

## TOURISM NT

### CHARTER ~ BOARD OF COMMISSIONERS

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This charter sets out the role and responsibilities of the Commissioners of Tourism NT, collectively referred to as the Board of Commissioners (the Board), and various procedural matters. It is not an 'all inclusive' document and should be read in conjunction with the *Tourism NT Act 2012* (the Act).

#### ROLE

The primary role of the Board is to provide strategic direction to Tourism NT and strategic advice to the Minister. It provides leadership and vision through strategy formulation and policy development whilst meeting its legislative, financial and governance obligations.

#### STATUTORY FRAMEWORK

Tourism NT is a Commission established pursuant to Sections 5 and 11 of the Act. It comprises the Chief Executive Officer and at least six other Commissioners appointed by the Minister.

##### *Enabling Legislation*

Sections 7, 8 and 9 of the Act determine the functions and powers of the Commission which are subject to ministerial control. The functions of Tourism NT are:-

- to market the Territory as a desirable visitor destination;
- to encourage and facilitate the sustainable growth of the tourism industry in the Territory;
- to advise the Minister on all matters relating to tourism in the Territory; and
- any other functions conferred on it by this or any other Act.

As a statutory authority, the Board assumes a public trust and confidence by virtue of its role in the public administration. It has a fiduciary responsibility for the expenditure of taxpayers' money and the custody and control of public assets.

##### *Other Legislation*

In addition to its enabling legislation, the Board must ensure compliance with obligations placed upon it by other legislation including, but not limited to:-

- *Financial Management Act 1995*
- *Procurement Act 1995*
- *Audit Act 1995*
- *Public Sector Employment and Management Act 1993*
- *Information Act 2002*
- *Ombudsman Act 2009*
- *Assembly Members and Statutory Officers (Remuneration and Other Entitlements) Act 2006*
- *Work Health Administration Act 2011*
- *Work Health and Safety (National Uniform Legislation) Act 2011*
- *Anti-Discrimination Act 1992*
- *Competition and Consumer Act 2010 (Cth)*
- *Trade Marks Act 1995 (Cth)*

- *Copyright Act 1968 (Cth)*
- *Copyright Amendment (Digital Agenda) Act 2000 (Cth)*
- NB: As a public authority, Tourism NT is exempt from the *Corporations Act 2001 (Cth)*.

## RESPONSIBILITIES

### **General**

The Board is accountable to the Minister for the overall performance of Tourism NT. Essential responsibilities include:-

- Strategic Direction – setting the strategies, goals, action plans, policies and performance targets to meet stakeholder expectations;
- Resources – allocate to management the resources to achieve the strategic direction including budget, staff, systems and tools;
- Performance – monitor performance against strategies and plans, including taking action to leverage opportunities or address weaknesses within the external operating environment;
- Compliance – ensure there are adequate processes in place to comply with statutory obligations, legal and accounting requirements and government policy and practices;
- Risk – ensure that the risks to which the organisation is exposed are clearly identified and that suitable processes are in place to manage or mitigate those risks;
- Accountability – report progress to stakeholders, most notably the Northern Territory Government, and members of the NT tourism industry and broader community; and
- Conduct – set the tone for organisational behaviour by acting ethically, modelling the correct values, adhering to the Code of Conduct and requiring management and staff to do the same.

In fulfilling these responsibilities, the Board must remain independent and manage the interests of all stakeholders and the wider public interest.

### **Chairperson**

In addition to the above, the Chairperson is responsible for:-

- leading and directing the activities of the Board;
- setting the Board agenda;
- conducting Board meetings and other business;
- ensuring the efficient and effective operation of the Board;
- liaising with and reporting to the Minister;
- inducting and supporting Board Commissioners;
- reviewing individual Commissioners' performance; and
- working with the Chief Executive Officer to oversee the performance of the organisation.

### **Chief Executive Officer**

The Chief Executive Officer or nominated delegate is the primary link between the Board and the organisation and responsible for:-

- managing the day-to-day operations of Tourism NT including operational, administrative and marketing functions;

- implementing the strategic direction, performance, risk and compliance initiatives set by the Board and other decisions;
- communicating Board decisions, policies and priorities to staff and presenting organisational reports, submissions and budgets to the Board; and
- employment and management of staff.

### **Board Secretary**

The Board Secretary provides administrative support to the Board and is relied upon to follow correct procedures and to advise the Board on public sector regulations, accountability standards and legislative requirements. The Board Secretary will be an appropriately experienced staff member of Tourism NT responsible for:-

- preparing the agenda in consultation with the Chairperson and Chief Executive Officer;
- compiling supporting documentation and distributing meeting papers to Commissioners;
- recording minutes of meetings of the Board and retaining appropriate records of the Board's activities;
- if required, arranging for members of Tourism NT's management team, advisors or observers to attend a meeting of the Board; and
- keeping abreast of, and informing Commissioners, of any changes to legislative requirements or governance expectations.

## **COMMITTEES**

The Board may establish committees as a mechanism by which to enhance its effectiveness through further detailed oversight and supervision of areas of special risk critical to the success of Tourism NT.

A committee established by the Board will be chaired by a Commissioner, other than the Chairperson or Chief Executive Officer, and have a written mandate outlining its role, composition, responsibilities, meeting and reporting requirements.

In keeping with best practice, the Board will establish a Finance, Risk and Audit Committee (FRAC). The charter for the FRAC will be published on Tourism NT's corporate website.

## **ACCESS TO INDEPENDENT ADVICE**

The Board may obtain independent professional advice to assist it in the proper exercise of its powers and responsibilities.

A Commissioner may obtain independent professional advice to assist him or her in the proper exercise of powers and discharge of duties as a Board member, provided that the Commissioner has obtained prior approval from the Chairperson, or if the Commissioner is the Chairperson, prior approval from the Board.

The Chairperson may agree that the cost of a Commissioner's independent advice be paid by Tourism NT. If the Commissioner is the Chair, the Chair must seek agreement from the Board for such cost to be paid by Tourism NT.

If a Commissioner obtains independent advice which is paid for by Tourism NT they must provide to the Board as soon as practicable a copy of the written advice received, subject to confidentiality and privilege considerations.

## LIABILITY AND INDEMNITY

In accordance with section 29 of the Act, a Commissioner is not civilly or criminally liable for an act done or omitted to be done in good faith. Legal opinion provided to Tourism NT considers section 29 provides sufficient protection from liability and it is not necessary to purchase additional insurance such as Directors and Officers insurance. Nonetheless, Commissioners need to understand the risks and liabilities associated with their role and need to exercise a reasonable degree of care, skill and diligence in carrying out their responsibilities.

The Board may give consideration to purchasing personal injury insurance for Commissioners not covered by government workers compensation arrangements, particularly where members are required to undertake significant travel as part of their role.

## APPOINTMENT AND CESSATION OF COMMISSIONERS

The Minister may appoint a person as a Commissioner of Tourism NT in accordance with Sections 11(2), 13 and 14 of the Act. The Minister may also terminate the appointment of a Commissioner pursuant to Section 18 of the Act.

An appointed Commissioner holds office for a term not exceeding two years, after which he or she may be eligible for reappointment. A Commissioner may resign his or her appointment by giving written notice to the Minister.

### ***Leave of Absence***

A Commissioner may be granted leave of absence for health, work or some other valid reason which impacts his or her capacity to participate fully as a member of the Board. Commissioners seeking a leave of absence must, as soon as practicably possible, submit a written request to the Chairperson outlining the reasons for and duration of the planned absence and any other relevant information.

In deciding whether to grant a leave of absence, the Chairperson may consult with the Minister and will consider the:-

- circumstances surrounding the request;
- Commissioner's remaining length of tenure; and
- overall performance and extent of the Commissioner's contribution to the Board since being appointed.

The Chairperson will confirm in writing whether a request for leave of absence has been granted. At each meeting of the Board for which a Commissioner who has been granted leave of absence is not in attendance, it must be recorded in the minutes that a leave of absence has been granted.

## DELEGATIONS

The Board may delegate any of its powers or functions in accordance with Section 10 of the Act.

A copy of each delegation will be provided to the person holding the delegated power. The Board Secretary will retain a copy of each delegation.

The Board will review and, if required, update or revoke delegations annually.

## BEHAVIOUR

### ***Code of Conduct***

Commissioners will subscribe to the Board of Commissioners' Code of Conduct (the Code), which articulates expectations regarding personal and professional behaviour. On appointment, or reappointment, each Commissioner must provide a signed declaration of commitment to abiding by the Code. Failure to comply with the Code may result in the Minister terminating the appointment of a Commissioner.

### ***Conflict of Interest***

At each Board meeting the Chairperson will seek declarations of interests from all Commissioners present. If a Commissioner has a personal interest in a matter being considered by Tourism NT, he or she must disclose it in accordance with sections 25 and 26 of the Act. Disclosure of personal interests must be recorded in the minutes of the meeting.

If a Commissioner has a personal interest in a matter that requires disclosure he or she must absent him or herself from the meeting for the duration of discussion regarding the relevant agenda item and not take part in any deliberation or decision regarding the matter.

### ***Confidentiality***

All deliberations, decisions and activities of the Board are confidential unless expressly stated otherwise by the Chairperson or his or her delegate. The penalty for unauthorised disclosure of confidential information is detailed in section 30 of the Act.

## MEETINGS

Sections 20 to 24 of the Act detail Tourism NT's obligations regarding meetings.

The specific time, place and duration for each meeting will be decided by the Board. Meetings may be face to face, teleconference or via videoconference.

### ***Board Agenda and Papers***

In consultation with the Chairperson and the Chief Executive Officer, the Board Secretary will prepare the agenda for a meeting setting out the matters to be discussed and referencing all relevant reports and submissions relating to each agenda item.

The Board Secretary will aim to distribute the agenda and related papers to each Commissioner at least seven days before the date of the scheduled board meeting.

Unless otherwise determined by the Chairperson, at each board meeting the:-

- Chief Executive Officer will report on any major matter affecting the operations of Tourism NT including a summary of the salient issues arising from the report; and
- Chief Financial Officer will provide a Summary Financial Report detailing the performance of Tourism NT against its budget and reporting on any abnormal items or matters which should be drawn to the attention of the Board.
- Chairpersons of the Board Committees are to submit a report on activities and findings to the Board, together with any recommended action.

Matters requiring decisions of the Board should be submitted to the Board in writing through the Board Secretary, setting out:-

- the subject matter;
- policy implications for the Northern Territory Government;
- advice on any legal requirements;
- the need for consideration of competition policy issues where exclusive arrangements are being proposed;
- a clear recommendation on the course the Board should take;
- confirmation that any proposed expenditure is within budget and that accountability arrangements are adequate;
- current and future funding and resource implications including staff;
- any consultation process that has been undertaken;
- proposed implementation timetable and next steps; and
- performance measures that will apply if the initiative is adopted.

The staff member of Tourism NT responsible for the matter may be required to brief the Board and answer any questions.

### ***Chairing Meetings***

The Chairperson must preside at all meetings at which he or she is present. If the Chairperson is not present at a meeting the Chairperson and CEO (or delegate) will agree on another member present to preside.

### ***Quorum***

A quorum for a board meeting is constituted by a majority (i.e. more than half) of Commissioners.

If a Commissioner is required to remove him or herself from deliberations of the Board due a personal interest, the remaining members constitute a quorum for the purpose of any deliberation or decision at that meeting for that matter only.

### ***Resolutions***

A resolution of the Board is to be determined by the majority vote of the Commissioners present at a meeting. The Chairperson has a deliberative and casting vote.

The Board may also pass a resolution without a board meeting being held if all the Commissioners entitled to vote on the resolution sign a document containing a statement that they are in favour. Email signatures are accepted for this purpose. Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last of the Commissioners sign. The Board Secretary must keep a record of resolutions passed in accordance with this process.

### ***Records***

The Board Secretary will prepare minutes of meetings of the Board and retain appropriate records of all Board activities.

### ***Attendance by Observers***

The Chairperson may invite relevant persons to interact with the Board at its meeting as an observer. This may include that the observer:-

- be provided with some, or all, Board papers on the day of, or prior to, a Board meeting; and
- where considered appropriate by the Chairperson, participate in all or part of the discussions of the Board including responding to questions.

The Chairperson must not permit the observer to seek amendments to any board papers, vote at the meeting or influence the decision making of the Board unless the Board specifically invites an observer to do so.

## EVALUATING BOARD PERFORMANCE

Good governance requires the performance of the Board to be evaluated at least annually. Whilst the Minister is responsible the appointment of Commissioners, it is incumbent upon the Chairperson to assess the performance and conduct of the Board. This includes reviewing individual Commissioner's performance, other than that of the Chief Executive Officer whose performance is subject to the application of the *Public Sector Employment and Management Act*.

The biennial stakeholder engagement survey contains specific questions around Board performance.

## PUBLICATION AND REVIEW OF CHARTER

This Charter is available on Tourism NT's website at [www.tourismnt.com.au](http://www.tourismnt.com.au). The Board will review this Charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

Approved



Michael Bridge

Chairperson

15/11/19

Last Reviewed: November 2019  
Next Review: November 2020