

# Advisory Board Charter

## 1. Introduction

The NSW Government Telecommunications Authority (NSWTA) has been established to improve services and drive greater operational effectiveness and cost efficiency in Government mobile telecommunications infrastructure and services comprising the public safety network for which the NSWTA and Board is responsible.

## 2. Establishment of the Advisory Board

NSWTA is a statutory authority created under the Government Telecommunications Act 2018 (the Act), which establishes that there is to be an Advisory Board of NSWTA.

## 3. Objectives

NSWTA and its Advisory Board are responsible for the strategic direction of public safety telecommunications services in NSW. This includes driving reform across the sector to deliver mission-critical communication capabilities and day to day operational communications for emergency services and other client agencies. NSWTA and its Board are focused on connecting people across NSW so they can work together and keep people and places safe. Together we support emergency services, essential services and telecommunications carriers to protect communications assets relied on by front-line services and communities.

## 4. Functions and Composition of the Advisory Board

The functions of the Board, under section 11 of the Act, are to advise the NSWTA and the Minister on any matter relating to the public safety telecommunications requirements of the NSWTA's clients and on any other matter relating to the functions of the NSWTA, including its appropriate industry engagement and integrity. Membership of the Board will bring industry and subject matter expertise in advising the Managing Director and the Minister as appropriate.

Section 12(2)(d) and (e) of the Act enable the Charter to provide for respectively the appointment of a presiding member and any other matter relating to the conduct of the business of the Board. For the purposes of this Charter, there shall be a presiding member who shall be the Chairperson of the Board and a member who shall be Deputy Chairperson. Such appointments shall be proposed to the Minister by the Board, and remunerated, along with members in general, as the Minister determines from time to time in accordance with relevant regulations and policies.

A person appointed as Chairperson or Deputy Chairperson ceases to hold that role immediately upon ceasing to be a Board member. If a person ceases to be Chairperson or Deputy Chairperson before the expiry of their period of appointment, the Board shall meet as soon as practicable to recommend the appointment of another Board member to that role for the remainder of that period.

## 5. Responsibilities of the Board

The Board has three key areas of focus:

1. Strategic leadership and innovation
2. Performance
3. Accountability, financial and risk management and workplace safety

### 5.1 Strategic leadership and innovation

- Advise on the strategic direction and objectives for the NSWTA and government mobile telecommunications infrastructure and services across the State, working collaboratively and innovatively with agencies and industry to support continuous development of new service delivery approaches and technologies.
- Contribute to the development and annual review of the NSWTA's Corporate Plan for delivery to the Minister, consistent with the requirements of section 7 of the Act.

### 5.2 Performance

- Advise upon the effectiveness of the NSWTA in implementing the Corporate Plan and support the Managing Director in staff and structure evaluation.
- Review the general performance of the NSWTA and advise on the implementation of major projects, bringing financial, business and subject matter expertise to the review process.

### 5.3 Accountability, financial and risk management and workplace safety

- Contribute to and approve the Annual Report for submission to the Minister.
- Advise on risk management and the safety and security of both the public safety network and the people involved in its delivery.

## 6. Responsibilities of the Chairperson

The Chairperson provides leadership and direction to the Board and ensures the effective functioning of the Board. The Chairperson ensures that individual Board members make an effective contribution to the Board and the Board fulfils its corporate governance responsibilities.

Responsibilities of the Chairperson include:

- provide leadership and strategic direction to the Board
- finalise and prioritise the agenda items for meetings
- ensure meetings are effectively run and Board minutes properly reflect Board decisions
- lead the Board to undertake effective decision making and actions
- guide the Managing Director and staff of the NSWTA on achievement of the NSWTA's responsibilities.

## 7. Responsibilities of the Deputy Chairperson

In the absence of the Chairperson, the Deputy Chairperson is to preside at a meeting of the Board. Where the Deputy Chairperson acts as the Chairperson they have the full responsibilities and authorities of the Chairperson.

## 8. Responsibilities of Members

Board members (including the Chairperson and Deputy Chairperson) support and assist the Board to provide effective leadership and direction to the NSWTA. In fulfilling their responsibilities Board members must ensure that they:

- discharge their duties in accordance with any Code of Conduct
- act in good faith and in the best interests of the NSWTA at all times
- act with required care and diligence, making reasonable investigations to ensure the NSWTA is operating efficiently, effectively, appropriately and legally in achieving its objectives and goals
- not use their position, or information gained through their position, for personal benefit or advantage at the expense of the NSWTA

- prepare for meetings in advance
- attend Board meetings and participate in discussion and decisions
- undertake diligent analysis and strategic assessment of all proposals placed before the Board
- make considered contributions to the directions and implementation of the NSWTA's activities
- disclose pecuniary interests and non-pecuniary interests as soon as they arise
- where there is a conflict of interest, remove themselves from particular discussions and decisions
- respect the privacy and confidentiality of information.

## 9. Responsibilities of the Managing Director

Section 6 of the Act provides for the Managing Director to manage and control affairs of the NSWTA in accordance with the policies determined by the Board, but subject to any directions of the Minister.

## 10. Responsibilities of the Minister

Consistent with the Act, the NSWTA is, in the exercise of its functions, subject to the control and direction of the Minister for Customer Services (section 4 clause 4).

## 11. Code of Conduct

The Board is to have a Code of Conduct to be followed by all members.

## 12. Conduct of Board meetings

### *General procedure*

The procedure for the calling of meetings of the Board and for conduct of business at those meetings is to be as determined by the Board.

### *Quorum*

The quorum for a meeting of the Board is a majority of the members for the time being, of whom one must be the Chairperson or Deputy Chairperson of the Board.

### *Presiding member*

1. The Chairperson of the Board or, in the absence of the Chairperson, the Deputy Chairperson is to preside at a meeting of the Board.
2. The person presiding at any meeting of the Board has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

Voting A decision supported by a majority of the votes cast at a meeting of the Board at

which a quorum is present is the decision of the Board.

*Transaction of business outside meetings or by telephone etc*

1. The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the Board for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the Board.
2. The Board may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if a member who speaks on a matter before the meeting can be heard by the other members.
3. For the purposes of the approval of a resolution, the Chairperson and all other members have the same voting rights as they have at an ordinary meeting of the Board.
4. A resolution is to be recorded in the minutes of the meetings of the Board.
5. Papers may be circulated among members by email or other transmission of the information in the papers concerned.

## 13. Secretariat

A secretariat function providing administrative support to Board members and to assist in facilitating Board meetings is to be provided by the NSWTA.

## 14. Managing Conflicts of Interest

A Board member has a duty to declare any private interest that may impinge upon a Board decision. When an issue arises, the Member must as soon as practicable disclose full and accurate details of the interest or issue to the Board. The Board should make a decision as to how to manage the conflict of interest and record reasons for that decision.

## 15. Disclosure of Pecuniary Interests

Section 14 of the Act describes the following requirements for the disclosure of pecuniary interests.

1. If:
  - a. a member has a direct or indirect pecuniary interest in a matter being considered or about to be considered at a meeting of the Advisory Board, and
  - b. the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter, the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Advisory Board.

2. A disclosure by a member at a meeting of the Advisory Board that the member:
  - a. is a member, or is in the employment, of a specified company or other body, or
  - b. is a partner, or is in the employment, of a specified person, or
  - c. has some other specified interest relating to a specified company or other body or to a specified person, is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subsection (1).
3. Particulars of any disclosure made under this clause must be recorded by the Advisory Board in a book kept for the purpose and that book must be open at all reasonable hours to inspection by any person on payment of the fee determined by the Advisory Board.
4. After a member has disclosed the nature of an interest in any matter, the member must not, unless the Minister or the Advisory Board otherwise determines:
  - a. be present during any deliberation of the Advisory Board with respect to the matter, or
  - b. take part in any decision of the Advisory Board with respect to the matter.
5. For the purpose of the making of a determination by the Advisory Board under subclause (4),
  - a. be present during any deliberation of the Advisory Board for the purpose of making the determination, or
  - b. take part in the making by the Advisory Board of the determination.
6. A contravention of this clause does not invalidate any decision of the Advisory Board.

## 16. Committees

The Board may establish Committees as it sees fit. Each Committee is to have a Charter and membership, determined by the Board.

## 17. Board Composition

In accordance with the Act, the Board is to consist of members nominated as follows:

- a Managing Director
- a person nominated by the Minister administering the Police Act 1990
- a person nominated by the Minister administering the State Emergency and Rescue Management Act 1989
- at least 6 (but not more than 8) persons nominated by the Minister who, in the opinion of the Minister, together have the skills, experience and expertise that are appropriate to enable the Advisory Board to exercise its function.

## 18. Review of Charter

This Charter is to be reviewed by the Board annually to ensure that it remains consistent with the objectives and responsibilities of the NSWTA and its Board, and relevant standards for corporate governance. The review will take into consideration the NSWTA 's Corporate Plan and the NSW Government's strategic objectives.