



Board Charter

V2.0

Approved by the Board 31 July 2024*

*Authority approved Role of the Authority Chair 15 August 2024

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1. Introduction

The Copping Refuse Disposal Site Joint Authority (the Authority) is jointly owned by four southern local government councils: Clarence City, Kingborough, Sorell and Tasman (Participating Councils). It was established in 2001 as a commercial enterprise under Section 30 of the *Local Government Act 1993* (Tas). Each owner council appoints a representative to the Authority for decision making and voting.

Under its Rules (constitution), the principal objectives of the Authority include:

- managing and operating the site for the purposes of waste treatment, landfill disposal, resource recovery and/or energy generation in a manner that conforms to its Environmental Approvals and to manage the balance area;
- successfully managing the operation of the site and balance area, which may be through or with a third party, by:
- operating efficiently in accordance with sound commercial practice;
- maximising the net worth of the Authority's assets; and
- operating and managing both to maximise benefits to the Authority's members,
- performing other functions, services and facilities necessary to achieve these objectives.

The Authority's business operation, Southern Waste Solutions, includes the Lutana waste transfer site and the Copping landfill as well as providing waste management services and solutions to many municipalities and private, commercial and industrial customers around Tasmania. Southern Waste Solutions is managed by a skills-based Board.

2. Scope of Charter

The Board's formal duties, functions, roles and responsibilities are primarily governed by the Authority's Rules and relevant sections of the *Local Government Act 1993 (Tas)* (governing documents). However, the Board Charter represents the Board's broad terms of reference, its policies and protocols in those areas of governance practice in which it has discretion.

In developing and maintaining its Charter, the Board is guided by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

3. Board Composition

Under the Rules, the Board must comprise between three and five directors, including the Board Chair. Currently, the Authority has approved a Board of five directors, including the Chair.

The Rules specify that the Board shall collectively hold the following skills and expertise at least:

- financial management, business management and administration;
- engineering, project management or related disciplines;
- waste management;
- transport; environmental management;
- any other fields relevant to the business strategy or Principal Objectives and Goals of the Authority.

The Board maintains a Skills Matrix to assist it to identify knowledge, skills and experience needed to deliver the Authority's current and future strategies, optimise opportunities and manage risks and challenges.

Directors Terms

Under the Rules, the Authority appoints directors of Southern Waste Solutions. Directors can be appointed for up to three years per term and may serve a maximum of nine consecutive years. Terms are arranged so that Board refreshment occurs each year. Directors are not automatically renewed at the end of each term.

Under its Board Succession, Rotation and Recruitment Policy, the Authority prefers to limit the term of each director to six years. At the time of reappointment, it determines whether directors are offered further terms based on the future skills required on the Board and the director's performance.

The Policy also requires that director recruitment will be undertaken through a competitive process and directors appointed on merit.

Directors' Appointment and Remuneration

The Authority appoints each director by a Deed of Appointment. The Deed sets out the terms and conditions of appointment including director's remuneration.

Directors are remunerated in line with the Authority's framework. This provides for directors' fees within an approved range, superannuation levy and CPI increases annually. It also provides for additional remuneration for members of Board Committees.

4. Governance Roles and Responsibilities

Role of the Authority

The Rules specify the powers and functions of the Authority. Many of these are formally delegated to the Board, however some are specifically reserved to the Authority in general meeting. These include:

- approving the Strategic Plan, Business Plan and Budget each year;
- appointing directors, setting their terms and conditions and determining directors' remuneration;
- periodically reviewing the performance of the Board and each director individually;
- approving all transactions involving real property;
- entering strategic contracts or those that extend beyond the terms of relevant property leases;
- approving loans or other financial accommodations;
- providing security for loans or other financial accommodations;
- transferring employees, assets or liabilities between the Authority and any local government council;
- making by-laws under the *Local Government Act 1993* (Tas);
- appointing the statutory auditor and the comptroller each year.

The Authority also sets the risk appetite and approves formal reports prepared by the Board for distribution to Participating Councils.

Role of the Authority Chair

While the specific role of the Authority Chair is not stipulated in the Rules (beyond the requirement to chair meetings), the Authority Chair is an important link between the Board and the Authority.

In relation to the operation of the Board, the Board (usually through the Board Chair) liaises with the Authority Chair in relation to:

- Board and director performance, Board refreshment and future recruitment;
- the Board Chair's performance and future succession planning;

- emerging strategic issues, opportunities or risks;
- achievement (or otherwise) of strategic or other significant priorities, initiatives and projects;
- the performance of, succession planning for, and recruitment of the CEO;
- significant legal matters that have arisen or are expected;
- significant changes in the political, operational, legislative or regulatory environment that may affect the Authority or Southern Waste Solutions;
- any adverse developments that will, or may, affect the Authority, its financial viability or its operating ability; and
- other matters as appropriate.

The Authority Chair is delegated responsibilities under various policies, including the Communications Policy; Board Succession, Rotation and Recruitment Policy; and Fraud, Corruption and Undesirable Conduct Prevention Policy.

Role of the Board

The Board is accountable to the Authority for functions prescribed in the Rules. These include:

- ensuring the business and affairs of the Authority and other functions and powers delegated to the Board are conducted in a manner that is commercially sound, is consistent with the Authority's strategic and business plans and principal objectives, and in accordance with its approvals, permits, licences and governing legislation;
- providing advice, information and assistance to the Authority on its functions and powers as needed;
- having regard to the economic and social wellbeing of its customers, employees and the community generally;
- following environmentally sound principles in its development and resource management activities;
- preparing the Strategic Plan and Business Plans for the Authority;
- reporting to the Authority;
- employing the CEO;
- managing the resources of the Authority;
- ensuring appropriate policy frameworks are in place;
- briefing Participating Councils on the performance of the Board's functions from time to time.

While not stated in the Rules, the Board's role also includes:

- entrepreneurial leadership of Southern Waste Solutions within a framework of prudent and effective controls that enable risks to be identified, assessed and managed;
- endorsing the values, standards and culture of Southern Waste Solutions, and overseeing achievement of these;
- through the CEO, monitoring employment terms and conditions, performance and remuneration of senior management;
- succession planning for the CEO position;
- ensuring Southern Waste Solutions' obligations to its Participating Councils are understood and met;
- engaging and communicating effectively with Participating Councils and other key stakeholders.

Role of the Board Chair

The Authority appoints the Board Chair. The Board Chair holds the same formal duties and responsibilities as all other directors of Southern Waste Solutions. However, as the lead director, the Board Chair has further responsibilities. These are to:

- lead the conduct of the Board to ensure it meet its duties and responsibilities and the Authority's agreed strategies and plans;
- facilitate the effective contribution of all directors;
- develop (or enhance) a culture of respect and inclusion that promotes constructive and respectful interactions between directors, and between directors and the CEO;
- liaise with the Authority Chair on agreed matters, including those outlined in "Role of the Authority Chair" above;
- represent the Board in its accountability to the Authority;
- represent the views of the Board to the Authority, Participating Councils, key stakeholders and CEO on policy and strategic matters;
- maintain regular communication with, and mentoring of, the CEO and provide continuity to the CEO between board meetings;
- work with the CEO and Board Secretary to ensure the Board's information needs are met and contribute effectively to the Board's decision making;
- ensures the Board fulfills its governance obligations;
- diligently perform any other requirements as delegated by the Authority or the Board.

Role of individual directors

Individual directors recognise their role is to contribute to the successful achievement of the Authority's purpose, objectives and agreed strategies.

As well, each director has personal duties and responsibilities to Southern Waste Solutions. Under the Rules, these are summarised as the duties to:

- act honestly;
- exercises a degree of care and diligence that a reasonable person in a like position would exercise in the circumstances;
- not make improper use, in Tasmania or elsewhere, of information acquired because of his or her office on the Authority to gain directly or indirectly, and advantage for himself or herself or another person, or to cause damage to the Authority or any other person, or to avoid, directly or indirectly, a disadvantage;
- avoid conflict of interest;
- take all reasonable steps to prevent insolvent trading.

Directors' duties continue after the directorship ceases.

In addition to these formal duties, the Board's expectations of each director are to:

- comply with the obligations imposed on directors by law;
- exercise independent judgement when making decisions;
- serve on at least one Board committee;
- keep confidential all Authority, Board, committee and business information, discussions, deliberations and decisions that are not publicly known unless authorised by the Authority or Board, or legally required to be disclosed;

- prepare for, attend and participate in Board meetings, committee meetings on which the director serves, Board workshops, planning sessions and site visits as well as other occasional business events;
- work collegially and respectfully with the Board Chair and other directors to facilitate orderly completion of business;
- comply with the Code of Conduct and all policies that apply to directors; and
- publicly support the letter and spirit of Board decisions.

Role of Board Committees

At its discretion, the Board may establish committees to assist it to meet its functions and responsibilities. Committees may be permanent or temporary.

The Board approves a charter for each of its committees to govern its composition, scope, purpose, responsibilities, reporting obligations and any delegated authority. Each committee is subject to the Authority's Rules as far as applicable and which cannot be overridden by its charter or other requirements imposed by the Authority or Board.

Currently the Board has an Audit & Risk Committee, Environment and Safety Committee, and a Projects & Opportunities Committee.

Role of the Board Secretary

Under the Rules, the Authority Secretary is also the Board Secretary. The Secretary is appointed by the Authority through a Deed of Appointment the terms of which include the role description, performance criteria and remuneration.

The Board Secretary provides secretarial support to the Board, including advice, planning, administering and reviewing corporate governance, compliance and administrative activities. It aims to ensure effective Board meeting practice and all business matters and transactions are managed and implemented as agreed by the Board, and in accordance with the Rules and relevant legislation.

Under the Rules, the Secretary also maintains the specified Authority Registers.

All directors have direct access to the Board Secretary as needed. Similarly, the Board Secretary has access to all directors as needed.

The Board expects the Board Secretary and CEO to work together closely and cooperatively.

Role of the CEO

The primary role of the CEO is to manage the efficient and effective operation of Southern Waste Solutions including the Copping Refuse Disposal Site and associated developments.

The Board has approved a formal position description for the role of CEO. In summary, the CEO:

- manages the day to day business operations of the Board and Authority;
- coordinates and implements the objectives, policies, programs and decisions of the Board and Authority;
- prepares, or assists with the preparation of, strategic, business, marketing and operational plans;
- provides advice to the Board regarding its functions and powers;
- identifies, pursues and implements development and commercial opportunities;
- prepares, or oversees preparation of, financial and other reports and maintains records and reports requested by the Board;

- provides public or media statements on operational matters;
- provides leadership and management of employees, including managing performance and providing support as needed;
- implements and monitors work health and safety policies, environmental policies and associated procedures and programs;
- manages resources to ensure effective and efficient allocation and control in the delivery of operational activities;
- undertakes risk management, environmental management and community liaison;
- establishes, reviews and updates preventative maintenance programs for Southern Waste Solutions' machinery, plant and infrastructure;
- establishes and maintains environmental management in accordance with relevant legislation, permits, licences and notices;
- review and reports on environmental management performance;
- reports to the Board on operations and performance against the Business Plan and specific initiatives.

Expectations of the CEO also include consultation with the Board in relation to development of marketing and stakeholder communication plans, business continuity plans, business operating model, succession plans and key employment conditions for senior management. The CEO also reports progress towards achievement of these plans.

As well, the CEO is expected to work closely and cooperatively with the Board Chair, Committee Chair(s) and the Secretary to facilitate a strong and efficient working relationship.

5. Key Board functions

The Board and governance

The Board is responsible for ensuring Southern Waste Solutions' corporate governance is fit for purpose considering its context, scale and size, and commitment to high ethical standards of conduct.

Along with the CEO and Authority Secretary, the Board also provides advice and guidance to the Authority on its governance matters.

The Board and CEO

The Board appoints the CEO of Southern Waste Solutions through a contract of employment. It establishes the terms and conditions of appointment which includes remuneration, performance standards and performance management. The Board may also remove the CEO subject to the terms of the contract of employment.

In consultation with the CEO, the Board is responsible for agreeing the CEO's performance criteria. These are typically linked to the approved strategic and business plans but may also include other criteria. As needed, the Board consults with the Authority (through the Authority Chair) when setting and managing performance standards.

The Board monitors the CEO's performance against the agreed criteria throughout the year and formally reviews that performance at least annually. Corrective actions are agreed when necessary.

The Board is also responsible for succession planning for the CEO position.

The Board establishes a robust process for recruitment of the CEO. This starts in the planning stage and includes identifying criteria that reflect current and future needs and the values of the business. The Board will appoint a selection panel that may include external members or support to the panel.

Ethical conduct

The Board is committed to Southern Waste Solutions developing and maintaining a high ethical standard throughout decision-making and operations at all levels of the business, and ensuring the business's culture and values support this standard. The Board articulates its expected standards through several policies including the Code of Conduct.

Directors are obliged to disclose their other interests and manage any conflicts that arise in accordance with the Rules, relevant provisions of the *Local Government Act 1993* (Tas), prevailing accounting standards and the terms of this Charter. If in doubt, directors are expected to act prudently in the best interests of the Authority which, in the case of conflicting interests, includes taking into account the perception of a conflict.

Each director is expected to comply with this Charter, the Code of Conduct and all organisational policies that apply to them.

Strategy

In conjunction with the Authority and CEO, the Board develops the strategic direction and associated plans, taking into account the Authority's principal objectives and goals and its risk appetite. Under the Rules, the Authority approves a rolling three-year strategic plan each year.

The Board monitors the progress of the approved strategic plan, and the associated business plans, strategic projects and initiatives, to ensure they are achieved and reviewed as needed. It reports to the Authority on strategic matters each quarter.

While the annual meeting schedule sets time aside specifically for strategic planning, the Board Chair also ensures that the Board dedicates sufficient time and attention to strategic matters throughout the year.

Policies

The Board has a policy framework that identifies the policies that are approved by the Authority or Board and those that are approved by the CEO under delegation. The CEO is also delegated to develop and implement effective business procedures and internal controls to support policies.

Compliance

The Board is committed to Southern Waste Solutions meeting its obligations under applicable legislation, regulations, permits, adopted standards and industry codes, contracts, policies and the Authority's Rules.

The Board has established a Compliance Policy Statement which applies to directors, CEO and employees of Southern Waste Solutions.

Risk management

The Authority establishes its risk appetite and updates this from time to time.

The Board is committed to ensuring Southern Waste Solutions effectively manages risk to meet its objectives. It also provides advice and guidance to the Authority in relation to the established risk appetite.

The Board's risk portfolio encompasses strategic, operational, governance, workforce, financial, project, reputational, health and safety, and emergency risks.

The Board is responsible for ensuring robust frameworks, systems and processes are in place to identify, assess, manage and monitor risk. It is also responsible for ensuring adequate internal controls, appropriate for the size and scale of Southern Waste Solutions, are in place and operating effectively.

Emerging risks are formally identified as part of the strategic planning process but monitored and updated continuously throughout the year.

The Board has established a Risk Policy Statement which is incorporated within operational risk policies.

Work Health and Safety

Together with the Authority, the Board recognises its duty to provide a healthy and safe workplace for employees, contractors and visitors. It recognises its shared duty with other contractors and entities with whom it shares workplaces, whether permanently or on an occasional basis.

The Board has established a Work Health and Safety Policy Statement which is incorporated within operational work health and safety policies.

Stakeholder engagement

The Board engages with Participating Councils and key strategic, government and governance stakeholders, typically through the Board Chair and in conjunction with the CEO.

The Board delegates engagement with operational stakeholders to the CEO. It monitors this through a formal plan of engagement.

Monitoring and oversight

A key function of the Board is to monitor Southern Waste Solutions' performance towards achieving the Authority's principal objectives and goals through its approved strategies, plans, budgets, projects and other initiatives.

The Board determines measurable targets and monitors the achievement of these throughout the year. It instigates appropriate corrective action when necessary.

The Board monitors the financial, operational, environmental, health and safety, and project performance through routine and other reports from the CEO.

The Board provides a comprehensive formal report to the Authority and its Participating Councils each quarter which includes the status of strategic and business plans, financial performance and other matters prescribed in the Rules or otherwise requested by the Authority.

6. Board processes

Delegation

Both the Board and the Authority have the authority to delegate any of its functions or powers, other than the power of delegation itself.

Through a formal Instrument, the Authority has documented the powers and functions it delegates to the Board. Similarly, the Board has documented the powers and functions it delegates to the CEO.

Matters that are not to be on-delegated are clearly specified in each Instrument.

Delegations to the Board's committees are documented in each committee's charter.

Where a matter is not articulated in the Instruments of Delegation, the matter remains reserved to the Authority or Board as relevant.

Directors' Register of Interests (see also: Managing interests in meetings)

Directors have an ongoing and positive duty to avoid conflicts of interest.

Directors are required to disclose as soon as practicable after it arises:

- any direct or indirect pecuniary interest or
- other interest in a matter being considered, or about to be considered,
- an interest in a matter that may conflict with the proper performance of the director's duties on a matter,
- an interest of a close associate¹ in the matter, about which the director is aware or ought to be aware.

Such disclosures must be recorded in the minutes of the next Board meeting and advised to the Secretary in writing within seven days, if not already done so.

Directors considering appointment to another Board should consider the implications of this if a potential conflict of interest (or time commitment) could arise.

On behalf of the Board, the Secretary maintains a standing Register of Directors' Interests, detailing the nature and extent of each interest. The Board formally reviews the Register at least annually. The Register is also updated when new Board members are appointed and provided to all directors.

For transparency, the declared interests of the CEO, senior management and Secretary are also recorded in the Register.

Directors' expenses

Directors may claim reimbursement of reasonable expenses incurred in attending to their duties and responsibilities for Southern Waste Solutions and/or the business of the Authority. To qualify for reimbursement, large and/or unusual expenses must be approved before they are incurred.

The Board Chair approves expense claims for directors before reimbursement is made. The Audit & Risk Committee Chair approves expense claims for the Board Chair before reimbursement is made.

Reimbursements, particularly for travel and vehicle expenses, will comply with management policies and procedures.

Meetings of the Board

The Rules require the Board to meet at least four times per year. The Board currently meets monthly and is committed to meeting as often as necessary to meet its objectives and duties.

The Board Chair can convene a Board meeting at any time provided reasonable notice is given to all directors. As well, the Board Chair will convene a meeting at the request of two or more directors.

The Board maintains a schedule of planned meetings and, in consideration of fellow directors and CEO, directors aim to minimise the number of changes to agreed dates. Requests for changes are to be discussed with the Board Chair and take into account the requirement to give directors and the CEO at least seven days' notice.

Directors must seek Board approval in advance for an intended leave of absence. This should first be discussed with the Board Chair.

- **Forms of meetings**

While the Board prefers that directors attend all scheduled Board meetings in person, meetings may be held electronically provided all directors can fully participate. The Rules allow for 'electronic meetings' to include the use of telephone, electronic mail or any other means of communication provided by the Board.

The meeting Chair is responsible for ensuring that all directors participating in an electronic meeting can contribute effectively, including in any vote that would otherwise be decided by a show of hands.

The use of alternative forms of meetings generally will be reserved for unscheduled Board meetings, to permit inclusion of directors who live or work outside convenient travelling distance, or to ensure a quorum is available, for instance, when a director would otherwise seek a leave of absence.

- **Resolutions in writing**

Resolutions to be determined without a meeting (also known as circulating resolutions) must be decided by a majority of all directors eligible to vote.

Typically, such resolutions will be distributed electronically. Each director agrees that an electronic communication from that director individually signifying their decision on the resolution is an acceptable alternative to a signed hard copy document.

While it is preferred that votes be returned electronically, provision can be made for a vote to be recorded in hard copy.

The outcome of the resolution is decided on the day that the Board Secretary communicates the result of the vote to directors.

The outcome of the meeting will be reported at the following Board meeting and recorded in the Minutes Register.

- **Meeting Chair**

The Board Chair chairs all Board meetings. In the absence of the Board Chair, the directors attending will appoint one of themselves to chair that meeting.

- **Board protocols**

From time to time the Board may agree protocols to guide its meetings, establish internal etiquette and confirm how directors may communicate with senior management.

Once agreed, these are provided to all directors, typically via an accessible electronic library.

- **Quorum and voting**

Under the Rules, a quorum for a Board meeting is:

- if four or less directors are appointed: at least two appointed directors,
- if five directors are appointed: more than half of the appointed directors.

The Board aims to resolve matters through consensus. However, if a vote is required, resolutions will be passed by a majority of votes cast by those directors attending the meeting and eligible to vote. Directors attending via electronic means are counted towards a quorum and, therefore, are defined as "attending" for voting purposes.

Each director has one vote.

In the case of a tied vote, the matter is resolved in the negative. The Board Chair does not have an additional casting vote.

The meeting Chair is responsible for ensuring that the vote of any director attending the meeting via telephone or any other means allowed under the Rules is correctly counted. Voting processes that refer to a 'show of hands' will be taken to include a 'spoken word' from directors attending electronically.

- **Managing interests in meetings**

Directors have an ongoing duty to disclose any material personal interest they have in a matter being considered, or about to be considered, by the Board (or Board Committee) as soon as it arises. Such disclosures must be recorded in the minutes of the next meeting and, if not already done, advised to the Secretary within seven days of disclosure.

A director who has a conflicting interest must leave the meeting during deliberations and decisions on that matter and must not vote on the matter. This extends to any interest of a close associateⁱⁱ in the matter that the director is aware, or ought to be aware, of.

The Secretary will do all things reasonably practicable to prevent the distribution of relevant papers and circulating resolutions to any director who has recorded an interest in that matter.

- **Meeting attendees**

The CEO and Board Secretary attend Board meetings by standing invitation. Other guests may attend with the agreement of the Board Chair.

- **Meetings without management**

At its discretion, the Board is entitled to meet without management present.

- **Agenda and papers**

The Board Secretary maintains an annual agenda on behalf of the Board.

In consultation with the CEO and Board Chair, the Board Secretary is responsible for compiling each Board meeting agenda, taking into account the annual agenda, to ensure the Board's information needs are met.

Board and Committee papers will be available to all directors electronically one week before each meeting to allow sufficient preparation. The usual method of distribution is via Southern Waste Solutions' accessible electronic library.

The Board Secretary is authorised to prevent the distribution of relevant papers to a director with a declared conflict of interest in a given matter on the meeting agenda.

The Board (or Committee) Chair will decide whether late papers will be presented at the meeting. If a late paper is presented, the Board (or Committee) collectively may determine how the matter should be addressed.

Authors of papers are responsible for the quality of the papers. As papers are distributed electronically, this includes ensuring that papers reproduce effectively and legibly for directors.

- **Board and Committee minutes**

Board and Committee minutes record all formal decisions of the meeting, as well as any additional information required by the Board. A director has the right to request that his/her dissenting view is also recorded in the minutes.

Minutes will be drafted within three working days of the meeting and forwarded to the meeting Chair for review. The meeting Chair will authorise the draft minutes to be circulated to all directors.

Minutes will be added to the respective Minutes Register within 30 days of the meeting and retained for at least for the statutory period of seven years (while the Authority exists).

As required in each Charter, draft Committee minutes will be tabled at the next Board meeting unless the timing of the next meeting does not allow this to occur. In that case, the draft minutes will go to the subsequent Board meeting. If the Committee makes any material changes to the draft minutes at the time they are adopted, the amended minutes will be tabled again with the Board for information.

- **Retention of Board and Committee papers**

On behalf of each director, the Board Secretary holds a complete set of Board and Committee minutes and papers at least for the statutory period of seven years (while the Authority exists). The formal register of papers is held in Southern Waste Solutions' corporate files. The Sharepoint library is used as a convenient medium for access but are not the official corporate register.

Each director may retain Board and Committee papers issued to them, whether electronically or in hard copy, provided this is in a secure and confidential location.

Directors should be aware that copies of board papers that are annotated with their personal notes, whether added before or during board meetings, are subject to disclosure if requested by a relevant regulatory body. This raises the risk of conflict with the approved meeting minutes. *Therefore, annotations must be removed if directors intend to retain papers for future reference.*

7. Board effectiveness

Access to information and independent advice

Directors have the general right to access any information they consider necessary to fulfil their responsibilities and to exercise independent judgement when making decisions. This includes access to management for explanations and information, and internal and external auditors, and applies whether directors are operating in their role as a member of the Board or a Board Committee.

The Board as a whole, and individual directors, also have the general right to access competent, independent advice regarding Board matters, at Southern Waste Solutions' expense.

Generally, such requests should be made during a Board or Committee meeting. However, reasonable requests from a director seeking such advice outside a meeting may be approved by the Board Chair. Advice requested by an individual director will be provided to all directors.

Directors individually need to assess whether it is reasonable for them to rely on the advice received, including whether any external advisor is competent and appropriately independent from management or other interested parties.

Indemnity and insurance

To the extent permitted by law, the Rules indemnify each director (and other officers) against any liability arising from his/her role as an officer of Southern Waste Solutions, provided the liability does not arise from the director() acting criminally, with a lack of good faith or through a malicious act or omission.

Southern Waste Solutions maintains appropriate Directors and Officers Insurance every year for current directors and officers. Such cover continues for seven years from the date at which a director ceases to hold that position.

Retired directors may request information about coverage under this policy from the CEO.

The terms and conditions of the indemnity and insurance are contained in a Deed of Indemnity and Access between Southern Waste Solutions and each director or officer.

Board succession planning

The Authority and Board recognise the importance of an ongoing refreshment process for the Board. To this end, the Rules require the terms of directors to be arranged so that at least one is due for renewal each year. The Authority's Board Succession, Rotations and Recruitment Policy guides its approach to Board refreshment.

The Board maintains a Skills Matrix that reflects its assessment of the skills, competency and expertise required to meet the future challenges of the organisation. The Matrix is updated as needed.

The Board reviews its current and desired diversity when considering any recommendations to the Authority regarding its future composition.

The Board may also use the outcomes of Board evaluation processes to support any recommendations and advice to the Authority for reappointment of directors.

Board evaluation

Directors recognise the value of evaluating the performance of the Board. The Rules provide for the Authority to review the performance of the collective Board and individual directors at its discretion.

The Board may provide recommendations and advice to the Authority on the scope and appropriate method for periodic evaluations.

Directors commit to full and active participation in the Authority's evaluation processes and the Board commits to implementing agreed improvement actions arising from the reviews.

Director induction

In consultation with the Board Chair, the Secretary and CEO develop an appropriate and timely induction program to ensure new directors can participate fully and actively in Board decision making as soon as possible after their appointment.

Director development

To continually improve Board performance, all directors are encouraged to participate in professional development including appropriate self-development activities through their existing professional memberships and associations.

Directors may be offered resources and training to address specific skill gaps. These may include education regarding key developments in the organisation, the industry or the broader environment in which it operates.

The Authority's Professional Development Policy outlines its approach to approving qualifying professional development for directors (as well as that of Authority Representatives). Any director who wishes to undertake specific training or development activities at the expense of Southern Waste Solutions is expected to comply with the Policy. Any matters identified during a Board or director evaluation process will be considered in assessing whether to fund a development activity for a director.

8. Charter Review

This Charter will be reviewed at least three yearly, or earlier if the need arises.

9. Publication

This Charter may be published on Southern Waste Solutions' website, along with the charters for Board Committee(s).

Approval

This Charter was approved and adopted by the Board at its meeting on 31 July 2024.

Note: The Authority endorsed the Authority Chair's role statement at its meeting on 15 August 2024.

Definition

^{i, i} Local Government Act 1993 (Tas)

51. Close associate

For the purposes of this Part, a person is a close associate of a councillor or member if that person is—

- (a) a body corporate of which the councillor or member is a director or a member of the governing body; or
- (b) a proprietary company in which the councillor or member is a shareholder; or
- (c) a public company in which the councillor or member is directly or indirectly a substantial shareholder; or
- (d) a beneficiary under a trust or an object of a discretionary trust of which the councillor or member is a trustee;
or
- (e) a business partner of the councillor or member; or
- (f) the employer or an employee of the councillor or member; or
- (g) a person from whom the councillor or member has received, or might reasonably be expected to receive, a fee, commission or other reward for providing professional or other services in relation to a matter being dealt with or to be dealt with by the council, council committee, special committee, controlling authority, single authority or joint authority; or
- (h) the spouse or partner of the councillor, member, councillor's son or daughter or member's son or daughter; or
- (i) the son, daughter, brother, sister, mother or father of the councillor or member or of their spouse or partner.