



Australian Government

**Australian Pesticides and
Veterinary Medicines Authority**



APVMA Board Charter

July 2022

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Document control

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Version	Date	Description	Reviewed by

Table 2: APVMA Board Charter status and details

Status	
Effective date	30 July 2022
Review date	30 July 2024
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Approval date	30 July 2022
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Introduction

The Australian Pesticides and Veterinary Medicines Authority (APVMA) is the independent statutory authority responsible for the assessment, registration and regulation of agricultural and veterinary (agvet) chemicals in Australia. Agvet chemical products must be evaluated and registered, or authorised under permit, by the APVMA before they can be legally sold, supplied or used in Australia.

The APVMA operates under an intergovernmental agreement between the Australian Government and all states and territories. Under this agreement and relevant legislation, the APVMA is responsible for regulating agvet chemicals up to and including the point of sale. The states and territories are responsible for regulating agvet chemicals after they are sold, a process that is known as 'control of use'.

The APVMA is established by the *Agricultural and Veterinary Chemicals (Administration) Act 1992* (Administration Act) and is within the portfolio of the Minister for Agriculture, Fisheries and Forestry (the Minister). The APVMA is a corporate Commonwealth entity (CCE) under the *Public Governance, Performance and Accountability Act 2013* (Cth) (PGPA Act) and staff of the APVMA and the Chief Executive Officer (CEO) together constitute a statutory agency under the *Public Service Act 1999* (PS Act).

Purpose of this Charter

The APVMA Board Charter (the Charter) sets out the functions, duties and responsibilities of the governing Board (the Board) of the APVMA in order to facilitate Board and management accountability for the APVMA's performance and strategic direction. The Board Charter will be reviewed by the APVMA every 2 years or as required to ensure it remains consistent with governance and legislative frameworks. Any changes must be approved by the Board.

Scope of the Board

The Board is the Accountable Authority of the APVMA under the PGPA Act. The Board is established under section 14 of the Administration Act, to govern the APVMA and conduct financial, risk and audit oversight amongst other functions and duties as detailed in this Charter.

The Board is responsible for ensuring the good governance of the APVMA by:

- ensuring the proper, efficient and effective performance of the APVMA's functions
- determining the objectives, strategies and policies to be followed by the APVMA
- doing anything incidental to or conducive to the performance of these functions.

The Board has the power to do all things necessary or convenient to be done for, or in connection with, the performance of its functions, excepting for the limitations outlined in the [Limitations on functions and powers of the Board](#) section of this Charter.

Statutory framework

The APVMA and its Board are governed by, inter alia, the following legislation and regulations:

Enabling legislation

Agricultural and Veterinary Chemicals (Administration) Act 1992 (Administration Act)

Agricultural and Veterinary Chemicals Act 1994

Agricultural and Veterinary Chemicals Code Act 1994 (Agvet Code Act)

Agricultural and Veterinary Chemicals Code Regulations 1995 (Agvet Code Regulations)

Agricultural and Veterinary Chemical Products (Collection of Levy) Act 1994 (Collection of Levy Act)

Public Governance, Performance and Accountability Act 2013 (PGPA Act)

Remuneration Tribunal Act 1973

Public Service Act 1999 (PS Act)

Limitations on functions and powers of the Board

In line with sections 16 and 32(1) of the Administration Act, the Board is not involved in the day-to-day administration or operations of the APVMA.

The functions and powers of the Board do not extend to making decisions or being involved in the decision-making processes with regard to operations and regulatory decisions of the APVMA, for which the CEO has accountability. The Administration Act provides that the functions of the Board do not include making decisions under any of the following laws:

- a) Part 7A, 7AA, 7AB or 8 of the Administration Act, where:
 - i. 7A – Importation, manufacture and exportation of chemicals
 - ii. 7AA – Investigative powers
 - iii. 7AB – Enforcement
 - iv. 8 – Miscellaneous
- b) The Code set out in the Schedule to the Agvet Code Act
- c) Agvet Code Regulations
- d) The *Agricultural and Veterinary Chemicals Act 1994*
- e) Collection of Levy Act

With the exception of the CEO, Board members (including the Chair) shall not become involved in the day-to-day administration or regulatory operations of the APVMA, including any current approval, registration, compliance or enforcement activity. Apart from the CEO appointment process, the Board is not permitted to be directly involved in APVMA-related recruitment or personnel management.

Membership and constitution of the Board

The Administration Act requires that the Board consists of the following members:

- The Chair
- The CEO (ex officio)
- Three other members

The CEO of the APVMA is an ex officio Board member to support informed and collective decision-making, and to ensure that Board policies are efficiently implemented by APVMA staff. Information about the appointment, termination, and oversight of the CEO is set out in the [Appointment, termination and oversight of the CEO](#) section of this Charter.

Appointment and removal of Board members

The Minister is responsible for the appointment and the removal of appointed Board members. Board members are appointed by the Minister on a part-time basis for up to 4 years. Board members may be reappointed by the Minister for one further term of up to 4 years.

A person is eligible for appointment as a Board member only if the Minister is satisfied they have the appropriate qualifications, skills or experience in one or more of the following fields:

- Financial management
- Law
- Risk management

- Public sector governance
- Science (including agricultural science and veterinary science)
- Public health or occupational health and safety

The Minister must ensure, to the extent practicable, that the Board members are an appropriate mix of persons from the above fields of expertise so there is sufficient diversity in the skills, qualifications and experience on the Board.

A Board member can resign at any time by writing to the Minister, and the resignation will be effective on the date of receipt by the Minister or on a later date if specified in the resignation. In the event of a vacancy in the office of Chair, or during a period of absence or incapacity of the Chair, the Minister may appoint an appointed Board member to act as the Chair.

In the event of a vacancy, or during a period of absence or incapacity of a Board member (except the Chair), the Minister may appoint a person to act as an appointed Board member.

The Minister may terminate the appointment of a Board member under any circumstances stipulated by section 25 of the Administration Act. A Board member's appointment, including the CEO, may also be terminated under section 30 of the PGPA Act.

Remuneration of Board members

The remuneration of appointed Board members is determined by the Remuneration Tribunal of the Commonwealth and set out in the Remuneration Tribunal (Remuneration and Allowances for Holders of Part-time Public Office) Determination 2021. The Tribunal is an independent statutory body responsible for handling the remuneration of key Commonwealth offices and it is governed by the *Remuneration Tribunal Act 1973* (Cth). An appointed Board member will be paid the allowances prescribed in regulations.

Board term of appointment and review

Each appointed Board member holds office for the period specified in their instrument of appointment, and for a period not exceeding 4 years for each appointment.

The Minister must initiate a review of the functions and operations of the Board that results in a written report that is tabled in each House of Parliament. The review must be completed before 4 March 2026. Multiple reviews may be conducted.

Responsibilities of the Board

General duties of the Board

As Accountable Authority of the APVMA, the Board must comply with the following duties:

- Govern the APVMA in a way that promotes the proper use and management of public resources, promotes the achievement of the APVMA's purposes and promotes financial sustainability.
- Establish and maintain systems relating to risk and control, for instance, by developing a risk management framework and risk appetite statement.
- Encourage cooperation with others to achieve common objectives, where practicable.
- Consider the risks and effects of imposing requirements on others in relation to the use or management of public resources.
- Keep the responsible Minister and Minister for Finance informed.

All Board members, as officials of the APVMA under the PGPA Act, must comply with their legal, statutory and fiduciary duties and obligations when discharging their responsibilities as a Board member, including but not limited to:

- duty of care and diligence
- duty to act honestly, in good faith and for proper purpose
- duty in relation to use of position
- duty in relation to use of information
- duty to disclose interests.

Responsibilities of the Chair

The Chair will play a leadership role for the Board, provide strategic oversight and direction and ensure that strong governance practices are in place for efficient Board outcomes. In fulfilling the necessary statutory functions and duties, the Chair of the Board will:

- facilitate Board meetings and, with the Board, set strategic priorities for the APVMA
- encourage the identification of issues that need to be discussed by the Board and ensure time is available either during or in association with Board meetings for these discussions to occur
- provide strong leadership to Board members, maintain high ethical standards and assist with conflict resolution
- foster a professional working environment and communications between the Board, its committees and APVMA management to support effective decision-making
- chair meetings and ensure meetings are managed efficiently and effectively and that all items on the agenda are appropriately discussed

- actively encourage members to maintain and improve their director skills and act as mentor and advisor, and facilitate professional development of skills of individual members
- ensure stakeholder interests are considered by Board members
- be the spokesperson for the Board and the APVMA in accordance with agreed procedures
- monitor, assess and provide feedback on the performance of the Board to external stakeholders including ministers and parliament.

Responsibilities of Board members (including the Chair)

The Board has a duty to keep the Minister informed of APVMA activities, and to provide any reports, documents or information about those activities as that Minister, or the Finance Minister, requires.

The Board must notify the Minister when the APVMA makes a significant decision, if the APVMA becomes aware of a significant issue that could affect its activity, and when the APVMA becomes aware of a significant issue that has affected it.

Specifically, in fulfilling the Board's functions and exercising its powers, Board members will:

- prepare for, attend and participate in Board meetings and, where relevant, Board committee meetings
- comply with all statutory obligations as set out in the Administration Act and the PGPA Act
- comply with all obligations under applicable policies of the APVMA
- act in the best interests of the APVMA and pursue priorities agreed by the Board
- acquire and develop knowledge of the APVMA, its business and regulatory environment, including understanding and working within the legal and administrative framework of the APVMA
- demonstrate professional expertise, competence and integrity consistent with a government authority
- communicate openly within the Board, and with the management of the APVMA.

The Minister may give written directions to the Board, in accordance with section 27G of the Administration Act, about the performance of its functions or the exercise of its powers. The Board must comply with any direction from the Minister if the direction does not relate to the Board's performance of functions or exercise of powers under the PGPA Act in relation to the APVMA.

At all times, Board members must exercise their powers, perform their functions and discharge their duties with reasonable care and diligence, in good faith, honestly, and for a proper purpose. The Board also has other responsibilities, including those described in the other sections of this Charter.

Responsibilities of the CEO

The CEO will:

- be responsible for the day-to-day administration, management and decision-making of the APVMA and have day-to-day control of the APVMA

- provide leadership to APVMA staff and recruit and retain high-performing staff
- keep the Board informed of key issues affecting the APVMA, including operational and strategic management matters
- deliver the measures set out in the APVMA Corporate Plan and act in accordance with any policy determinations and directions given by the Board in writing
- provide a link, and foster a spirit of cooperation, between the Board and staff.

Appointment, termination and oversight of the CEO

The Board is responsible for the appointment, termination and oversight of the CEO.

Appointment of the CEO and Acting CEO

After consultation with the Minister, the Board is responsible for the appointment of a full-time CEO of the APVMA, for a period of up to 5 years. The Board may not appoint an appointed Board member (including the Chair) as the CEO. The CEO may be re-appointed.

The Board may also appoint a person to act as the CEO during a vacancy of the CEO position. The Board may also appoint a person to act as the CEO during periods when the CEO is absent from duty, is travelling outside of Australia, or is for any other reason unable to perform the duties of CEO. The Board must consult with the Minister before appointing a person to act as the CEO.

Termination of the CEO

After consulting the Minister, the Board may terminate the employment of the CEO for reasons outlined in section 41A of the Administration Act, or applicable conditions under section 30 of the PGPA Act. The CEO may resign at any time in writing to the Board.

Oversight of the CEO

The Board is responsible for overseeing the role of CEO, which may include:

- setting the objectives, policies and strategies to be implemented by the CEO, and followed by the APVMA
- reviewing the performance of the CEO
- issuing written directions, if required, to the CEO about the performance of the CEO's duties, in accordance with sections 32(5), (7) and (8) of the Administration Act
- granting the CEO a leave of absence, other than recreation leave, on such terms and conditions as to remuneration or otherwise as the Board determines in writing.

Establishment of the Board committees

The Board may establish committees to assist it in the performance of its functions, the exercise of its powers and to fulfil its remit. These committees may be established or terminated at the discretion of the Board.

Committee membership may comprise any persons the Board determines and may include Board members. Each committee will be authorised through a charter or terms of reference approved by the Board setting out membership composition, functions, scope, duties and responsibilities, terms and conditions of appointment of the members, and the procedures to be followed by the committee. Each committee will have a committee chair and a committee secretariat.

Board committees are not decision-making bodies, but rather fulfil the role of providing information and advice to the Board such that the Board can make appropriate decisions.

Each Board committee:

- must act in accordance with its charter or terms of reference and all applicable laws, including the Administration Act and the PGPA Act
- formally reports performance and progress regularly to the Board
- provides advice and makes recommendations to the Board
- makes minutes from committee meetings available to the Board.

The Board is responsible for the oversight and performance of Board committees.

Actions and decisions made by the Board in relation to Board committees are recorded in the minutes of Board meetings.

Audit Committee

As the Accountable Authority of the APVMA, the Board must ensure an Audit Committee is maintained and managed as required by section 45 of the PGPA Act and in accordance with rule 17 of the Public Governance, Performance and Accountability Rule 2014 (PGPA Rule).

The role of the Audit Committee is to advise the Board on audit-related processes in respect of the APVMA's financial reporting, performance reporting, risk oversight and management, internal control and compliance with relevant laws and policies.

Under the PGPA Rule, the Audit Committee will comprise appropriately qualified, skilled or experienced persons agreed by the Board, but not include the Chair of the Board or the CEO. The Audit Committee members must not be employees of the APVMA, unless they are engaged primarily for the purposes of being a member of the Audit Committee. Non-executive Board members are not considered employees of the APVMA.

The Board must, by written charter, determine the Audit Committee's functions and operations. The Audit Committee will undertake to:

- review and approve the APVMA's risk management framework, including corporate and internal strategies and policies relating to financial risk and resources
- oversee the audit, risk oversight, compliance and business continuity systems supporting the risk management framework and monitor their effectiveness and implementation
- monitor and supervise compliance with the APVMA's statutory mandate and any written directions issued by the Minister to the Board under the provisions of the Administration Act
- maintain corporate practices to ensure the APVMA's compliance with regulatory requirements and governance standards
- review the appropriateness of APVMA's financial and performance reporting.

Strategic documents or deliverables

The Board is responsible for the final approval and endorsement of the following strategic documents or deliverables:

- Provide a Corporate Plan to the Minister each year, as required by section 51 of the Administration Act and section 35 of the PGPA Act.
- Prepare an Annual Report and provide it to the Minister, as required under section 61 of the Administration Act and section 46 of the PGPA Act.
- Other documents and deliverables required by the PGPA Act.
- Establish, maintain and adhere to a Board code of conduct.
- Establish and maintain a strategic risk plan for the APVMA and ensure adequate financial, risk management and other internal control systems are effective.
- Other strategic documents deemed necessary by the Board to ensure the conformance and performance of the APVMA.

Board performance

The Board is responsible for monitoring its progress and performance to ensure measures and targets are achieved. At a minimum this will include annual informal reviews and a formal external review occurring in the Board's second year of operation which will be reported to the parliament in accordance with legislative requirements.

Board meeting governance

Meeting procedures

Frequency and timing

The Board must hold such meetings as are necessary for the efficient performance of its functions. The Chair (or the acting Chair) must convene at least 4 meetings per calendar year, and in practice ensure that at least one Board meeting is held each quarter. The Chair must preside at all meetings at which the Chair is present. If the Chair is not present at a Board meeting, the other Board members present must appoint one of themselves to preside.

A calendar of dates for Board meetings will be set in advance at the end of each calendar year and agreed in consultation with Board members. Sufficient notice of a Board meeting will be provided by the Chair, or the Board secretariat as appropriate, to Board members.

Attendance

It is expected all Board members will attend all Board meetings, although it is recognised that calendar conflicts may occur from time to time and be unavoidable. Board members may not be absent from more than 3 consecutive meetings.

Board members may also be appointed to Board committees, which will involve additional meetings to the scheduled meetings of the Board.

The Board may permit its members to participate in a meeting by telephone, or via any other means of communication, and those members will be taken to be present at that meeting.

If a Board member cannot attend a Board or committee meeting, they should seek a leave of absence from the Chair, giving as much notice as possible. Other Board members, including committee chairs where relevant, must be advised of absences in a timely manner.

Quorum

Board members (including the person presiding at the Board meeting) constitute a quorum when a Board meeting comprises a minimum of 3 present and voting Board members.

If there is no longer a quorum because a Board member is required by section 29 of the PGPA Act not to be present during deliberations or to take part in any decision of the Board with respect to a particular matter, the remaining Board members at the meeting constitute a quorum with respect to that matter.

Out-of-session meetings

A Board member can request the Chair convene a meeting and the meeting should be called within 30 days of a written request from a Board member.

Decision making

Decision making and voting arrangements

A decision required at a meeting will be determined by a majority of the votes of the Board members present and voting.

The person presiding at a meeting has a deliberative vote (or regular vote as a member of the Board) and, if the votes are equal, a casting vote (a second vote that when exercised will result in a majority decision).

Decisions without meetings

The Board can decide on a matter without holding a Board meeting if:

- the Board has determined it may make a decision in relation to that matter without meeting, and determined the method by which Board members are to indicate agreement with the proposed decision
- a majority of the Board members entitled to vote on the proposed decision indicate their agreement with the decision in accordance with the method determined by the Board
- all Board members were informed of the proposed decision, or reasonable efforts were made to inform all the Board members of the proposed decision.

The required method for Board members to indicate agreement will be set out with the proposed decision. Examples of methods include by email or scanned signature.

A Board member is not entitled to vote on a proposed decision if that Board member would not have been entitled to vote on the proposal if it were being considered at a Board meeting (for example, due to a conflict of interest).

The Board must keep a record of all decisions made without a meeting. The Board must provide the Secretary of the Department with details of each decision made within 20 business days of the decision being made.

Board secretariat

The APVMA will provide a Board secretariat to support the efficient performance of the Board.

The Board secretariat is responsible for ensuring that meeting papers, minutes and record-keeping arrangements for Board meetings and Board committee meetings are managed and circulated in a diligent and punctual manner according to the requirements set out in this Charter and in the relevant legislation.

Meeting arrangements

Meeting agenda

A call for agenda items will be sent out from the Board Secretariat to the Board Members one month prior to the meeting. Agendas will be developed before each meeting by the Board secretariat in consultation with the Chair of the Board and circulated to Board members 7 days prior to the meeting.

Board papers

Board papers will be circulated by the Board secretariat approximately 7 days before each Board meeting.

Minutes

Draft minutes are to be recorded by the Board secretariat, and the Chair will aim to review these within one week of each Board meeting, prior to their circulation to other Board members.

Minutes are signed by the Chair at the following Board meeting, after review and acceptance by the Board that the minutes are an accurate record of the preceding meeting.

The Board must keep signed minutes of its meetings. The Board secretariat is responsible for ensuring the signing and safekeeping of the Board minutes and Board papers on behalf of the Chair. Signing of agreed minutes includes by email or by scanned signature.

The Board must provide the Secretary of the Department a copy of the minutes, and Board papers, from each meeting within 20 business days of the meeting.

Actions arising

A report on the decisions and actions arising from each Board meeting will be provided to the next Board meeting and circulated by the CEO to relevant APVMA staff for follow-up action prior to the next meeting.

Confidentiality of Board proceedings and documents

All Board papers, reports (draft and final), research documents, verbal advice and discussions at the Board meetings, or provided to the Board meetings, are confidential unless otherwise stated or agreed by the Board.

Board members acknowledge their responsibility to maintain confidentiality on all confidential information. Board members must notify the Chair if they believe confidential information has been accessed by anyone other than the Board member.

Summaries of current information about Board-related activities should otherwise be made public where it has been agreed by the Board that such information adds appropriately to public or stakeholder knowledge.

Sharing of Board documents

The Board is accountable for furnishing requested documents to the Secretary of the Department within 20 business days of the request being made. The Secretariat will be responsible for furnishing the requested documents on approval of the Chair.

Other documents provided in Board papers may be circulated and shared with relevant parties at the discretion of the Chair, or at the request of the Minister, subject to legislative requirements.

Requests for information

Requests for information from staff of the APVMA will be made through the CEO and managed by the Board Secretariat.

Board expectations

Conduct of Board members

Code of conduct

At all times, Board members must exercise their powers, perform their functions and discharge their duties with reasonable care and diligence, in good faith, honestly and for a proper purpose. The Chair leads and oversees the Board in the effective discharge of its role.

Board members are statutory office holders for the purposes of the Public Service Regulations 1999 (the PS Regulations). The PS Act and PS Regulations provide that the Australian Public Service (APS) Code of Conduct applies to statutory office holders, only to the extent that they are assisted by, or have dealings with APS employees, in a supervisory capacity, or in another capacity related to the officeholder's day-to-day working relationship with APS employees. The Code of Conduct requires the upholding of the APS Values, among other things. The APS Values set out the standard of behaviour expected of agency heads, APS employees and statutory office holders.

Conflicts of interest

Board members must not engage in any paid work that, in the Minister's opinion, conflicts, or could conflict, with the proper performance of the member's duties. In addition, the CEO must give written notice to the Board of all direct or indirect financial interests that the CEO has or acquires in any business, or in any body corporate carrying on any business.

Board members must comply with the APVMA *Conflict of Interest Policy*. Board members are required to disclose all interests, pecuniary or otherwise, they have acquired that may conflict with the proper performance of their functions as a Board member. Board members are expected to take reasonable steps to avoid any such conflict of interest, real or apparent.

At each Board meeting, the Chair must seek and record any declarations of material personal interest from all Board members that are in attendance.

In accordance with the PGPA Act and the PGPA Rule, a Board member who has a material personal interest that relates to the affairs of the APVMA must disclose that interest (including the nature and extent of the interest and how the interest relates to the APVMA's affairs) to the other Board members orally or in writing at a Board meeting as soon as practicable after becoming aware of the interest, or, if the official has already disclosed the interest, as soon as practicable after becoming aware of a change in the nature or extent of the interest. The Board member must also ensure that the disclosure is recorded in the minutes.

Generally, if a Board member declares a material personal interest in a matter for consideration at a Board meeting, the member must not be present while the matter is being considered at the meeting or vote on that matter. The PGPA Rule provides for other Board members who do not have a material personal interest in the matter to decide if the declared material personal interest should or should not disqualify the Board member from voting or being present and allow the interested Board member to be present and/or vote,

notwithstanding the declared material personal interest. Any decision to allow the Board member to be present or vote on that decision must be recorded in the minutes.

The Board Secretary maintains a register of the declarations of interests provided by Board members. The register is updated and circulated to Board members at each meeting.

Gifts and benefits

Board members must comply with the APVMA *Gifts and Benefits Policy*. This policy outlines responsibilities in relation to receiving and giving gifts or benefits in the course of, or in connection with, official duties.

Board culture

The Board is responsible for ensuring a strong corporate culture within the APVMA. The Board will facilitate a constructive and respectful relationship between Board members and APVMA management that encourages frank and collegial discussions to achieve the Board's objectives. The Board will foster a culture of information-sharing and information-publishing appropriate for an Australian Government agency.

Non-compliance

Non-compliance with the provisions of this Charter shall constitute grounds for initiating disciplinary proceedings against the individual concerned, without prejudice to any other rights the APVMA may have at law to recover any damages suffered as a result of such non-compliance.

Disciplinary action may be initiated through the Executive Staff of the APVMA, Executive Members of committees, Board Members, the Board itself or the Minister. Disciplinary recourse is left to the discretion of the Minister and, if the non-compliance gives rise to one of the reasons for termination in section 25 of the Administration Act, that non-compliance may result in the termination of appointment of a Board member.

If any of the Board members do not understand sections, descriptions or concepts contained within this Charter, it is the responsibility of the Board member to obtain clarity.