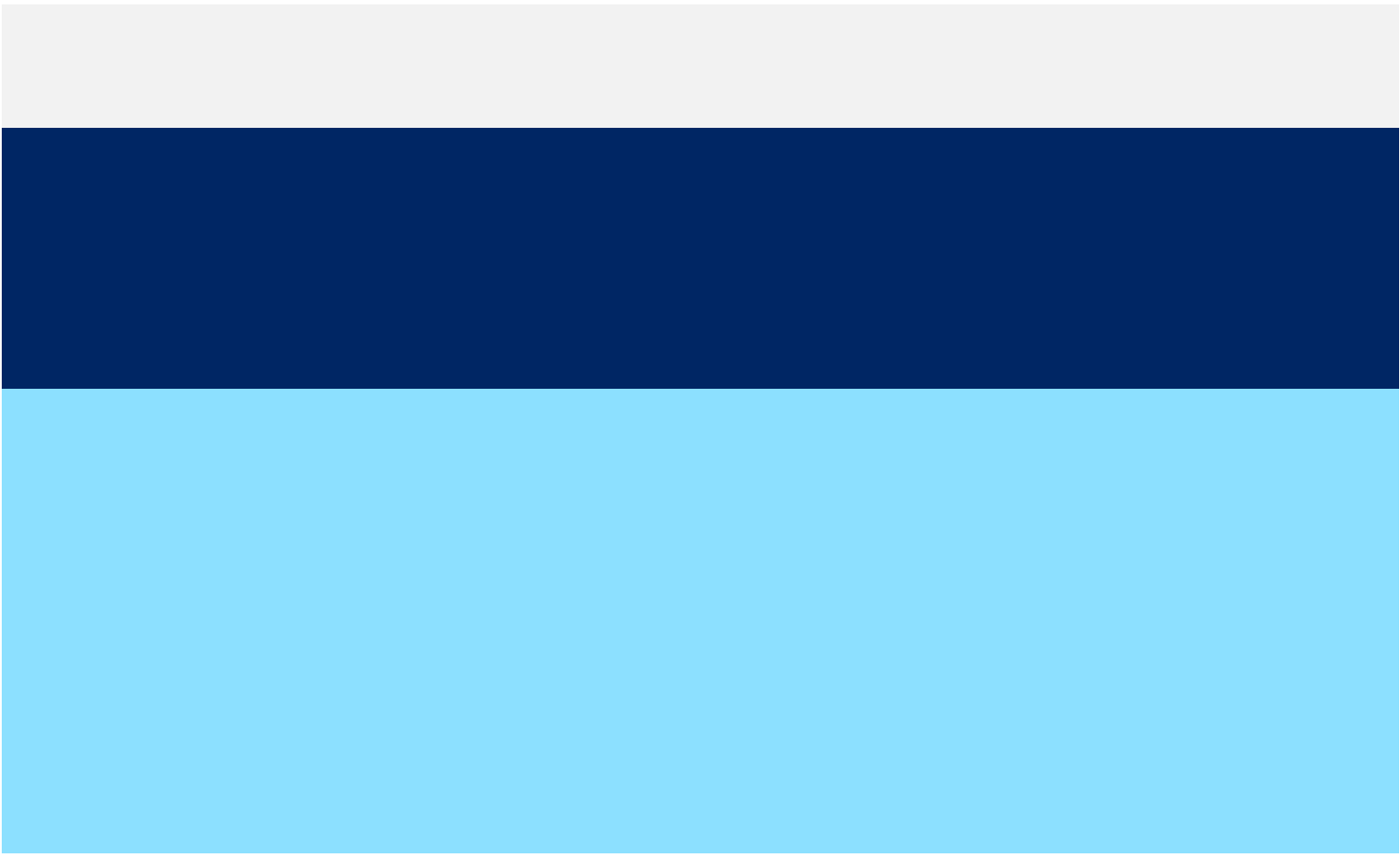

Dams Safety NSW

www.damsafety.nsw.gov.au



Board Charter

October 2024





Acknowledgement of Country

Dams Safety NSW acknowledges that it stands on Aboriginal land. We acknowledge the Traditional Custodians of the land and we show our respect for Elders past, present and emerging through thoughtful and collaborative approaches to our work, seeking to demonstrate our ongoing commitment to providing places in which Aboriginal people are included socially, culturally and economically.

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Contents

Dams Safety NSW Board Charter	4
Purpose.....	4
Function of Dams Safety NSW	4
Board appointments.....	5
Membership	5
Committees.....	6
Role of Chairperson.....	6
Role of Members	6
Role of Secretariat	7
Meetings.....	7
Quorum for meetings	7
Conflicts of interest	7
Conduct of members	8
Review and assessment of the Board.....	8
Review of Charter.....	8

Dams Safety NSW Board Charter

For clarity of roles in the Charter and other Dams Safety NSW internal documents such as manuals, policies, processes and procedures, members of Dams Safety NSW are referred to as “the Board”.

Purpose

This Charter sets out the main principles adopted by the Board to develop, implement and maintain good corporate governance.

Governance principles established in this Charter and the Governance Framework are designed to ensure an environment of accountability, integrity and excellence are attained.

Function of Dams Safety NSW

Under section 9 of the Act¹, Dams Safety NSW has the following functions:

- to provide advice or make recommendations to the Minister on the types and classes of dams that may be the subject of regulations
- to provide advice or make recommendations to the Minister on the development, implementation and modification of the dams safety standards
- to keep the owners of declared dams and the public informed about the dams safety standards and to regulate compliance with those standards
- to audit compliance by the owners of declared dams with operations and maintenance plans and emergency plans
- to provide guidance to owners of declared dams in complying with the requirements of the Act relating to the safety, operation and maintenance of dams (including guidance in applying total risk management and the principles of cost benefit analysis for that purpose)
- to formulate measures (including the development of guidelines) to ensure the safety of dams to collect information, carry out research and keep records on matters relating to dams safety
- to enter into arrangements with any person or body with respect to the conduct of any study or research that may be necessary or desirable for the purposes of this Act
- to make such other reports or recommendations to the Minister or any other person in relation to the safety of dams as Dams Safety NSW considers necessary or appropriate.

¹ Dams Safety Act 2015, section 9 - <https://legislation.nsw.gov.au/view/whole/html/inforce/current/act-2015-026#sec.9>

Board appointments

The Minister for Water, Property and Housing, as the Minister administering the Act, appointed inaugural members of Dams Safety NSW in October 2019. New members are appointed by the Minister when a vacancy arises.

The terms of appointed members are as specified in their instrument of appointment and may be for a period of up to four years. Appointed members are eligible for reappointment. The Minister can appoint a person to act in the office of a member during illness or absence who can exercise the functions of a member.

An appointed member's position on the Board may become vacant if the member is absent from four consecutive meetings, in accordance with Schedule 1 Section 7 of the Act, and for other reasons listed in that section.

The Minister may remove an appointed member from office at any time for any or no stated reason and without notice².

In addition to the Act, appointment action is guided by the Public Service Commissioner's Appointment Standards: Boards and Committees in the NSW Public Sector³ and the NSW Government Boards and Committee Guidelines⁴.

Membership

The Board comprises six members. Five independent part-time appointed members (including a Chairperson and Deputy Chairperson) and the Chief Executive Officer (CEO) of Dams Safety NSW.

Board members of Dams Safety NSW are required to be persons who together have professional expertise, qualifications or experience in dam engineering, mine engineering, emergency management, dam operations and management, public safety risk analysis and best practice regulation (including cost benefit analysis and business case development).

Note: The CEO is not entitled to vote on any matter considered by the Board.

² In accordance with Schedule 1, section 7 of the Dams Safety Act 2015 - <https://legislation.nsw.gov.au/view/whole/html/inforce/current/act-2015-026#sch.1-sec.7>

³ https://www.psc.nsw.gov.au/sites/default/files/2020-10/appointment_standards_-_october_2015_-_update_for_m2015-04.pdf

⁴ https://arp.nsw.gov.au/assets/ars/99f08809f0/NSW_Government_Boards_and_Committee_Guidelines_-_Updated_September_2015.pdf

Committees

The Act⁵ provides that Dams Safety NSW may:

- establish committees for the purpose of advising Dams Safety NSW in the exercise of its functions under this Act
- appoint as a member of any such committee any person who, in the opinion of Dams Safety NSW, appears to be qualified to be a member of that committee.

Role of Chairperson

The Chairperson is responsible for leading the activities of Dams Safety NSW. The Chairperson's responsibilities include:

- ensuring Dams Safety NSW performs its functions, acting within any relevant statutory powers, legal obligations and complying with policies relevant to the entity (including whole of government policies)
- facilitating the conduct of meetings to allow frank and open discussion
- ensuring individual members make an effective contribution and reviewing the performance and contribution of members facilitating the flow of information to members and stakeholders
- liaising with the Minister for Water (Minister), the Department of Climate Change, Energy, the Environment and Water's CEO NSW Water Sector (Deputy Secretary) and the CEO Dams Safety NSW
- working with the Dams Safety NSW Secretariat
- if requested by the Minister or Department, providing input into the nomination, selection and recruitment process for new members.

The Chairperson of Dams Safety NSW (or, in the absence or at the request of the Chairperson, the Deputy Chairperson of Dams Safety NSW) is to preside at a meeting of Dams Safety NSW.

The presiding member has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

Role of Members

The role and responsibility of members include:

⁵ Section 12 of the Dams Safety Act 2015 - <https://legislation.nsw.gov.au/view/whole/html/inforce/current/act-2015-026#sec.12>

- supporting Dams Safety NSW to perform its functions
- attending meetings and participating in decision making processes
- undertaking consultation or research to support and promote discussion of agenda items
- acting in the interests of Dams Safety NSW as a whole.

Role of Secretariat

The Board is serviced by a Secretariat (the Secretariat) from Dams Safety NSW staff.

All records, including the agenda, minutes and any reports, recommendations and briefings will be prepared and kept by the Secretariat.

The Board will agree on meeting dates and the Secretariat will organise the venue for the meeting, advise members of location, provide papers for the meeting and circulate minutes of the meeting.

The Secretariat will work with the Chief Executive Officer to prepare agenda items, reports and briefings as required by the Board or the Chief Executive Officer.

Meetings

The Board will meet as required for specific issues as agreed to by its members. Meeting papers will be provided one week in advance of meetings.

Quorum for meetings

The quorum for a meeting of Dams Safety NSW is a majority of the appointed members.

Attendance can be either in person or remotely.

Conflicts of interest

Board members must:

- disclose any actual or perceived conflict of interest which may exist as soon as they become aware of the issue
- take the necessary and reasonable measures to try to resolve the conflict and comply with the requirements of the Act in relation to the disclosure of interests and restrictions on voting.

If a conflict or potential conflict situation exists, the conflicted Board members will not participate in discussions of the matter by the Board.

Board members are expected to advise the Chairperson of relevant interests as soon as practicable.

The relevant interests of Board members are to be recorded and updated at each meeting.

Conduct of members

The Board will abide by its endorsed Code of Conduct.

Review and assessment of the Board

The Board will provide an annual review of its performance and self-evaluate its level of effectiveness⁶.

An external consultant may be engaged by the Chairperson to assist with the evaluation and review of the Board's performance.

Review of Charter

The Board will review the Charter annually⁷ to ensure it remains consistent with the Board's objectives and responsibilities.

More detailed reviews of the Charter should be undertaken every 3 years.

⁶ Consistent with the Treasury Policy Paper TPP 17-10 – see link below.

⁷ Consistent with the NSW Treasury Policy Paper TPP 17-10 – Commercial Policy Framework: Guidelines for Governing Boards of Government Businesses - <https://www.treasury.nsw.gov.au/sites/default/files/2017-11/TPP17-10%20%20Commercial%20Policy%20Framework%20-%20Guidelines%20for%20Governing%20Boards%20of%20Government%20Businesses%20-pdf.pdf>