

# CULTURAL FACILITIES CORPORATION

## Board Charter



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A/g CEO  
Cultural Facilities Corporation

Endorsed by: CFC Board

Date: February 2026

Date for review: February 2027

Version: Version 1.7

### DOCUMENT PROPERTIES

#### Schedule of Amendments

Content revised	1 May 2025
New Format applied	5 May 2022

#### Amendment History

Version No.	Issue Date	Author
Version 1.0	October 2018	Harriet Elvin
Version 1.1	February 2019	Harriet Elvin
Version 1.2	February 2020	Harriet Elvin
Version 1.3	April 2021	Harriet Elvin
Version 1.4	April 2022	Gordon Ramsay
Version 1.5	December 2024	Gordon Ramsay
Version 1.6	May 2025	Gordon Ramsay
Version 1.7	February 2026	Caroline Fulton

#### Details

Area responsible for Policy/Plan/Program/Guideline	CFC Executive and Board
Stakeholders	CFC Board members
Document location	G:\CFC\Staff\Documents\CFC\Current CFC Key Documents - Policies and Procedures\CFC Board Charter - 2026-2027.pdf
Record number and name	

Freedom of Information Act 2016 compliant	Document linked to the Open Access Information website? No <input type="checkbox"/> (the document is not appropriate for public viewing) Yes <input checked="" type="checkbox"/> (the document is appropriate for public viewing)
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## INTRODUCTION

The Board of the Cultural Facilities Corporation (CFC) promotes, and is responsible for good governance of, the CFC.

This Board Charter sets out the framework within which the Board operates, and the Board's role, composition and responsibilities.

The CFC's system of governance is intended to ensure the strategic leadership of the organisation and the effective oversight by the Board of management, in order to:

- ensure the CFC achieves its mission and purpose;
- enhance organisational performance;
- understand and manage risks to minimise negative consequences and maximise opportunities;
- strengthen stakeholder confidence;
- enhance the CFC's public reputation through enhanced transparency and accountability; and
- oversee the way in which the CFC is discharging its legal, stakeholder and ethical obligations.

As a statutory enterprise of the ACT Government, the CFC operates within a strong governance framework established by the government. The key pieces of legislation and government documents are:

- the *Financial Management Act 1996* Part 9, Divisions 9.1 – 9.5 (Governance of Territory Authorities);
- the *Cultural Facilities Corporation Act 1997*;
- the *Public Sector Management Act 1994*;
- the ACT Government Service Code of Conduct; and
- the ACT Government Service Performance Framework.

Strong organisational governance is also guided by a number of CFC plans and statements including long-term Strategic Plans, and annual Corporate Plans and Statements of Intent based on the Strategic Plans.

The CFC's financial and risk management is guided by the CFC's Risk Appetite Statement, Risk Management Framework and Policy, Risk Management Plan and other policies and procedures for specific risks. The effectiveness of risk management is monitored by the work of the Audit and Risk Committee of the Board, internal and external audits and quality assurance programs

## **PART A BOARD RESPONSIBILITIES AND FUNCTIONS**

### **A1. Responsibilities and functions under ACT legislation**

- A1.1 The conduct of the Board is governed by the *Cultural Facilities Corporation Act 1997* (CFC Act) and the *Financial Management Act 1996* (FMA).
- A1.2 The Board has the following specific responsibilities as stated in section 56 of the FMA:
- (a) under the Minister, for the efficient and effective financial management of the resources for which the CFC is responsible; and
  - (b) for managing the CFC in a way that promotes the achievement of the CFC's purpose and the CFC's financial sustainability.
- A1.3 The Board has the following specific functions as stated in section 77 of the FMA:
- (a) setting the CFC's policies and strategies (for example risk management; communication with government; and corporate planning);
  - (b) governing the CFC consistently with the CFC's establishing Act and other relevant legislation;
  - (c) ensuring, as far as practicable, that the CFC operates in a proper, effective and efficient way; and
  - (d) ensuring, as far as practicable, that the CFC complies with applicable governmental policies.

### **A2. Matters reserved to the Board**

Within the specific functions identified in Section A1 above, the Board has reserved the following matters for its determination.

#### **A2.1 Strategy and organisational performance**

- (a) The Board is responsible for the strategic direction of the CFC, including the development of long-term Strategic Plans.
- (b) The Board reviews and approves the CFC's annual Corporate Plan based on the current Strategic Plan.
- (c) The Board approves performance indicators and annual performance targets, and reviews performance against them.

#### **A2.2 Financial management, financial controls and risk**

- (a) The Board establishes an Audit and Risk Committee and appoints member to it in accordance with Part G of this Charter.
- (b) The Board regularly receives reports on the CFC's financial management and reports on the CFC's capital and strategic projects.
- (c) The Board approves theatre programming proposals where Canberra Theatre Centre budgeted expenditure on the theatre product is above \$600,000
- (d) The Board must approve any addition, to the Theatre Reserve.
- (e) The use of, or access to the Theatre Reserve must be in accordance with the Theatre Reserve Policy, as determined by the Board from time to time.
- (f) The Board approves any addition, use of, or access to the Acquisition Reserve.

- (g) The Board approves the purchase of objects or works and donations/gifts for the Canberra Museum and Gallery Collection which are over the value of \$100,000.
- (h) Board approval is required for the purchase of objects or works of art for the Canberra Museum and Gallery Collection that are potentially controversial nature regardless of the value.
- (i) Board approval is required for partnerships or sponsorship proposals with a total value (cash or in-kind) exceeding \$50,000 and will ensure that such proposals align with organisational values, strategic priorities and relevant CFC policies.
- (j) Through its policies and procedures and its oversight of matters which have been delegated to management, the Board ensures that risks facing the CFC have been identified, assessed and that the risks are being properly managed.

### **A2.3 Policy**

- (a) The Board ensures that policies on key issues (including policies on exhibitions; collections; education/learning; theatre programming; and philanthropy) are in place and are appropriate. The Board also reviews compliance with these policies.

### **A2.4 Legislative compliance**

- (a) The Board ensures compliance with applicable laws, including work health safety laws.

### **A2.5 Advisory committees**

- (a) The CFC Act (section 8) requires that advisory committees be set up in the areas of museum collections, historic places and the performing arts.
- (b) Other advisory committees may be established as considered necessary.
- (c) The Board has the responsibility to approve the Advisory Committee Charter and memberships of the Advisory Committees.
- (d) The Board maintains continuing contact with the Advisory Committees, including by hosting at least one event a year for Committee members.
- (e) The Advisory Committees are accountable to the Board through the CEO.

### **A2.6 Other matters**

- (a) The Board, including through any relevant Board sub-committees, identifies opportunities for fundraising to support the facilities and activities of the CFC.
- (b) The Board approves and fosters an appropriate corporate culture matched to the CFC's values and strategies.

## **PART B FUNCTIONS OF BOARD MEMBERS**

### **B1. Overview**

- B1.1 The Board has seven members, including the Chief Executive Officer. Members other than the CEO are appointed by the Minister (sections 78, 79, FMA). The CEO is appointed by the Director-General of the responsible administrative unit (currently CMTEDD), (section 80, FMA).
- B1.2 The Board has a Chair, a Deputy Chair and the Chief Executive Officer (CEO), who operate as the Executive of the Board. The role of the Board Executive is set out at Section B7.

### **B2. Board member functions**

B2.1 The primary function of each Board member is to optimise the CFC's performance, ensure good governance and ensure compliance with the CFC's legal responsibilities.

- B2.2 In exercising the functions of a governing board member, a member must exercise the degree of honesty, care and diligence required to be exercised by a director of a corporation in relation to the affairs of the corporation.
- B2.3 The responsibilities of members of the Board are set out in Part F – Position Descriptions for Board Members, Chair and Deputy Chair.

### **B3. Chair functions**

- B3.1 The Chair of the Board has the following functions as stated in section 82 of the FMA:
- (a) managing the affairs of the Board;
  - (b) ensuring, as far as possible, that there is a good working relationship between the Board and management of the CFC; and
  - (c) ensuring the responsible Minister is kept informed about the operations of the CFC.
- B3.2 The responsibilities of the Chair are set out in Part F – Position Descriptions for Board Members, Chair and Deputy Chair.

### **B4. Deputy Chair functions**

- B4.1 As stated in section 83 of the FMA, if the Chair of the Board is absent or cannot for any reason exercise the functions of the Chair, the Deputy Chair of the Board must exercise the functions of the Chair.
- B4.2 The responsibilities of the Deputy Chair are set out in Part F – Position Descriptions for Board Members, Chair and Deputy Chair.

### **B5. CEO functions**

- B5.1 The CEO of the CFC has the following functions as stated in section 84 of the FMA:
- (a) ensuring, as far as practicable, that the CFC's Statement of Intent is implemented effectively and efficiently;
  - (b) managing the day-to-day operations of the CFC in accordance with –
    - (i) applicable governmental policies;
    - (ii) the policies of the CFC set by the Board; and

- (iii) each legal requirement that applies to the CFC;
- (c) regularly advising the Board about the operation and financial performance of the CFC; and
- (d) immediately advising the Board about significant events. (Significant event means an event about which the CFC is required to advise the responsible Minister under section 101 of the FMA).

#### **B6. Separation of roles between the Chair and CEO**

While the Chair and the CEO work closely together, their roles are distinct. The differences in terms of responsibilities are described in the following table.

<b>Activity</b>	<b>Chair</b>	<b>CEO</b>
<b>Leadership and vision</b>	<ul style="list-style-type: none"> <li>• Ensures the Board provides leadership and vision to the CFC.</li> </ul>	<ul style="list-style-type: none"> <li>• Provides leadership to the staff of the CFC, especially in delivery of the organisational vision.</li> </ul>
<b>Relationship with Minister</b>	<ul style="list-style-type: none"> <li>• Ensures regular engagement e.g. through regular strategic meetings with the Minister and by inviting the Minister to Board meetings at least once a year.</li> <li>• Fosters positive relations e.g. through informal discussions at events.</li> <li>• Ensures the Minister is kept informed about the operations of the CFC including any significant events.</li> </ul>	<ul style="list-style-type: none"> <li>• Supports Chair in ensuring regular engagement and positive relations with the Minister.</li> <li>• Ensures regular engagement and positive relations with the Minister's office.</li> <li>• Addresses any issues of concern arising from the Minister or the Minister's office, and judges whether they should be referred to the Chair.</li> <li>• Invites Minister to visit CFC sites as regularly as possible e.g. to attend personally tailored tours, open exhibitions, attend theatre opening nights, officiate at other events.</li> <li>• Supports the Chair in ensuring the Minister is kept informed about the operations of the CFC including any significant events.</li> </ul>

Activity	Chair	CEO
<b>Strategic and corporate plans, and performance indicators and targets</b>	With the Board: <ul style="list-style-type: none"> <li>• approves the CFC’s strategic and corporate plans and the CFC’s performance indicators and targets for its annual statement of intent; and</li> <li>• monitors performance against these.</li> </ul>	<ul style="list-style-type: none"> <li>• With staff, develops the CFC’s strategic and corporate plans, and the performance indicators and targets for its annual statement of intent.</li> <li>• Oversight and reports on the achievement of the strategic and corporate plans and the performance targets.</li> </ul>
<b>Legal and policy framework</b>	<ul style="list-style-type: none"> <li>• Ensures a comprehensive policy framework for CFC is set, and that the CFC operates within policy parameters established by government and according to law.</li> </ul>	<ul style="list-style-type: none"> <li>• Ensures all actions comply with CFC policies and policy parameters established by government and according to law.</li> </ul>
<b>Financial oversight</b>	<ul style="list-style-type: none"> <li>• Leads the Board in ensuring appropriate oversight of the organisation’s finances.</li> <li>• Ensures the Audit and Risk Committee of the Board is in place and reports to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>• Ensures appropriate financial reporting to the Board.</li> <li>• Participates in, and ensures a high level of servicing of, the Audit and Risk Committee of the Board.</li> </ul>
<b>Operational activities - ongoing management of staff, resources, venues and programs</b>	<ul style="list-style-type: none"> <li>• Considers and advises on any operational issues the CEO believes the Board should be briefed about.</li> </ul>	<ul style="list-style-type: none"> <li>• Identifies to the Chair any operational issues the Board should be briefed about.</li> </ul>
<b>Board meetings</b>	<ul style="list-style-type: none"> <li>• Presides over Board meetings and directs Board discussions to effectively use the time available to address the critical issues facing the CFC.</li> </ul>	In discussion with the Chair: <ul style="list-style-type: none"> <li>• identifies ongoing and priority topics for discussion at Board meetings; and</li> <li>• drafts and coordinates documentation for Board meetings (agenda, papers, minutes).</li> </ul>
<b>Briefing of Board</b>	<ul style="list-style-type: none"> <li>• Makes certain that the Board has the necessary information to fulfill its functions and roles effectively.</li> </ul>	<ul style="list-style-type: none"> <li>• Ensures all necessary information is provided to the Chair/Board to inform effective decision making and actions.</li> <li>• Immediately advises the Board of any significant events.</li> </ul>

<b>Activity</b>	<b>Chair</b>	<b>CEO</b>
<b>Relationship between Chair and CEO</b>	<ul style="list-style-type: none"> <li>Ensures there is a continuing and constructive relationship with the CEO and management.</li> <li>Provides feedback from the Board on the CEO's ongoing and yearly performance.</li> </ul>	<ul style="list-style-type: none"> <li>As the major point of contact between management and the Board, keeps the Chair fully informed about matters of interest to Board members.</li> <li>Provides feedback to the Board, through the Chair, on the Board's performance.</li> </ul>
<b>Board effectiveness and development</b>	<ul style="list-style-type: none"> <li>Guides the continuing effectiveness and development of the Board and individual members.</li> </ul>	<ul style="list-style-type: none"> <li>Supports the Chair to ensure Board effectiveness and ensures Board members have opportunity to access appropriate training and organisational information if required.</li> </ul>
<b>Evaluation of Board performance</b>	<ul style="list-style-type: none"> <li>Leads the process of Board evaluation at least once every two years.</li> </ul>	<ul style="list-style-type: none"> <li>Supports Chair in undertaking Board evaluation process.</li> </ul>
<b>Representation of the organisation</b>	<ul style="list-style-type: none"> <li>Represents the Board in public fora and in the media on issues appropriate to the Chair role.</li> </ul>	<ul style="list-style-type: none"> <li>Represents the CFC in public fora and in the media on issues appropriate to the CEO role.</li> </ul>
<b>Other responsibilities</b>	<ul style="list-style-type: none"> <li>Other responsibilities as outlined in the Board Charter.</li> </ul>	<ul style="list-style-type: none"> <li>Other responsibilities as delegated by the Board to the CEO.</li> </ul>

## **B7. Role of the Board Executive**

The role of the Board Executive is as follows.

- (a) Guide the conduct of Board meetings and facilitate the efficient use of time at Board meetings, including by meeting in advance of each Board meeting to discuss how the Board meeting could best be conducted.
- (b) Where agreed by the Board, represent the Board in discussions with external stakeholders when it would be impracticable for the whole Board to attend those discussions.
- (c) Progress any other matters referred to the Board Executive by the Board.
- (d) Report back to the Board on the operation of, and on any decisions taken by, the Board Executive.
- (e) Ensure that new Board members are given appropriate induction training on appointment.

## **PART C BOARD DIVERSITY, CAPABILITY AND DEVELOPMENT**

### **C1. Diversity of Board**

- C1.1 The Board is committed to diversity being a key part of the CFC's organisational culture, including at Board level, and acknowledges that, through diversity, capability is strengthened. The Board is committed to the implementation of the ACT Public Service Respect, Equity and Diversity Framework across the organization.
- C1.2 The Board recognises, that seeking diversity in the attributes of members of the CFC's three advisory committees provides a further means to ensure there is a variety of inputs into the work of the CFC.

### **C2. Board skills and competencies**

As a skills based board, the Board affirms the importance of collectively having the appropriate level of skills and experience to properly fulfil its responsibilities. These include skills in the following areas: cultural; financial/accountancy; legal; governance; strategy; commercial/business; education; tourism; social inclusion; fundraising/philanthropy; communications; and marketing. Board members commit themselves to appropriate skill development to ensure these skills are present on the Board.

### **C3. Personal attributes**

Board members are committed to possessing and demonstrating the following personal attributes: integrity; a collaborative and team approach; curiosity to ask questions; courage to persist in robust discussions; respect for fellow Board members and staff; emotional intelligence, self-awareness and self-management; empathetic approach manifested through strong interpersonal skills; commercial judgement and instinct; ability to assimilate and synthesise complex information; ability to actively contribute, with a genuine interest in the CFC and its operations

### **C4. Individual support for the CFC**

Board members are expected to contribute to the life and wellbeing of the corporation beyond involvement in meetings and preparation.

The CFC has a broad and growing range of programming areas across multiple venues. Board members are expected to attend activities and programs across CFC's different venues on a regular basis.

### **C5. Board induction, training and development**

- C5.1 Board members are given appropriate induction training on appointment.
- C5.2 Board members are provided with continuing opportunities to develop their knowledge and understanding of CFC's functions, particularly through interaction with the CEO, senior members of staff and the three Advisory Committees.

## **PART D BOARD OPERATIONS**

### **D1. Meetings of the Board**

- D1.1 The Board will meet five times a year. Additional meetings may be called if deemed necessary by the Chair and/or CEO, or if asked by the Minister or at least two members.
- D1.2 The Chair must give the other members reasonable notice of the time and place of a meeting called by the Chair.
- D1.3 The majority of Board meetings take place in the CFC Board Room, Level 1, North Building, London Circuit, Civic or a location in the civic precinct. Meetings may also be held at any of the CFC's other venues.
- D1.4 The Board may, at the instigation of either the Chair with the agreement of the CEO, or at the instigation of the CEO with the agreement of the Chair, choose to meet wholly or partially via electronic means.
- D1.5 The Board may consider and pass resolutions of the Board out of session by electronic means, including email or other electronic communication. A resolution passed by these means requires the same majority as if the resolution was considered at a meeting in person.
- D1.6 If the Chair and Deputy Chair are absent, or if the Chair is absent and there is no Deputy Chair, the member chosen by the members present presides. However, the members must not choose the CEO to preside.
- D1.7 Prior to each Board meeting, the Executive of the Board (the Chair, Deputy Chair and CEO) will meet, as appropriate, to prepare for the meeting.

### **D2. Quorum**

- D2.1 A quorum is reached when a majority of members, at any given time, are present either in person, or by electronic means, or by a combination of those.

### **D3. Minutes and Minutes Secretary**

- D3.1 In conjunction with the CEO, the Minutes Secretary is responsible for the following.
  - (a) Ensuring that the Board agenda is developed in a timely and effective manner for review and approval by the Chair.
  - (b) Ensuring that Board papers are developed in a timely and effective manner.
  - (c) Coordinating, organising and attending meetings of the Board and ensuring the correct procedures are followed.
  - (d) Drafting and maintaining minutes of Board meetings.
- D3.2 Proceedings of all meetings are minuted, and are signed by the Chair of the meeting.
- D3.3 Minutes of all Board meetings are circulated to members and approved by the Board at the subsequent meeting.

## **PART E BOARD CODE OF CONDUCT**

### **E1. Introduction**

- E1.1 The Board of the CFC is committed to ensuring that the affairs of the CFC are conducted in a way that is open and accountable to stakeholders and the wider community. The Board believes that the CFC's governance practices should be rigorous and of a high standard.
- E1.2 The Board models and fosters an appropriate corporate culture matched to the CFC's values.

### **E2. Purpose of the Code**

- E2.1 Board members are bound by the following ethical and behavioural obligations.

### **E3. Primary obligations of Code**

- E3.1 Board members must:
- (a) act honestly, in good faith and in the best interests of the CFC as a whole;
  - (b) demonstrate their duty to use due care and diligence in fulfilling their functions and exercising powers;
  - (c) keep abreast of best practices in corporate governance and implement such practices as are appropriate for the CFC; and
  - (d) use their authority and available resources and information only for the work-related purpose intended.
- E3.2 These obligations include:
- (a) recognising that the Board's primary responsibility is to meet the statutory obligations and the goals and targets agreed with the responsible Minister, but with regard to broader responsibilities to serve the community;
  - (b) demonstrating independent judgement and actions and taking all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
  - (c) understanding the cultural, financial, commercial and functional aspects of the CFC to ensure diligence in deliberations and decision-making;
  - (d) ensuring high levels of confidentiality, including making only proper use of information acquired as a Board member;
  - (e) not taking improper advantage of the position of a Board member;
  - (f) not accepting gifts or benefits that could lead to an actual or perceived financial or moral obligation to other organisations or to individuals (refer to the CFC's Chief Executive Financial Instruction on gifts, which applies to Board Members);
  - (g) not allowing personal interests or the interests of any associated person to conflict with the interests of the CFC (refer also to Section E5 below);
  - (h) complying with the spirit as well as the letter of statutory and other obligations;
  - (i) ensuring that confidential information received by a Board member in the course of the exercise of Board member duties remains the property of the CFC, recognising that it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the CFC, or the person from whom the information is provided, or is required by law; and

- (j) undertaking evaluation of the Board at least once every two years to ensure continuing performance improvements.

**E4. Protection of the reputation of the CFC**

- E4.1 Board members on their appointment accept a responsibility to protect and enhance the CFC's reputation.

**E5. Conflict of Interest and Declaration/Disclosure of Interest**

- E5.1 As stated in section 86 of the FMA, a Board member must take all reasonable steps to avoid being placed in a position where a conflict of interest arises during the exercise of the member's functions.
- E5.2 Board members must provide an Annual Declaration of Interest to all other members, in a prescribed format, usually at the first Board meeting of each calendar year.
- E5.3 The agenda for each meeting of the Board must include an item requiring any material interest in an issue to be considered at the meeting to be disclosed to the meeting. Details of any interests should be appropriately minuted.
- E5.4 A Board member has a material interest in an issue if the member has—
  - (a) a direct or indirect financial interest in the issue; or
  - (b) a direct or indirect interest of any other kind if the interest could conflict with the proper exercise of the member's functions in relation to the Board's consideration of the issue.
- E5.5 To the extent that the definition of Material Interest in the FMA or other relevant legislation conflicts with the CFC Board Charter, the legislation takes precedence.
- E5.6 The secretariat maintains a register of declared conflicts of interest.
- E5.7 If an interest declared by a member is a "material interest" as defined in section 88 of the FMA, the Board must immediately comply with the requirements of the FMA including:
  - (a) determining, in accordance with section 88(2) of the FMA, whether the member may be present during any deliberation of the Board on the relevant matter;
  - (b) determining whether the member may participate in, or vote on, any decision of the Board relating to the matter;
  - (c) ensuring that the determination of the Board under section 88(2) of the FMA is clearly recorded in the minutes of the meeting;
  - (d) ensuring that the nature of the material interest, the fact of the disclosure, and any action taken by the Board are fully documented in the minutes;
  - (e) arranging for the Chair to report the disclosure to the responsible Minister in writing within three months after the day the material interest is disclosed, as required by section 89(1) of the FMA, including details of:
    - i. the disclosure;
    - ii. the nature of the interest disclosed; and

- iii. any decision of the Board under section 88(2) of the FMA; and
  - (f) ensuring that, not later than 31 days after the end of each financial year, the Chair provides to the responsible Minister a written statement setting out the information previously given in reports under section 89(1) of the FMA that relate to disclosures made during the preceding financial year.
- E5.8 Any other Board member who also has a material interest in the issue must not be present when the Board is considering its decision in clause E5.7 above.
- E6. Attendance and conduct at meetings**
- E6.1 Board members must attend all meetings of the Board and of those Sub-Committees of which they are a member, as far as possible. Board members must allow the necessary time to prepare for these meetings.
- E6.2 At Board meetings, Board members are expected to be open to new ideas and different views. They are also expected to be probing and challenging in their deliberations.
- E6.3 To ensure an appropriate focus on Board deliberations, it is important that an environment free from distractions is maintained, including keeping meetings free from interruptions due to the use of mobile devices.
- E7. Obligation to comply with Code**
- E7.1 Board members must adhere to the Code both in letter and in spirit. Adherence to the Code is a condition of appointment to the Board.
- E7.2 Violation of the Code by any member, or unethical behaviour which may affect the reputation of the CFC, may be subject to disciplinary action including termination of appointment. (Refer to section 81 of the FMA).
- E7.3 Board members must also adhere to the ACT Public Service Code of Conduct, made by the Commissioner for Public Administration under the *Public Sector Management Standards 2006*.
- E8. Communications**
- E8.1 Board decisions are collective. Individual Board members must not be drawn into adopting a position on issues that could compromise the Board's overall approach. Board members therefore must:
  - (a) not make any authorised public statements relating to the business of the CFC; and
  - (b) support the formal decisions of the Board made in its meetings.
- E8.2 In situations where a stakeholder or other interested party raises an issue with, or presents a case to, a Board member, the Board must:
  - (a) avoid committing the Board to any specific action prior to due consideration by the Board or the Chair or CEO as appropriate;
  - (b) explain that the Board has agreed protocols for managing any issues raised and that Board members are obliged to respect collective decision-making by the Board;
  - (c) clarify whether the matter has been raised with the Chair or CEO;

- (d) agree to communicate the issue raised with the Chair, CEO or Board as appropriate;
- (e) offer either to provide feedback at a later date or to ensure that the Chair or CEO provides such feedback; and
- (f) communicate the issue to the Chair or CEO.

E8.3 In situations where a member of staff raises an issue with, or presents a case to, a Board member, the Board member must draw the matter to the attention of the CEO, or if the matter relates to the CEO, to the attention of the Chair.

## **PART F POSITION DESCRIPTIONS FOR BOARD MEMBERS, CHAIR AND DEPUTY CHAIR**

### **F1. Main responsibilities of all Board members**

#### **F1.1 Responsibilities on appointment**

Board members commit themselves to participate, as soon as practicable after being notified of their appointment, in appropriate induction activities including by:

- a) reading the Board Charter; the CFC Act; and relevant provisions (i.e. Part 9, Divisions 9.1 – 9.5 Governance of Territory Authorities) of the FMA;
- b) attending an initial briefing about the work of the Board organised by the Board Executive; and
- c) visiting each of the CFC's sites.

#### **F1.2 Continuing responsibilities**

Board members commit themselves throughout their membership of the Board:

- (a) preparing adequately for each meeting of the Board by studying the papers for the meeting carefully and, in undertaking this preparation, applying good analytical skills, objectivity and good judgement.
- (b) attending and participate in each meeting of the Board, including:
  - at the outset of the meeting, declare any interest relating to agenda items or topics; and
  - during the meeting, express opinions frankly, ask questions that go to the fundamental core of the issue, and pursue independent lines of enquiry.
- (c) responding to urgent out-of-session matters requiring Board attention as they arise; for example, consideration of time-critical proposals for art acquisitions or theatre shows; clearance of draft submissions by the Board to meet external timeframes; and other matters requiring immediate attention.
- (d) attending activities across the CFC's different venues on a regular basis, in order to increase the Board member's knowledge of the CFC's functions, represent the CFC, assist in hosting VIP guests at events, and connect with current and potential donors, sponsors and supporters of the CFC.
- (e) seeking any further information necessary to understand matters for which the Board is responsible.
- (f) undertaking any further training necessary to undertake responsibilities as a member of the Board, at the CFC's expense.

- (g) participating in assessments of the performance of the Board, at least once every two years.
- (h) receiving, under the *Public Interest Disclosure Act 2012*, any public interest disclosure made to a member of the Board, which, if made orally, is then recorded in writing, and then give a copy to the CEO for investigation; and
- (i) undertaking other responsibilities, in accordance with the Board Charter.

## **F2. Additional responsibilities of the Chair**

- F2.1 The occupant of the Chair position is generally a person with previous board experience and has the ability to provide leadership to the Board, manage the affairs of the board and chair Board meetings.
- F2.2 The Chair of the Board has the following responsibilities additional to those of a Board member:
- (a) providing leadership to the Board, ensuring it fulfils its responsibilities for the governance of the CFC and that the Minister is kept informed about the operations of the CFC.
  - (b) managing the affairs of the Board, including chairing Board meetings, participating in meetings of the Executive of the Board, signing correspondence on behalf of the Board, making speeches, and undertaking other representational duties for the Board.
  - (c) providing support and appropriate guidance to the CEO and helping the CEO to achieve the CFC's mission.
  - (d) ensuring, as far as possible, that there is a good working relationship between the Board and management of the CFC.

## **F3. Additional responsibilities of the Deputy Chair**

- F3.1 The Deputy Chair is generally a member who has previous board experience and has the ability to deputise for the Chair of the Board, as required.
- F3.2 The Deputy Chair of the Board has the following responsibilities additional to those of a Board member:
- (a) assisting and supporting the Chair in providing leadership to the Board and managing the affairs of the Board, including by participating in meetings of the Executive of the Board.
  - (b) exercising the duties of the Chair if the Chair of the Board is absent or cannot for any reason exercise the functions of the Chair.

## **PART G AUDIT AND RISK COMMITTEE**

### **G1. Introduction**

- G1.1 The Board has established the Audit and Risk Committee ("the Committee") as a Sub-Committee.
- G1.2 This Part sets out the Committee's objectives, authority, composition and tenure, roles and responsibilities, reporting, administrative and review arrangements.

**G2. Objective**

G2.1 The objective of the Committee is to provide independent assurance and assistance to the Board on the CFC's financial management, risk, control and compliance framework, and its external accountability responsibilities.

**G3. Authority**

G3.1 The Board authorises the Committee, within the scope of its role and responsibilities, to:

- (a) obtain any information it needs from any employee and/or external party (subject to their legal obligation to protect information);
- (b) discuss any matters with the external auditor, or other external parties (subject to confidentiality considerations);
- (c) request the attendance of any employee, or Board member, at Committee meetings; and
- (d) obtain external legal or other professional advice, as considered necessary to meet its responsibilities, at the CFC's expense.

**G4. Composition and tenure**

- G4.1 The Board appoints Committee members and a Committee Chair.
- G4.2 The Committee consists of a minimum of two, and a maximum of four, members.
- G4.3 The members, taken collectively, have a broad range of skills and expertise relevant to the operations of the CFC. At least one member of the Committee, preferably the Chair, has accounting or related financial management experience, with an understanding of accounting and auditing standards in a public sector environment.
- G4.4 The Committee membership includes at least two, and not more than four, members drawn from the membership of the Board. These Members are called "Internal Members."
- G4.5 The Chair of the Board and the CEO may not be appointed as Committee members but may be invited to attend meetings as observers.
- G4.6 The Committee may also include one member who is not a member of the Board or staff of the CFC but has accounting or related financial management experience, with an understanding of accounting and auditing standards in a public sector environment. If appointed, this member is called an "External Member".
- G4.7 If the need arises, the Committee chooses an Acting Chair.
- G4.8 While the Chair or Acting Chair of the Committee is usually an Internal Member, in certain circumstances an External Member may be appointed to this role; for example, where there is no Internal Member with accounting or related financial management experience, with an understanding of accounting and auditing standards in a public sector environment.
- G4.9 Internal Members are appointed for an initial period not exceeding the length of their appointment to the Board, after which they are eligible for reappointment, if they are reappointed to the Board itself, and subject to satisfactory performance. An

External Member, if appointed, is appointed for a period of time determined by the Board.

#### **G5. General role and responsibilities of the Committee**

- G5.1 The Committee has no executive powers, unless delegated to it by the Board.
- G5.2 The Committee is directly responsible and accountable to the Board for the exercise of its responsibilities. In carrying out its responsibilities, the Committee at all times recognises that primary responsibility for management of the CFC rests with the CEO.
- G5.3 The responsibilities of the Committee may be revised or expanded in consultation with, or as requested by, the Board from time to time.

#### **G6. Specific responsibilities of the Committee**

##### **G6.1 Financial management**

- (a) Review the financial performance of the CFC in months where no Board meeting occurs and draw to the Board's attention any financial or budgetary matters requiring particular consideration.
- (b) Oversee significant plans with a major financial focus e.g. the Asset Management Plan.

##### **G6.2 Risk management**

- (a) Review whether management has in place a current and comprehensive risk management framework, including through the CFC's Strategic Risk Management Plan and associated policies, plans and procedures for effective identification and management of the CFC's:
- financial and business risks, including by monitoring insurance arrangements; and
  - business continuity planning arrangements, including periodic testing of disaster recovery plans.
- (b) Review the CFC's Fraud Control Plan and ensure the CFC has appropriate processes and systems in place to capture and effectively investigate fraud related information.

##### **G6.3 Control framework**

- (a) Review whether management has in place a current and effective internal control framework, and associated policies and procedures, including through:
- checking that the CFC's Chief Executive Financial Instructions are periodically reviewed and updated;
  - monitoring whether appropriate policies and procedures are in place for the management and exercise of delegations; and
  - reviewing whether management has taken steps to embed a culture which is committed to ethical and lawful behaviour.

##### **G6.4 External accountability**

- (a) In relation to the annual **financial statements**:
- review the draft statements;
  - ensure that the financial statements are supported by appropriate

management signoff on the statements and on the adequacy of the systems of internal controls;

- provide advice to the Board, including as to whether appropriate action has been taken in response to audit recommendations and adjustments;
- recommend their signing by the Chair of the Board; and
- review the processes in place to ensure that financial information included in the CFC's annual report is consistent with the signed financial statements.

(b) In relation to the annual **Statement of Performance**:

- review the draft Statement;
- ensure that the Statement addresses any relevant audit recommendations;
- ensure the Statement is supported by appropriate internal controls; and
- recommend its signing by the Chair of the Board.

#### **G6.5 Legislative compliance**

- (a) Review the effectiveness of the system for monitoring the CFC's compliance with relevant laws, regulations and associated government policies.

#### **G6.6 Internal audit**

- (a) Act as a forum for communication between the Board, senior management and internal audit.
- (b) Oversee preparation of the annual work plan for internal audit.
- (c) Ensure that adequate resources are provided for internal audit, including for completion of the annual internal audit plan.
- (d) Review internal audit reports and provide advice to the Board on any significant issues identified in these reports and action taken to address issues raised.
- (e) Monitor management's implementation of internal audit recommendations.
- (f) Periodically review the performance of internal audit.

#### **G6.7 External audit**

- (a) Act as a forum for communication between the Board, senior management and external audit.
- (b) Provide input and feedback on the financial statement and performance audit coverage proposed by external audit, and provide feedback on the audit services provided.
- (c) Review plans and reports in respect of planned or completed external audits and monitor adherence to plans and implementation of audit recommendations.
- (d) Provide advice to the Board on action taken on any significant issues raised in relevant external audit reports and better practice guides.

### **G7. Responsibilities of Members**

- G7.1 The responsibilities of members of the Committee are set out in G16 – Position Description for Audit and Risk Committee Members.

**G8. Reporting**

- G8.1 The Committee reports to the Board on its operations, by providing the draft minutes of its most recent meeting to each Board meeting.
- G8.2 The Committee may, at any time, report to the Board any other matter it deems of sufficient importance to do so. In addition, at any time an individual Committee member may request a meeting with the Chair of the Board.

**G9. Meetings**

- G9.1 The Committee meets four times each year, normally during months that the Board does not meet. A special meeting may be held to review the CFC's annual financial statements.
- G9.2 Each meeting agenda includes the following standard sections as a minimum: Members' Disclosures of Interests; Minutes and Actions Arising; Finance and Budgetary; Risk Management, Audit and Compliance; Other Business; and Next Meeting.
- G9.3 Meetings are held in person, by telephone or by video conference.
- G9.4 The Chair of the Committee must call a meeting if asked to do so by the Board, or another Committee member.

**G10. Attendance at meetings and quorum**

- G10.1 A quorum consists of a majority of Committee members.
- G10.2 The Chief Finance Officer (CFO) and other relevant finance staff (as required) attend each meeting. The Committee may also direct (when deemed appropriate) that the CFO or other employees not attend Committee meetings or not participate in certain agenda items.
- G10.3 An external audit representative is invited to attend each meeting.
- G10.4 An internal audit representative may be invited to attend any meeting.
- G10.5 The Chair of the Board and/or other Board members, and any CFC staff may be invited to attend Committee meetings to participate in specific discussions or provide strategic briefings to the Committee.

**G11. Secretariat and minutes**

- G11.1 The CFO arranges secretariat support to the Committee.
- G11.2 The CFO ensures that agenda papers for each meeting are circulated at least two days before the meeting.
- G11.3 The CFO ensures that minutes of each meeting are: prepared; maintained; approved by the Chair; and accepted as a true record at the next meeting.

**G12. Conflict of interest**

- G12.1 Each Committee agenda includes as the first agenda item: *Members' Disclosure of Interest*. Members must declare under that item any interests relating to agenda items or topics. Details of any interests are appropriately minuted.

G12.2 Where members or observers at Committee meetings are deemed to have a real, or perceived, conflict of interest, it may be appropriate to excuse them from Committee deliberations on the issue where a conflict of interest exists.

**G13. Induction and continuing development**

G13.1 New members receive relevant information and briefings to assist them in meeting their Committee responsibilities, including on existing and emerging risks, developments in the areas of auditing and accounting standards, financial reporting and the environment in which the CFC operates. In addition to information/briefings arranged by management, members may discuss with the CEO any further requirements they have for information/briefings; for example, members may request a briefing on a particular topic prior to a Committee meeting, to assist them in participating at that meeting.

G13.2 All members have an opportunity to attend training, paid for by the CFC, to assist them in continuing to meet their Committee responsibilities. Members may discuss any training they wish to undertake with the CEO.

**G14. Review of the Committee's performance**

G14.1 The Chair of the Committee conducts a review of the performance of the Committee at least once every two years.

G14.2 The review is conducted on a self-assessment basis, unless otherwise determined by the Board.

G14.3 The Chair reports to the Board on the outcome of the review.

**G15. Review of Part G**

G15.1 The Committee reviews Part G each year, prior to the Board's review of the entire Board Charter.

G15.2 Any changes to Part G are recommended by the Committee to the Board for formal approval, as part of the updating of the Board Charter.

**G16. Position Description for Audit and Risk Committee Members**

**G16.1 Duties on appointment**

- (a) Read the Board Charter; the CFC Act; and relevant provisions (i.e. Part 9, Divisions 9.1 – 9.5 *Governance of Territory Authorities*) of the FMA.
- (b) Attend an initial briefing about the work of the Committee and about the financial management, audit and compliance framework of the CFC, provided by the CFO.

**G16.2 Continuing duties**

- (a) Take the time to prepare adequately for each meeting of the Committee by studying the papers for the meeting carefully and, in undertaking this preparation, by applying good analytical skills, objectivity and good judgement.
- (b) Attend each meeting of the Committee.
- (c) At each meeting of the Committee, declare any interest relating to agenda items or topics.

- (d) At each meeting of the Committee, express opinions frankly, ask questions that go to the fundamental core of the issue and pursue independent lines of enquiry.
- (e) Seek any further information necessary to understand matters for which the Committee is responsible, including by:
  - obtaining information from any employee or external party;
  - discussing any matters with the external auditors or other external parties;
  - requesting the attendance of any employee or Board member at Committee meetings; and
  - obtaining external legal or other professional advice, at the CFC's expense.
- (f) Seek any further training necessary to undertake responsibilities as a member of the Committee, at the CFC's expense.
- (g) Ensure that the Board is provided with accurate reports about the work of the Committee.
- (h) Participate in assessments of the performance of the Committee, at least once every two years.
- (i) Participate in annual reviews of Part G.
- (j) Undertake other responsibilities as a Committee member, in accordance with Part G.

## **PART H PUBLICATION AND REVIEW OF CHARTER**

- H1. The Board reviews its Charter annually to ensure it remains consistent with the Board's objectives and responsibilities.
- H2. Key features of the Board Charter are outlined in the CFC's annual report.
- H3. A copy of the Charter is available on <http://www.culturalfacilities.act.gov.au/>