



CULTURAL FACILITIES CORPORATION
GOVERNANCE CHARTER



Approved by CFC Board – 22 June 2017

CULTURAL FACILITIES CORPORATION

GOVERNANCE CHARTER

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SECTION A – GOVERNANCE FRAMEWORK

The Cultural Facilities Corporation (the CFC) is committed to ensuring that it provides high quality cultural services to the community, and to ensuring effective governance of all its operations. In particular, the CFC seeks to :

- (a) enhance organisational performance, with particular reference to the establishment and continuing operation of :
 - Senior Managers’ meetings
 - Agency Consultative Committee meetings
 - the ACT Government Service Performance Framework
 - a Human Resources Plan
- (b) understand and manage risks to minimise negative aspects and maximise opportunities, with particular reference to the establishment and continuing operation of :
 - an Audit Committee of the Board
 - a Strategic Risk Management Plan
- (c) strengthen shareholder confidence, with particular reference to:
 - regular reporting to Government
 - the development of long-term Strategic Plans and annual Corporate Plans and Statements of Intent based on the Strategic Plans
- (d) strengthen stakeholder confidence, with particular reference to :
 - the establishment and continuing operation of the three Advisory Committees and through them, links to the wider community
 - regular reporting to the ACT Legislative Assembly and the wider community
- (e) enhance its public reputation through enhanced transparency and accountability, with particular reference to the establishment and continuing operation of :
 - an Audit Committee of the Board
 - an Internal Audit Program
 - a Fraud Control Plan
- (f) demonstrate how it is discharging its legal, stakeholder and ethical obligations, with particular reference to :
 - reporting through Annual Reports
- (g) provide a mechanism for benchmarking accountability, with particular reference to :
 - setting and reporting on performance targets through an annual Statement of Intent, and Statement of Performance

- (h) assist in the prevention and detection of fraudulent, dishonest and/or, unethical behaviour, with particular reference to the establishment and continuing operation of :
- a Board Code of Conduct
 - the ACT Government Service Code of Conduct
 - Section 9 of the *Public Sector Management Act 1994*
 - a Fraud Control Plan.

SECTION B – BOARD CHARTER

1. Purpose of the Board Charter

- 1.1 The Board of the CFC has decided to establish a Charter that will govern its own work.
- 1.2 The Board Charter sets out the role, composition and responsibilities of the Board within the Governance Framework of the CFC.
- 1.3 The conduct of the Board is also governed by the *Cultural Facilities Corporation Act 1997* and the *Financial Management Act 1996*.

2. Overall role of the Board

- 2.1 The role of the Board is to provide good governance and strategic direction to the CFC.

3. Membership

- 3.1 The Board has 7 members as appointed under the *Financial Management Act 1996*, s 78, s 79 and s 80 (4).
- 3.2 Membership of the Board is disclosed in the CFC's annual report.

4. Board responsibility for good governance

- 4.1 The Board promotes and is responsible for good governance within the CFC. Its system of governance is intended to ensure the strategic guidance of the CFC, the effective monitoring of management by the Board, and the Board's accountability to the CFC and the members.
- 4.2 All Board members are expected to exercise independence of judgement on all matters.

5. Continuous improvement

- 5.1 The Board is committed to a philosophy and strategy of continuous improvement in its governance.

6. Review

- 6.1 The Board periodically evaluates itself to ensure continuing improvement in its governance.

7. Specific responsibilities and functions of the Board

- 7.1 The Board has the following specific responsibilities as stated in the *Financial Management Act 1996* s. 56 :
 - (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.

7.2 The Board has the following specific functions as stated in the *Financial Management Act 1996* s. 77 :

- (a) setting the CFC's policies and strategies such as : 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.

8. Matters reserved to the Board

Within the specific functions identified in Section 7 above, the Board has reserved the following matters for its determination.

Strategy and organisational performance

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

Financial management, financial controls and risk

- 8.4 The Board regularly reviews reports on the CFC's financial management and reports on the CFC's capital and strategic projects.
- 8.5 The Board approves theatre programming proposals where Canberra Theatre Centre budgeted expenditure on the theatre product is above \$250,000 or in circumstances where access is needed to the Theatre Reserve.
- 8.6 The Board approves business cases for capital or other strategic projects, which require an initial investment from the CFC's internal funds of above \$100,000.
- 8.7 The Board approves the purchase of objects or works for the Canberra Museum and Gallery Collection, which are over the value of \$11,000, or of a potentially controversial nature, or of exceptional cultural significance; and donations/gifts over the value of \$22,000.

- 8.8 The Board approves proposals for sponsorship/subsidy of local community or cultural organisations by the CFC, where the arrangement provides a substantial financial benefit to the organisation, and a strategic benefit to the CFC, taking into account the Theatre Programming Policy in making such decisions. A substantial financial benefit is defined as one valued at more than \$30,000 per annum.
- 8.9 The Board ensures that risks facing the CFC have been identified, assessed and that the risks are being properly managed.

Policy

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

Legislative compliance

- 8.11 The Board ensures compliance with applicable laws, including work health safety laws.

Advisory committees

- 8.12 The Board approves the Advisory Committee Charter and memberships of the three Advisory Committees.
- 8.13 The Board maintains continuing contact with the Advisory Committees, including by hosting at least one event a year for Committee members.

Other matters

- 8.14 The Board identifies opportunities for fundraising to support the facilities and activities of the CFC.
- 8.15 The Board approves and fosters an appropriate corporate culture matched to the CFC's values and strategies.

9. Role of the Audit Committee of the Board

The Audit Committee of the Board provides strategic advice to the Board on financial management, budgetary, audit and compliance matters. It operates with a Charter that is reviewed annually by the Board.

10. Conflict of Interest

- 10.1 As stated in s 86 of the *Financial Management Act 1996*, 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.

11. Board skills and attributes

- 11.1 While noting that Board appointments are made by the Minister, the Board endeavours to ensure that, collectively, it has the appropriate level of skills and experience required to properly fulfil its responsibilities. It therefore

considers it as highly desirable for Board members, collectively, to have skills and experience in the following fields : cultural; financial/accountancy; legal; governance; commercial/business; education; tourism; social inclusion; fundraising/philanthropy; communications; and marketing.

11.2 The Board also endeavours to ensure that across its membership there is a gender balance, together with diversity in areas such as cultural and linguistic background, Aboriginality, age, disability and other personal attributes. The Board recognises, however, that due to its small size it may not be possible to have all such attributes represented amongst its members, and 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.

11.3 While noting that membership of the Board is remunerated, the Board encourages its members to consider donating some or all of their board fee back to the CFC in order to provide financial support for specific projects, recognising, however, that it is for each member to decide on this in accordance with their individual circumstances, and that there are a range of other ways in which members support the CFC's work.

12. Board induction, training and development

12.1 Board members are given appropriate induction training on appointment.

12.2 Board members are provided with continuing opportunities to develop experience and understanding of the CFC's functions.

12.3 Board members are expected to attend activities across the CFC's different venues on a regular basis in order to increase their knowledge of the CFC's functions.

13. Code of conduct

13.1 The Board establishes a written Code of Conduct which sets out the ethical and behavioural expectations for Board members. This Code is set out at Appendix 1.

13.2 In exercising the functions of a Board member, a member must exercise a high standard of honesty, care, diligence, discretion and loyalty to the CFC.

14. Functions of governing board members

14.1 Chair's functions

The Chair of the Board has the following functions as stated in s 82 of the *Financial Management Act 1996* :

- (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;
- (c) ensuring the responsible Minister is kept informed about the operations of the CFC.

14.2 Deputy Chair's functions

As stated in s 83 of the *Financial Management Act 1996*, 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.

14.3 CEO's functions

The CEO of the CFC has the following functions as stated in s 84 of the *Financial Management Act 1996* :

- (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;
- (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 s 101 of the *Financial Management Act 1996*.)

15. Separation of roles between the Chairman and CEO

15.1 The roles of the Chairman and the CEO are strictly separated.

15.2 The Chairman is responsible for :

- Ensuring the Board provides leadership and vision to the CFC.
- Establishing the Board agenda.
- Presiding over Board meetings and directing Board discussions to effectively use the time available to address the critical issues facing the CFC.
- Making certain that the Board has the necessary information to undertake effective decision making and actions.
- Developing a continuing relationship with the CEO. As the major point of contact between the CEO and the Board, the Chairman should be kept fully informed of the matters of interest to Board members.
- Guiding the continuing effectiveness and development of the Board and individual members.

15.3 The CEO is responsible for :

- Taking and approving all and any actions and initiatives required to deliver the CFC's strategic and operational plans as approved by the Board.
- Ensuring transactions outside the CEO's delegation levels are referred to the Board for approval.
- Ensuring that all actions comply with the CFC's policies in force from time to time.
- Other responsibilities as delegated by the Board to the CEO.

16. Minutes Secretary

16.1 In conjunction with the CEO, the Minutes Secretary is responsible for :

- Ensuring that the Board agenda is developed in a timely and effective manner for review and approval by the Chairman.
- Ensuring that Board papers are developed in a timely and effective manner.
- Coordinating, organising and attending meetings of the Board and ensuring the correct procedures are followed.
- Drafting and maintaining minutes of Board meetings.

17. Minutes

17.1 Proceedings of all meetings are minuted and signed by the Chairman of the meeting.

17.2 Minutes of all Board meetings are circulated to members and approved by the Board at the subsequent meeting.

18. Meetings of the Board

18.1 The Board meets six (6) times annually. Additional meetings may be called if deemed necessary by the Chairman and/or CEO, or if asked by the Minister or at least 2 members.

18.2 The Chair must give the other members reasonable notice of the time and place of a meeting called by the Chair.

18.3 Board meetings take place in the Board Room, Canberra Museum and Gallery, Level 1, North Building, London Circuit, Civic.

18.4 A quorum is reached when a majority of appointed Members, at any given time, are present.

18.5 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.

19. Review of Charter

19.1 The Board reviews its Charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

20. Publication of Charter

20.1 Key features of the Board Charter are to be outlined in the CFC's annual report.

20.2 A copy of the charter is available on www.museumsandgalleries.act.gov.au and www.canberratheatrecentre.com.au

BOARD CODE OF CONDUCT

1. Introduction

The Board of the CFC is committed to conducting the CFC's business in a way that is open and accountable to shareholders, stakeholders and the wider community. The Board believes that the CFC's governance practices should be rigorous and of a high standard.

2. Purpose of the Code

Board members are bound by this Code of Conduct (the Code) to ensure that high standards of corporate and individual behaviour are observed by members in the context of their terms of appointment to the Board.

3. Obligation to comply with Code

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. 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 *Financial Management Act 1996*.) 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*.

4. Primary obligations of Code

Board members must :

- act honestly, in good faith and in the best interests of the CFC as a whole;
- demonstrate their duty to use due care and diligence in fulfilling their functions and exercising powers;
- keep abreast of best practices in corporate governance and implement such practices as are appropriate for the CFC; and
- use their authority and available resources and information only for the work-related purpose intended.

These obligations include :

- 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;
- demonstrating independent judgement and actions and taking all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- understanding the cultural, financial, commercial and functional aspects of the CFC to ensure diligence in deliberations and decision-making;
- making only proper use of information acquired as a Board member;
- not taking improper advantage of the position of a Board member;

- 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 CFC's Chief Executive Financial Instruction on gifts, which applies to Board Members);
- not allowing personal interests or the interests of any associated person to conflict with the interests of the CFC (refer also to Section 6 below);
- complying with the spirit as well as the letter of statutory and other obligations;
- 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;
- undertaking periodic evaluation of the Board to ensure continuing performance improvements.

5. Reputation of the CFC

Board members must not do anything which would be likely to negatively affect the CFC's reputation.

6. Conflict of Interest

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.

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.

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 conflicts of interest should be appropriately minuted.

7. Attendance at Meetings

Board members must attend all meetings of the Board and, where relevant, of its Sub-Committees, as far as possible. Board members must allow the necessary time to prepare for these meetings.

AUDIT COMMITTEE CHARTER

1. Purpose of the Audit Committee Charter

- 1.1 The Board has established the Audit Committee (“the Committee”) as a sub-Committee.
- 1.2 This Charter sets out the Committee’s objectives, authority, composition and tenure, roles and responsibilities, reporting, administrative and review arrangements.

2. Objective

- 2.1 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.

3. Authority

- 3.1 The Board authorises the Committee, within the scope of its role and responsibilities, to:
 - obtain any information it needs from any employee and/or external party (subject to their legal obligation to protect information);
 - discuss any matters with the external auditor, or other external parties (subject to confidentiality considerations);
 - request the attendance of any employee, or Board Member, at Committee meetings; and
 - obtain external legal or other professional advice, as considered necessary to meet its responsibilities, at the CFC’s expense.

4. Composition and tenure

- 4.1 The Board appoints Committee Members.
- 4.2 The Committee consists of at least three Members drawn from the membership of the Board, one of whom is the Chief Executive Officer.
- 4.3 The Board appoints, as Chair of the Committee, a Committee Member other than the Chief Executive Officer or the Chairman of the Board. If the need arises, the Chair of the Committee appoints an acting Chair.
- 4.4 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 and subject to satisfactory performance.
- 4.5 The Members, taken collectively, have a broad range of skills and experience 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.

5. General role and responsibilities of the Committee

- 5.1 The Committee has no executive powers, unless delegated to it by the Board.
- 5.2 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 Chief Executive Officer.
- 5.3 The responsibilities of the Committee may be revised or expanded in consultation with, or as requested by, the Board from time to time.

6. Specific responsibilities of the Committee

6.1 Financial management

- 6.1.1 Review the financial performance of the CFC in months where no Board meeting occurs and draw to the CFC Board's attention any financial or budgetary matters requiring particular consideration.
- 6.1.2 Approve the business case for capital or other strategic projects, which require an initial investment from internal funds of between \$50,000 and \$100,000, referring any projects above this level to the Board.
- 6.1.3 Oversee significant plans with a major financial focus e.g. Asset Management Plan.

6.2 Risk management

- 6.2.1 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.
- 6.2.2 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.

6.3 Control framework

- 6.3.1 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.

6.4 External accountability

- 6.4.1 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.
- 6.4.2 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.

6.5 Legislative compliance

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

6.6 Internal audit

- 6.6.1 Act as a forum for communication between the Board, senior management and internal audit.
- 6.6.2 Oversee preparation of the annual work plan for internal audit.
- 6.6.3 Ensure that adequate resources are provided for internal audit, including for completion of the annual internal audit plan.
- 6.6.4 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.
- 6.6.5 Monitor management's implementation of internal audit recommendations.
- 6.6.6 Periodically review the performance of internal audit.

6.7 External audit

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

7. Responsibilities of Members

- 7.1 The responsibilities of Members of the Committee are set out in the *Duty Statement for Audit Committee Members*.

8. Reporting

- 8.1 The Committee reports to the Board on its operations, by providing the draft minutes of its most recent meeting to each Board meeting.
- 8.2 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.

9. Administrative arrangements

9.1 Meetings

- 9.1.1 The Committee meets every two months, normally during months that the Board does not meet. A special meeting may be held to review the CFC's annual financial statements.
- 9.1.2 Each meeting agenda includes the following standard sections as a minimum : Members' Disclosure of Interests; Minutes and Actions Arising; Finance, Budgetary and Compliance; Risk Management; and Next Meeting.
- 9.1.3 Meetings are held in person, by telephone or by video conference.

- 9.1.4 The Chair of the Committee must call a meeting if asked to do so by the Board, or another Committee Member.

9.2 Attendance at meetings and quorum

- 9.2.1 A quorum consists of a majority of Committee Members.
- 9.2.2 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.
- 9.2.3 An external audit representative is invited to attend each meeting.
- 9.2.4 An internal audit representative may be invited to attend any meeting.
- 9.2.5 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.

9.3 Secretariat and minutes

- 9.3.1 The CFO arranges secretariat support to the Committee.
- 9.3.2 The CFO ensures that agenda papers for each meeting are circulated at least two days before the meeting.
- 9.3.3 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.

9.4 Conflict of interest

- 9.4.1 Each Committee agenda includes as the first agenda item : *Members' Disclosure of Interest*. Members must declare under that item any conflicts of interest relating to agenda items or topics. Details of any conflicts of interest are appropriately minuted.
- 9.4.2 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.

10. Induction and continuing development

- 10.1 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.
- 10.2 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.

11. Review of the Committee's performance

- 11.1 The Chair of the Committee conducts a review of the performance of the Committee at least once every two years.
- 11.2 The review is conducted on a self-assessment basis, unless otherwise determined by the Board.
- 11.3 The Chair reports to the Board on the outcome of the review.

12. Review of Charter

- 12.1 The Committee reviews this Charter each year.
- 12.2 Any substantive changes to the Charter are recommended by the Committee to the Board for formal approval.

ADVISORY COMMITTEES CHARTER

1. Introduction

In accordance with Section 8(1)(a) of the Cultural Facilities Corporation Act 1997, the CFC has established the following Advisory Committees:

- Canberra Theatre Centre Advisory Committee;
- Canberra Museum and Gallery Advisory Committee; and
- Historic Places Advisory Committee.

The Advisory Committees play a significant role in the work of the CFC and make an important contribution to its functions and activities.

This Charter has been prepared to guide the work of the Advisory Committees.

2. Role of the Advisory Committees

The Advisory Committees are responsible to the Board of the CFC through the CFC's Chief Executive Officer (CEO).

The main role of the Advisory Committees is to provide the Board with expert strategic advice, within the context of the CFC's five-year Strategic Plan and its annual Corporate Plans.

This role encompasses the following responsibilities:

- participating in an annual briefing/issues workshop;
- participating in an annual corporate planning workshop;
- providing advice on matters relating to the Terms of Reference for the Committee – refer to Section 3 below; and
- providing advice on any matters specifically referred to the Committee by the Board or CEO.

3. Terms of Reference for the Advisory Committees

Canberra Museum and Gallery Advisory Committee

The Canberra Museum and Gallery (CMAG) Advisory Committee is responsible to the Board of the CFC, through the CFC's CEO, for providing expert strategic advice, primarily on collections development, acquisitions and exhibitions.

In this role, the Committee advises on how the CFC can provide cultural leadership, excellence and innovation in the presentation and interpretation of visual arts and social history through its collection and exhibition functions.

The Committee may be invited to provide advice about other aspects of CMAG's functions from time to time.

In performing the above role, the Committee serves as a valuable link between the CFC and the wider community.

Historic Places Advisory Committee

The Historic Places Advisory Committee is responsible to the Board of the CFC, through the CFC's CEO, for providing expert strategic advice on the conservation and interpretation of the Historic Places managed by the CFC. The Historic Places are : Lanyon; Calthorpes' House; and Mugga Mugga.

In this role, the Committee advises on how the CFC can provide cultural leadership, excellence and innovation in the conservation and interpretation of the Historic Places, in recognition of their cultural heritage significance.

The Committee may be invited to provide advice about other aspects of the functions of the Historic Places from time to time.

In performing the above role, the Committee serves as a valuable link between the CFC and the wider community.

Canberra Theatre Centre Advisory Committee

The Canberra Theatre Centre Advisory Committee is responsible to the Board of the CFC, through the CFC's CEO, for providing expert strategic advice in relation to theatre education and the engagement of young people in theatre.

The Committee may be invited to provide advice about other aspects of the functions of the Canberra Theatre Centre from time to time.

In performing the above role, the Committee serves as a valuable link between the CFC and the wider community.

4. Contact between the Board and the Advisory Committees

Contact between the Board and the Advisory Committees will be achieved by the following means :

- Board Members will be invited to the workshops for the Advisory Committees;
- Board Members may be invited to attend other meetings of the Advisory Committees;
- specific issues dealt with by an Advisory Committee may be the subject of a report to the Board;
- the Board will respond to any recommendations made to it by Advisory Committees;
- Advisory Committee members will be invited to events in their area of responsibility, such as theatre opening nights and exhibition openings, which will provide an opportunity for them to meet informally with Board members on these occasions; and
- the Board will host at least one function per year for Advisory Committee members, in recognition of their important contribution to the CFC.

5. Membership

The membership of each Advisory Committee will comprise :

- generally between six and eight members, including a Convenor and Deputy Convenor; and
- appropriate senior staff of the CFC as determined by the CEO, as ex officio members.

The overall membership profile for each Advisory Committee is set out below.

Canberra Theatre Centre Advisory Committee – a standing reference panel, with a focus on members who can advise on theatre education and the engagement of young people in theatre but could also include other areas of expertise or skills, such as theatre programming, business development and marketing, with particular reference to the use of social media.

Canberra Museum and Gallery Advisory Committee – an advisory group of subject matter experts to focus on collections development, acquisitions and exhibitions.

Historic Places Advisory Committee – an advisory group of experts to provide advice on the conservation and interpretation of the Historic Places.

6. Appointment process

The Board will appoint members of the Advisory Committees for a three-year term.

Following the completion of a term of appointment, a member may seek renomination for a further term.

Prior to the expiry of the terms of existing members, the CEO will :

- write to existing members, asking whether they wish to seek renomination for a further term;
- arrange for a public advertisement to be placed, calling for expressions of interest in becoming a member of one of the Advisory Committees; and
- directly approach people with the appropriate expertise, where this is considered necessary to ensure an appropriate range of expertise on each Advisory Committee.

The Board will make appointments after taking into account the nominations received through the above means, and so as to achieve an overall balance of expertise on each Committee.

Once the Board has determined the membership of an Advisory Committee, it will appoint a Convenor and Deputy Convenor for that Committee from amongst the membership.

Where casual vacancies in membership arise, the Board will make any necessary new appointments.

In determining membership of the Advisory Committees, the CFC will be guided by the following general principles –

- (a) that gender, age, and experience factors be taken into account in considering membership across the three Advisory Committees rather than within each Committee's membership;
- (b) that each Committee comprise generally between six and eight members, including the Convenor and Deputy Convenor;
- (c) that the contribution, attendance record, and the balance of skills and expertise on each Committee, be considered in determining the appointment of existing members who may have sought reappointment;

- (d) that respondents to public advertisements for expressions of interest in Advisory Committee membership, with appropriate skills and expertise, be considered for appointment; and
- (e) that individuals with appropriate skills and expertise be directly approached, where this is necessary to provide a balance on the Advisory Committees.

7. Sessions of the Advisory Committees

Advisory Committees will be expected to attend the following two plenary sessions each year, as follows.

Plenary Session 1 : Plenary briefing/issues workshop (to be held around September/October each year)

- This workshop will bring together members of the three Advisory Committees for a plenary session including briefings about the organisation from the Chairman and/or CEO and senior managers.
- The workshop will involve a breakout session, in which individual Advisory Committees will meet to discuss issues of particular relevance to that Committee, within the Terms of Reference for that Committee.

Plenary Session 2 : Plenary corporate planning workshop (to be held in late May/June each year)

- The Advisory Committees will come together again for a session in which they will contribute their views into the CFC's annual corporate planning exercise.

In addition to the two plenary sessions, the Advisory Committees will operate as follows.

Canberra Theatre Centre Advisory Committee – this will operate as a standing reference panel. As such, no formal meeting requirements apply other than attendance at the two plenary sessions each year, but members may be invited to participate in online discussions about certain issues or to attend one or more meetings on topics that fall within the Committee's Terms of Reference.

Canberra Museum and Gallery Advisory Committee – the Committee will have at least one individual meeting each year, in addition to the two plenary sessions, to address matters that fall within the Committee's Terms of Reference.

Historic Places Advisory Committee – the Committee will have at least one individual meeting each year in addition to the two plenary sessions, to address matters that fall within the Committee's Terms of Reference.

The Convenor will chair all individual sessions of the Committee where he or she is present. In the absence of the Convenor the Deputy Convenor will chair the session.

Sessions will normally be conducted in an informal manner, with decisions based on general agreement. A quorum at individual sessions is a majority of appointed members.

Visitors may be invited to individual sessions of Advisory Committees as necessary.

8. Responsibilities of Advisory Committee members for session attendance

To ensure a continuity of ideas and to gain the full benefit of the Advisory Committees' expertise, members are expected to attend each of the sessions scheduled throughout a 12 month period, unless exceptional circumstances arise.

A member may seek leave of absence from the Convenor if he or she expects to be unable to participate in the Committee for a period of time. Where a member fails to attend two consecutive sessions without leave of absence from the Convenor, the member's term of appointment ceases.

Where a member is unable to attend sessions for a lengthy period (for example, due to extended illness or overseas absence), the Board will, after consultation with the member, decide whether to conclude that member's term of appointment and make any necessary new appointment.

The CEO will make available secretariat services for the Advisory Committees.

9. Expenses

Participation in the Advisory Committees is on an unpaid basis. However, the CFC will meet all reasonable expenses incurred by members in attending sessions, provided that these are discussed with and agreed with the CEO in advance.

10. Confidentiality

Issues dealt with by the Advisory Committees may be confidential and if so, should not be discussed outside the session. The ex officio members of each Advisory Committee will advise members where any matter is confidential. In addition, a member may request that a particular item be discussed in confidence.

Advisory Committee members should not make public statements or media announcements about Advisory Committee matters unless authorised to do so by the CEO.

11. Conflict of interest and code of conduct

Members will be required to provide undertakings in relation to Code of Conduct matters, in accordance with the Report of the Committee of Inquiry Concerning Public Duty and Private Interest (the Bowen Committee), which has been adopted by the ACT Government for persons holding positions on Government bodies.

Where a member is aware that a matter under discussion at an individual session of an Advisory Committee could constitute an actual or perceived conflict of interest, the member should draw the matter to the attention of the Convenor (or Deputy Convenor, in the Convenor's absence) and leave the room while the matter is being discussed. All such occasions will be noted in the summary report of the session.

12. Special provisions regarding separate engagement of an Advisory Committee member in a paid capacity

It is anticipated that, in view of the expertise and skills of Advisory Committee members, the CFC may, from time to time, wish to engage a member in a paid capacity quite separately from his or her Advisory Committee membership.

For example, the CFC may wish to :

- commission an Advisory Committee member to undertake an expert consultancy;
- engage an Advisory Committee member to undertake a specific conservation project;
or
- purchase a work of art by an Advisory Committee member.

In such circumstances it is important both for the Advisory Committee member and for the CFC that there is no perception that the payment relates to membership of the Advisory Committee.

For this reason, the member who is being engaged in a paid capacity must either take leave of absence from Advisory Committee membership for the period of the paid engagement, or absent themselves from any part of a session during the period of the paid engagement that relates in any way to the subject matter of the paid engagement. Any period of absence taken in this way will count as approved leave of absence, for the purposes of Section 8 of this Charter.

These special provisions apply in addition to the general conflict of interest and code of conduct provisions set out in Section 11 of this Charter.

13. Donations to the CFC by an Advisory Committee member

Any potential conflicts of interest regarding donations made to the CFC by an Advisory Committee member will be referred to the CEO for consideration and resolution.

14. Review of this Charter

This Charter will be reviewed during 2018-19 to allow consideration of the future direction of the Advisory Committees at that time and prior to the expiry of the terms of Committee members on 30 June 2019.

15. Conclusion

The CEO can provide advice with any queries relating to this Charter.