1.1 Endorsement

This document is endorsed and approved by the Board and is managed by the Office of the Chief Executive.

1.2. Review

The Board shall review this Charter every two years or as required after the annual Board performance evaluation (Section 8). Any modifications to or replacements of this Charter must be approved by the Board prior to coming into effect.

2 Governing Legislation

2.1 Legislation

The *Land Information Authority Act 2006* (LIAA) is the enabling legislation which establishes the Western Australian Land Information Authority as a statutory authority with commercial powers. The authority operates under the business name Landgate.

2.2 Board as Governing Body

Section 21 of the Act establishes the Board as the accountable authority for Landgate with overall responsibility for oversight and governance.

2.3 Related documentation

This Charter should be read in conjunction with the approved Delegations of Authority, the Landgate Code of Conduct and the Board Guidance document.

3 Role of the Board

3.1 Overview

The Board is responsible for:

- Providing strategic direction through endorsing and periodically reviewing the Strategic Development Plan and

Statement of Corporate Intent, in partnership with the executive team.

- Determining appropriate performance measures consistent with Landgate's Strategic Development Plan.
- Reviewing the authority's progress towards implementing its strategic plan and stated objectives and targets.
- Establishing budget parameters, including expenditure levels for recurrent and non-recurrent activities and revenue levels from fees and charges and other sources.
- Overseeing the management of the authority by the Chief Executive to ensure it is operating effectively, has a culture of compliance and sound business performance in the areas of financial, human resource, risk management and asset management.
- Advising the Minister of any issues that may impede Landgate's ability to deliver its strategic objectives.
- Reviewing and approving annual reports that evaluate Landgate's performance.
- Establishing an annual performance agreement with the Chief Executive and providing input into the performance review process, in conjunction with the Public Sector Commission.
- Determining and approving the levels of authority to be delegated to the Chief Executive and reviewing these on an annual basis.
- Establishing and maintaining a corporate culture that clearly aligns with Landgate's overarching vision, purpose, values and strategy, in partnership with the executive team.
- Reviewing and approving Landgate's risk appetite and providing oversight to ensure risks facing the authority are identified, assessed and managed effectively.
- Reviewing the internal financial and operational control environment for the authority to ensure it is effective and fit-for-purpose.

- Reviewing and approving policies that relate directly the responsibilities and accountabilities of the Board.
- Approving Charters of Board Committees.

3.2 Matters Reserved for the Board

Certain matters are retained by the Board as its responsibilities alone and will not be delegated. The current matters reserved for the Board are outlined in Appendix 1.

4 Responsibilities

4.1 Chairperson

The Chairperson's responsibilities include:

- a) Leadership and effective performance of the Board;
- b) Setting the agenda for Board meetings, in conjunction with the Chief Executive Officer and Executive Services team;
- c) Facilitating the flow of timely and accurate information to Board members;
- d) Ensuring Board members have adequate opportunity to contribute, and seek to develop and maintain relationships between the Board and management that are open, cordial and conducive to productive cooperation;
- e) Arranging regular evaluation of the performance of the Board, its Committees and of individual members;
- f) Ensuring meetings are held regularly, are properly recorded and have adequate administrative support;
- g) Ensuring any declared potential conflict of interest is recorded in the Board minutes;
- h) Promoting Landgate externally;
- i) Speaking on behalf of the Board; and
- j) Acting as a conduit between the minister, the Board and the Chief Executive.

4.2 Deputy Chair

The Deputy Chair fulfills the responsibilities of the Chair should the Chair temporarily vacate their position or be absent at a meeting of the Board.

4.3 Board Members

Members will contribute by attending meetings of the Board and actively participating in discussions and decision making. In undertaking their role members will:

- a) Adopt a long-term strategic perspective and anticipate and respond to changes in the external environment;
- b) Be stakeholder-focused and be aware of community and government priorities to balance the demands of different stakeholders;
- c) Ensure the highest standards of financial accountability and ethical behaviour;
- d) Exercise due care and diligence in discharging their duties;
- e) Act in good faith, in the best interests of Landgate;
- f) Not improperly use their position or misuse information;
- g) Declare on an ongoing basis any interests that could potentially conflict with those of the Authority;
- h) Commit the time necessary to effectively discharge their role as a Board member and come to each meeting prepared; and
- i) Abide by the Western Australian Public Sector Code of Ethics, the Landgate Code of Conduct and act in a manner that demonstrates the authority's stated values.

4.4 Chief Executive

Subject to the direction of the Board (as outlined in the Delegation of Authority), the Chief Executive is responsible for, and has the necessary powers to administer Landgate's operations including:

- a) Day-to-day management;
- b) Employment and management of Landgate staff;
- c) Ensuring Board members have all the information they need to make an informed decision;
- d) Giving effect to Board decisions which are appropriately communicated to all relevant staff and are implemented fully and without delay; and

- e) Liaising with the Board Chair and the Minister.

5 Board Composition and Terms

- 5.1 Membership

Section 22 of the LIAA stipulates that the Board comprises of not less than four and no more than six members, in addition to the Chief Executive.
- 5.2 Appointment of Members

Members are appointed by the responsible Minister (with the exception of the Chief Executive), who also designates appointed members to the roles of Chair and Deputy Chair.
- 5.3 Term

Members are appointed for fixed terms of up to three years and can be re-appointed. The Board has determined that a member shall serve no more than three consecutive three-year terms. A board member can resign from office at any time by providing written notice to the Minister.
- 5.4 Induction

Upon appointment, each new Board member is required to participate in an induction process which incorporates a full briefing of the business operations and regulatory environment of Landgate.
- 5.5 Review of Board Composition

In exercising its obligation to nominate future members, the Board will consider its composition to ensure that members bring the range of skills, knowledge, experience and diversity to drive and support the strategic direction of the organisation.
- 5.6 Liability Protection

Landgate maintains 'Directors and Officers Liability' insurance to cover any resultant liability upon Board members and senior management and has in place a Deed of Access for members.
- 5.7 Remuneration of Board Members

Board members are entitled to be paid any remuneration and allowances that the Minister may from time to time determine on the recommendation of the Minister responsible for public sector management.
- 5.8 Continuing Professional Development and Board training

Board members are expected to maintain the skills required to discharge their obligations. For this purpose they should undertake

continuing professional development to the extent necessary. This includes undertaking professional development in response to the outcomes from the annual performance evaluation.

All requests for approval of professional education courses should be discussed with the Chair in the first instance, prior to submitting the request and accompanying invoice to the Executive Services team. Approved professional development will be paid for by the A]

authority to the extent of the budget that has been approved for such activity.

Each Board member is also responsible for the timely completion of mandatory, regulatory and compliance training, which includes refresher training as required.

6 Board Meetings

6.1 Meeting Frequency

The Board meets at regular intervals during the year on dates agreed to in the Landgate Corporate Calendar. Board meetings are not open to the public.

The Chair, at the request of any Board member, may convene an extraordinary meeting at any time. Urgent decisions, where it is not practical to convene a meeting, may be made by resolution circulated in writing, and ratified at the next scheduled meeting of the Board.

6.2 Quorum and casting vote

The quorum for a meeting of the Board is at least half of the members in office. Where the Board is dealing with a matter and a member is disqualified from voting or being present, the quorum is three members who are entitled to vote on a matter.

6.3 Board Agendas

Board agendas are agreed by the Chair in conjunction with the Chief Executive and Executive Services team. Agendas should allow for a discussion period by non-executive Board members in the absence of management.

- 6.4 Board Papers
- Board papers are to be provided to the Board at least one week prior to the meeting to permit adequate preparation. Papers will be prepared using a standard template and made available via an online Board portal. For the purposes of performing their functions, Board members may request additional information to feed into their decision making.
- 6.5 Attendance
- Meetings will be convened so that, wherever possible, Board members are able to attend and participate in person. Where personal attendance by some or all Board members is not possible, meetings will be convened and conducted so as to facilitate participation by audio-conference and/or videoconference. The chosen platform will be secure to ensure confidentiality practices are maintained.
- 6.5 Minutes
- Minutes are documented by a representative from the Executive Services team. The minutes will be sent to the Chair within a week of the meeting for approval, before being sent to all members within two weeks of the meeting. Copies of Board papers and minutes will be maintained in accordance with Landgate's Record Keeping Plan.
- 6.6 Independent professional advice
- Board members can seek external advice to supplement information provided by Landgate. Board members seeking additional external advice must consult the Chair, and if approved by the Chair, advice may be provided at Landgate's expense.
- 6.7 Record Keeping, Access and Use of Information
- Board members have an individual responsibility for documents or other records in their custody, including on electronic devices, that relate to their role on the Landgate Board.
- Landgate uses an online platform to share Board meeting papers. The onus is on Board members to ensure information downloaded from this platform is stored securely and confidentially, with papers deleted following endorsement of the meeting minutes. This includes personal notes and annotations.

All records relating to Ministerial decisions and Cabinet endorsement of Board and Committee members, as well as rates of remuneration will be retained in line with Landgate's Recordkeeping Policy.

7 Board Committees

7.1 Committee Establishment

The Board may establish Board committees to which it may delegate any of its powers, duties and responsibilities. The Board will appoint the members of each committee and the Chair. Whilst the Board can delegate any of its powers to a committee, this does not absolve the Board of its governance and oversight responsibilities as outlined in Appendix 1.

The Board has established the following Board Committees:

- a) Audit and Risk Committee
- b) People, Environment and Sustainability Committee

7.2 Committee Charter

A separate Charter will be adopted for each committee, setting out the composition, duties and responsibilities, which is to be reviewed every two years. Committee Charters are to be approved by the Board and a review of the effectiveness of each committee and their members is to be undertaken on an annual basis.

7.3 Advisory Committees

The Board may establish Advisory committees from time-to-time with no delegated powers. The Board will appoint the members and Chair of each committee. A separate Charter will be adopted for each Advisory committee which is to be reviewed every two years.

7.4 Reporting to the Board

Each Committee will report to the Board on specific issues as and when required under its Charter and on the proceedings of each meeting of the Committee to the next scheduled Board meeting.

Board Performance

8.1 Annual Performance Evaluation

The Board will undertake an annual performance evaluation that:

- a) Reviews the performance of the Board against the requirements of this Charter;
- b) Reviews the performance of the Board Committees against the requirements of their respective Charters; and
- c) Reviews the individual performances of the Chairperson, Deputy Chair and Board members (including the Chief Executive).

The Chair will provide direction in relation to the annual performance evaluation process, with input from the People, Environment and Sustainability Committee. This exercise will be co-ordinated by the Executive Services team.

9 Document Control

Evaluation & Review

Custodian: Office of the Chief Executive

Update approved: February 2023

Approver: Landgate Board

Date of next review: Month 2025

Document Control

Document location: Document YYYY-TRIM File No

Date endorsed: Month YYYY

Change history: Board Charter updated approved by the Landgate Board Policy updates approved by Corporate Executive on DD/MM/YY, DD/MM/YY

Appendix 1: Matters Reserved for the Board

Board, Board Committees, CEO and Statutory Officers

- Approval and review of Board Charter and Board Committee Charters
- Membership and terms of reference of Board committees
- Delegations of authority to the Chief Executive Officer
- Nomination of Board members for the consideration of the Minister
- Designation of the Chief Finance Officer, certifying officers and statutory officers where legislation requires Board to appoint (excludes designation of Commissioner or Registrar of Titles, Valuer-General and other positions designated by Governor)

Business Strategy

- Negotiation and recommendation to the Minister of the Strategic Development Plan and Statement of Corporate Intent
- Recommendation to the Treasurer of key performance indicators

Financial Matters

- Approval of the agency budget prior to submission of proposed expenditure levels to the Minister
- Dividend payment recommendation to Minister
- Recommendation to the Treasurer of acquisition and disposal of shares, units or other interests relating to a business concern
- Recommendation to the Treasurer concerning participating in the winding up and dissolving a business concern
- Recommendation to the Treasurer concerning any question of borrowing or raising money, charging the authority's assets, seeking equity investment or providing a guarantee or indemnity
- Investment options for surplus funds

Audit & internal control matters

- Certification of annual accounts
- Determination of nature and extent of risks it is prepared to take to meet its objectives via the approval and annual review of the Risk Appetite Statement.

Capital expenditures

- Recommendation to the Treasurer on the Asset Investment Program included in the SDP

Contracts

- Approval of all contracts valued between \$2 million and \$5 million, or those of significant public interest, on the advice of the Tender Selection Panel and State Tenders Review Panel where appropriate.
- Recommendation to the Minister of any contracts valued at over \$5 million, on the advice of the Tender Selection Panel and State Tenders Review Panel where appropriate.

Intellectual property

- Approval of all proposals to apply for registration of a full patent
- Approval of any transaction involving intellectual property valued over \$1 million

Reporting and monitoring

- Approval of annual and half yearly performance reports to Minister
- Ongoing monitoring of organisation performance
- Expressing views on behalf of the Board to the media or in a public forum (restricted to Chair)

Electronic conveyancing

- Approval to provide or operate an Electronic Lodgement Network as detailed in the *Electronic Conveyancing Act 2014 (s.14)* (ECA)
- Approval of an Electronic Network Operator (ELNO) to provide and operate and Electronic Lodgement Network as detailed in the *ECA (s.15)*
- Approval of any 'Change of Control Event' as defined in the Operating Agreement held between Landgate and Property Exchange Australia Ltd
- Suspension or revocation of an ELNO approval

Policy Approval -

- In accordance with Landgate's Policy Framework.