



Australian Government

**Australian Pesticides and
Veterinary Medicines Authority**



Board Charter

December 2023

© Australian Pesticides and Veterinary Medicines Authority 2023

Ownership of intellectual property rights in this publication

Unless otherwise noted, copyright (and any other intellectual property rights, if any) in this publication is owned by the Australian Pesticides and Veterinary Medicines Authority (APVMA).

Creative Commons licence

With the exception of the Coat of Arms and other elements specifically identified, this publication is licensed under a Creative Commons Attribution 4.0 Licence. This is a standard form agreement that allows you to copy, distribute, transmit and adapt this publication provided that you attribute the work.



A [summary of the licence terms](#) and [full licence terms](#) are available from Creative Commons.

The APVMA's preference is that you attribute this publication (and any approved material sourced from it) using the following wording:

Source: Licensed from the Australian Pesticides and Veterinary Medicines Authority (APVMA) under a Creative Commons Attribution 4.0 Australia Licence. The APVMA does not necessarily endorse the content of this publication.

In referencing this document the Australian Pesticides and Veterinary Medicines Authority should be cited as the author, publisher and copyright owner.

Cover image: iStockphoto (istockphoto.com)

iStockphoto images are not covered by this Creative Commons licence.

Use of the Coat of Arms

The terms under which the Coat of Arms can be used are set out on the [Department of the Prime Minister and Cabinet website](#).

Disclaimer

The material in or linking from this report may contain the views or recommendations of third parties. Third party material does not necessarily reflect the views of the APVMA, or indicate a commitment to a particular course of action. There may be links in this document that will transfer you to external websites. The APVMA does not have responsibility for these websites, nor does linking to or from this document constitute any form of endorsement. The APVMA is not responsible for any errors, omissions or matters of interpretation in any third-party information contained within this document.

Comments and enquiries regarding copyright:

Assistant Director, Communications
Australian Pesticides and Veterinary Medicines Authority
GPO Box 3262
Sydney NSW 2001 Australia

Telephone: +61 2 6770 2300

Email: communications@apvma.gov.au

This publication is available from the [APVMA website](#).

Contents

Document control	1
Introduction	2
Purpose of this Charter	2
Authority and scope of this Charter	2
Statutory framework	3
<hr/>	
Role of the Australian Government	4
Role of the Board	6
Functions	6
Limitations on functions and powers of the Board	7
Matters Reserved for the Board	8
General duties of the Board	8
Role of the Chair	8
Role of Board members	9
<hr/>	
Board member appointments and remuneration	11
Composition	11
Appointment and Removal of Board members	11
Remuneration of Board members	12
<hr/>	
Role of the Chief Executive Officer	13
Expectations for Leadership, Decision-Making and Culture	13
Appointment of a Chief Executive Officer	14
Termination of the Chief Executive Officer	14
Oversight of the Chief Executive Officer	14
Acting Chief Executive Officer	15
<hr/>	
Role of the Board Secretary	16
Board committees	17
Strategy and Corporate Plans	18
Organisational policies	19
Board and Board committee meetings	20
Meeting Planning	20
Meeting Procedures	21

Minutes and Action Items	22
Decisions Without a Meeting	23
Confidentiality of Board proceedings and documents	24
Information Circulated Between Meetings	24
<hr/>	
Board conduct and performance	26
Conduct of Board members	26
Board culture	29
Board performance	29
<hr/>	
Non-executive Board member support	30
Induction	30
Equipment	30
Professional development	30
Travel and accommodation	30
Official hospitality expenses	31
Reimbursement of expenses	31
Indemnities and Insurance	31
Independent legal, accounting and technical advice	32
<hr/>	
Board Charter review	33
Appendix A: Ministerial Directions and Australian Government Policy Orders	34
Appendix B: Organisational policy matters reserved for the Board	35
Appendix C: Approvals for Items Relating to Non-Executive Board members	36

Document control

Table 1: Board Charter document control

Version	Date	Description	Reviewed by
1	30 July 2022	Original content	
2	6 December 2023	Revisions following document review	Board Secretary

Table 2: APVMA Board Charter status and details

Status	Current
Effective date	6 December 2023
Review date	10 December 2024
Approval authority	Board (Decision 109/2023)
Approval date	6 December 2023
Expiry date	Not applicable
Unit head	Executive General Counsel
Author	Board Secretary
Enquiries contact	Board Secretary

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**) and management of the APVMA, and of the Australian Government in respect of the APVMA, based on principles of good corporate governance. It also provides the basis for the operating arrangements and practices of the Board. Any amendments to the Board Charter must be approved by the Board.

The Board Charter provides members of the APVMA Board (**Board members**), management and staff with direction and guidance on governance arrangements and practices relevant to the respective roles and responsibilities of the Board and management of the APVMA. The Board Charter should also be read in conjunction with the Accountable Authority Instructions issued by the Board. Board members, management and staff may seek advice from the Board Secretary on the application of the Board Charter.

Authority and scope of this Charter

The Board Charter is established by the Board under the Administration Act, which vests in the Board the functions of determining the objectives, strategies and policies to be followed by the APVMA, and ensuring that the APVMA performs its functions in a proper, efficient and effective manner.

Subject to the Administration Act, the PGPA Act and any other applicable legislation, all Board members and officials of the APVMA are bound by the provisions of the Board Charter. The Board Charter should also be applied in a manner consistent with the Commonwealth Resource Management Framework, including:

- Duties of Accountable Authorities (*Resource Management Guide 200*),
- General Duties of Officials (*Resource Management Guide 203*), and

- Guide for corporate Commonwealth entities on the role of audit committees (*Resource Management Guide 202*).

The Board has also adopted the following as its principal benchmarks for good corporate governance, to the extent their application is useful and relevant to the governance of the APVMA:

- Commonwealth Government Business Enterprises – Governance and Oversight Guidelines (*Resource Management Guide 126*),
- ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th Edition), and
- ISO 37000:2021 - Governance of organizations — Guidance.

Statutory framework

The APVMA and its Board are governed by, amongst other things, the following legislation and regulations:

Enabling legislation

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

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

Public Governance, Performance and Accountability Rule 2014 (PGPA Rule)

Public Service Act 1999 (PS Act)

Remuneration Tribunal Act 1973

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)

Role of the Australian Government

The APVMA is accountable to the Australian Government, who is represented by the Minister. It is the role of the Minister to exercise strategic control over APVMA, consistent with its accountability to the Parliament and to the Australian public through:

- a) The appointment of the Chair and Board members (other than the Chief Executive Officer), including acting appointments, and to determine terms and conditions of appointment not covered by the Administration Act.
- b) The termination of the appointment of the Chair or a Board member appointed by the Minister.
- c) Formulating and communicating Australian Government objectives and policy to the APVMA through:
 - i) written directions to the APVMA relating to the performance of its functions or the exercise of its powers (see Appendix A for any current directions);
 - ii) written directions to the Board relating to the performance of its functions or the exercise of its powers (see Appendix A for any current directions);
 - iii) issuing a Ministerial Statement of Expectations, as recommended by *Regulator Performance Resource Management Guide 128* (issued by the Department of Finance); and
 - iv) approval of the Corporate Plan for the APVMA (as required by section 35 of the PGPA Act), including approval of a variation to the Corporate Plan, and through a direction to the Board to vary the Corporate Plan.
- d) In addition, the Minister:
 - i) may request that the APVMA provide reports or advice to the Minister on any matter relating to chemical products or otherwise arising in the course of the APVMA performing its functions;
 - ii) may set written guidelines for the APVMA regarding the payment of expenses (other than travel expenses) reasonably incurred by a body or person in connection with consultations by the APVMA;
 - iii) may enter into an agreement or arrangement with a Minister of an Australian State (including the Northern Territory), for the APVMA to perform functions or exercise of power as an agent of that State;
 - iv) may approve a leave of absence for the Chair;
 - v) must cause a review to be conducted of the functions and operation of the Board to be completed by 4 March 2026, and may do so again at any subsequent time;
 - vi) may express the views of the Australian Government, when consulted by the Board on the appointment (including acting appointment) or termination of appointment of the Chief Executive Officer; and

vii) may request of the Board any reports, documents and information in relation to the activities of the APVMA as the Minister requires.

e) Monitoring the activities of the APVMA through the receipt of reports, notices and other information from the APVMA, including as required by section 19 of the PGPA Act.

In addition, the Finance Minister of the Australian Government:

a) may give directions about the amounts in which, and the times at which, money payable to the APVMA, under an appropriation from the Australian Parliament, is to be paid;

b) may request of the Board any reports, documents and information in relation to the activities of the APVMA as the Finance Minister requires;

c) may issue a government policy order to the APVMA, specifying that a policy of the Australian Government is to apply to APVMA activities (see Appendix A for current government policy orders); and

d) has an interest in governance of the APVMA, through their administration of the PGPA Act.

Role of the Board

Functions

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. The Board is responsible for ensuring the good governance of the APVMA by determining the objectives, strategies and policies to be followed by the APVMA, and ensuring that the APVMA performs its functions in a proper, efficient and effective manner. 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.

As the Accountable Authority, the primary functions of the Board are:

- a) strategic oversight of the APVMA, including:
 - i) responding to the Ministerial Statement of Expectations with a Regulator Statement of Intent, outlining how the APVMA proposes to meet the Australian Government's expectations (including key performance indicators crucial to the success of the APVMA of both a financial and non-financial nature);
 - ii) setting the mission, objectives, and long-term strategies for the APVMA;
 - iii) approving the Corporate Plan for the APVMA;
 - iv) monitoring and review of the success of the APVMA Strategy and Corporate Plan; and
 - v) setting the values and standards of conduct for the APVMA which will underpin the desired organisational culture and implement the Australian Public Service Values, Employment Principles and Code of Conduct.
- b) ensuring effective overall governance and management of the APVMA, including:
 - i) appointing the Chief Executive Officer, and monitoring their performance;
 - ii) ensuring that the strategic objectives set by the Board are delivered by effective management systems;
 - iii) ensuring the proper, efficient and effective performance of the functions of the APVMA;
 - iv) overseeing and monitoring the effectiveness of the governance of the APVMA;
 - v) establishing organisational policies, principally through the issuing of Accountable Authority Instructions;

- vi) influencing and monitoring the culture, reputation, ethical standards and legal compliance of the APVMA, including by instilling and continually reinforcing a culture across the APVMA that is consistent with the Australian Public Service Values and Code of Conduct;
 - vii) engaging with the Australian Government on the objectives, strategies, and strategic risks of the APVMA; and
 - viii) ensuring that an appropriate framework exists for relevant information to be reported by executive management to the Board.
- c) ensuring responsible management of public resources and risk by the APVMA, including:
- i) approving the Portfolio Budget Statements, annual operating and capital expenditure budgets and monitoring performance against those budgets;
 - ii) approving the annual report, including the annual financial statements and annual performance statement;
 - iii) ensuring that the APVMA's people management policies and practices are aligned with its purpose, values, strategic objectives and risk appetite;
 - iv) establishing and maintaining an appropriate system of risk oversight and management (for both financial and non-financial risks) for the APVMA; and
 - v) establishing and maintaining an appropriate system of internal control for the APVMA.

The Board may undertake any other function conferred on it by the Administration Act, PGPA Act or any other law.

Limitations on functions and powers of the Board

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:

- a) Part 7A, 7AA, 7AB or 8 of the Administration Act;
- b) the Code set out in the Schedule to the Agricultural and Veterinary Chemicals Code Act 1994;
- c) regulations made under the Agricultural and Veterinary Chemicals Code Act 1994;
- d) the Agricultural and Veterinary Chemicals Act 1994;
- e) the Agricultural and Veterinary Chemical Products (Collection of Levy) Act 1994.

The Chief Executive Officer, as the Agency Head for the purposes of the *Public Service Act 1999*, has all the rights, duties and powers of an employer in respect of Australian Public Services (APS) employees in the APVMA. Therefore, the Board's powers are limited to its function relating to the appointment of a Chief

Executive Officer and managing their employment (subject to determinations of the Remuneration Tribunal). The Chief Executive Officer remains accountable to the Board for their employer decisions as the Agency Head, and the Board will monitor them to ensure they are being conducted in a proper, efficient and effective manner.

Matters Reserved for the Board

The powers and functions of the Board conferred on it by the Administration Act, the PGPA Act or any other legislation, are reserved as matters for decision or consideration by the Board. However, the Board may authorise an appropriate person or committee to exercise any of its powers or functions on its behalf.

The matters currently reserved for decision or consideration by the Board are detailed in the Accountable Authority Instructions.

General duties of the Board

As Accountable Authority of the APVMA, the Board must comply with the following duties prescribed by the PGPA Act:

- 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.

In respect of the duty to keep the responsible Minister and Finance Minister informed, the Chair and Chief Executive Officer will have day-to-day responsibility for notification of significant decisions and issues (noting that the Board remains accountable).

As a governing body, the Board is independent from the management of the APVMA. Structures and procedures are in place to ensure that occurs. The roles and responsibilities of the Chair and Chief Executive Officer are separate as set out in the Administration Act. These roles and responsibilities are detailed in this Charter.

Role of the Chair

The Chair's principal responsibilities are to provide leadership to the Board and to ensure the Board fulfils its role specified in this Charter. The Chair has specific responsibilities to:

- convene and preside over Board meetings and ensuring they are conducted efficiently and effectively;

- maintain a regular dialogue with the Chief Executive Officer, serving as a primary link between the Board and management and providing continuity between Board meetings;
- encourage the identification of risks and 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, maintaining high ethical standards and assisting with conflict resolution;
- foster a professional working environment and communications between the Board, its committees and management;
- work with the Chief Executive Officer in relation to the Board's requirements for information to contribute effectively to the Board decision-making process and to monitor the effective implementation of Board decisions;
- be the principal point of contact between the APVMA and the Minister and Finance Minister;
- ensure stakeholder interests are considered by Board members;
- 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;
- be the spokesperson for the Board, and when required, the APVMA (in accordance with agreed procedures); and
- monitor, assess and provide feedback on the performance of the Board to Ministers and Parliament.

Role of Board members

All Board members (including the Chair), 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; and
- duty to disclose interests.

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

- comply with the Code of Conduct in this charter;
- prepare for, attend and participate in Board meetings and, where relevant, Board committee meetings;
- act in the best interests of the APVMA and promote the collective decisions of the Board;
- comply with all statutory obligations as set out in the Administration Act, PGPA Act and any other legislation;

- comply with all obligations under applicable policies of the APVMA;
- acquire and develop knowledge of the APVMA, its regulatory and business environment, including the legal and governance framework of the APVMA;
- demonstrate professional expertise, competence and integrity relevant to service on the board of a public sector board; and
- communicate openly and frankly within the Board, and with the management of the APVMA.

Board member appointments and remuneration

Composition

The Administration Act prescribes the membership of the Board as consisting of:

- the Chair
- the Chief Executive Officer
- three other Board members

Appointment and Removal of Board members

The Minister is responsible for the appointment and, should it be necessary, the removal of appointed Board members (other than the Chief Executive Officer). 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 that they have 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.

The Board, through the Chair, may provide advice to the Minister (through the Department of Agriculture, Fisheries and Forestry (**the Department**)) concerning desirable skills, experience and attributes to be considered in appointing Board members. The Board will discuss its composition and up-coming (re)appointments at least annually. In doing so, the Board will:

- consider desirable objectives in relation to Board composition, taking into account the strategic objectives and risks of the APVMA;
- maintain a succession plan for non-executive Board member positions; and
- maintain a Board composition matrix, which maps current and desired skills, experience and attributes amongst Board members.

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.

The Administration Act does not provide for a Deputy Chair of the Board. The Board may from time to time recommend to the Minister for approval, the appointment of a standing Acting Chair, to lead the Board during periods of an unexpected vacancy or the Chair being unavailable to perform their duties.

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 Commonwealth Remuneration Tribunal. 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, if any, prescribed in regulations. Remuneration is remitted by way of fortnightly payments directly to a nominated bank account.

Role of the Chief Executive Officer

The day-to-day management and decision making of APVMA are the accountability of the Chief Executive Officer, in accordance with the Administration Act and subject to the objectives, strategies and policies determined by the Board and any written directions it may issue.

The Chief Executive Officer:

- leads the execution and achievement of the measures set out in the APVMA's strategic and corporate Plans;
- provides leadership to APVMA staff and exercises authority as the Agency Head under the *Public Service Act 1999*;

Under the Administration Act, the Chief Executive Officer has authority to undertake any action on behalf of the APVMA that is within the APVMA's legal authority to do, subject to any directions or requirements of the Board, including those specified in the Accountable Authority Instructions.

The Chief Executive Officer is accountable to the Board for the performance of their duties. The Chief Executive Officer reports to the Board through the provision of reports, briefings and presentations to the Board, covering the performance of the APVMA and key issues affecting it, throughout the year, including a formal written 'Chief Executive Officer Report' to every ordinary meeting of the Board.

Expectations for Leadership, Decision-Making and Culture

In leading and making decisions for the APVMA, and in shaping its culture, it is expected that the Chief Executive Officer and (through the Chief Executive Officer) the executive management, exemplify, promote and ensure that:

- a) Staff and contractors conduct themselves in a manner that is consistent with the Australian Public Service Values and Code of Conduct.
- b) Resource allocation and expenditure decisions are made with due reference to their impact on the financial condition of the APVMA, and the associated impact on the achievement of the APVMA Strategy and Corporate Plan.
- c) Decisions or actions are taken with due reference to their impact on the work health and safety outcomes, and the associated impact on the achievement of the APVMA Strategy and Corporate Plan.
- d) Decisions or actions are taken with due reference to their effect on the stakeholders of the APVMA (including the environment) and the associated impact on the achievement of the APVMA Strategy and Corporate Plan.
- e) Decisions or actions are taken with due reference to their effect on the reputation of the APVMA and the associated impact on the achievement of the APVMA Strategy and Corporate Plan.
- f) Risks that are material to the APVMA's functions are identified and managed in accordance with the Risk Appetite and Tolerance Statement and within appropriate systems of control.

- g) The provision of information to the Board is frank, consistent, coherent and complete. The Board is promptly advised if plans or budgets will not be achieved, and that the role of the Board in dealing with the matters that the Board has reserved for its own attention is respected.
- h) The management of the APVMA (at the Senior Executive Service and Executive levels) is organised with processes for ensuring long term succession planning, attracting and retaining talent, building a capable and agile management team and ensuring equal opportunity.

Appointment of a Chief Executive Officer

The Board is responsible for the appointment of a full-time Chief Executive Officer for the APVMA. Before making an appointment, the Board must consult with the Minister (who will act in accordance with their obligations under the Federal Cabinet Handbook). The appointment of a Chief Executive Officer may be for a period of up to 5 years. The Board may not appoint an appointed Board member (including the Chair) as the Chief Executive Officer. The Chief Executive Officer may be re-appointed. Appointments of a Chief Executive Officer will be conducted in accordance with the Australian Government's merit and transparency policy for the appointment of Australian Public Service agency heads.

Termination of the Chief Executive Officer

Should it be necessary, the Board may terminate the appointment of the Chief Executive Officer for reasons outlined in section 41A of the Administration Act, or applicable conditions under section 30 of the PGPA Act. Before terminating an appointment, the Board must consult with the Minister.

The Chief Executive Officer may resign at any time in writing to the Board.

Oversight of the Chief Executive Officer

The Board is responsible for overseeing the role of Chief Executive Officer, which includes:

- setting the objectives, policies and strategies to be implemented by the Chief Executive Officer, and followed by the APVMA;
- issuing written directions, if required, to the Chief Executive Officer about the performance of their duties, in accordance with section 32 of the Administration Act;
- setting performance objectives and reviewing the performance of the Chief Executive Officer;
- monitoring the remuneration of the Chief Executive Officer, and making submissions to the Remuneration Tribunal when adjustments are considered appropriate; and
- approving terms and conditions of appointment for the Chief Executive Officer and related matters (such as leave), not otherwise addressed by the Administration Act or a Remuneration Tribunal determination.

Acting Chief Executive Officer

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

For convenience, it is the usual practice of the Board to establish standing acting Chief Executive Officer arrangements, so that the Deputy Chief Executive Officer (or another Senior Executive Service officer) can act when required. These arrangements are established in consultation with the Minister.

Role of the Board Secretary

The Board is supported by the Board Secretary. The Board Secretary is accountable directly to the Board, through the Chair, on matters relating to the proper functioning of the Board.

The Board Secretary is employed under the *Public Service Act 1999*, and as such is responsible to the Chief Executive Officer as the Agency Head for the APVMA. While the Chief Executive Officer is responsible for appointing and, should it be necessary, terminating the employment of the Board Secretary, they will consult with the Chair on the desired requirements for the role prior to any recruitment process commencing.

The responsibilities of the Board Secretary include:

- being the Board's principal advisor on corporate governance matters;
- organising Board and Board committee meetings and ensuring that proper and accurate minutes are taken of those meetings;
- maintaining proper and timely records of Board and Board committee minutes, decisions, correspondence and other records;
- ensuring that Board members receive appropriate papers for meetings;
- reinforcing and promoting the Board's requirements in relation to the quality, completeness and timeliness of Board papers;
- monitoring the completion of actions arising from Board and Board committee meetings;
- assisting the Chair with the effective functioning of the Board;
- assisting Board committee chairs with the effective functioning of Board committees;
- assisting with the flow of information from the Board to management and from management to the Board;
- ensuring the Board meets its obligations to provide relevant records of meetings and other reports to the Minister and the Department, as required;
- supporting the Chair and the other non-executive Board members in relation to administrative and other requirements, including by assisting with the management of correspondence; and
- keeping up to date registers of gifts, benefits and interests disclosed by Board members.

Board committees

The Board may establish committees to assist it in the performance of its functions and the exercise of its powers. These committees may be established or terminated at the discretion of the Board. As required by the PGPA Act, the Board has established an Audit and Risk Committee.

Board committee membership may comprise any persons the Board determines and may include Board members. Each Board committee will be authorised through a charter approved by the Board setting out purpose, membership composition, functions and powers, reporting expectations and the procedures to be followed. Each Board committee will have a chair and secretariat support will be provided by the Board Secretary. Any Board member may attend a Board committee meeting.

Board committees do not have authority to make decisions on behalf of the Board, unless expressly empowered by the Board to do so. It is the role of a Board committee, on behalf of the Board, to undertake detailed consideration of:

- proposals presented by management, and make recommendations to the Board in respect of decisions it should make concerning such proposals (including any relevant considerations); and
- reports presented by management on the performance of, and management of strategic and material risks for, the APVMA, and provide reports and advice to the Board regarding any material matter it believes should be brought to the attention of the Board.

The Board may form ad-hoc sub-committees or working groups to consider specific matters and to operate for a fixed term. Sub-committees or working groups are advisory and do not have authority to make decisions on behalf of the Board, unless expressly empowered by the Board to do so.

Strategy and Corporate Plans

The Administration Act makes the Board responsible for determining the objectives and strategies to be followed by the APVMA. Further, the PGPA Act makes the Board responsible for the approval of the Corporate Plan of the APVMA. As such, approval of the APVMA Strategy and Corporate Plan are matters reserved for decision by the Board.

The Board and executive management are responsible for the development of the APVMA Strategy and Corporate Plan for the APVMA, through a process determined by the Board (acting with the advice of the Chief Executive Officer).

The APVMA Strategy is a high-level corporate planning document which articulates the long-term vision and strategic objectives for the APVMA over an extended time horizon (longer than the four-year time horizon of the Corporate Plan).

The Corporate Plan the primary short-term corporate planning document, with it being updated annually and looking forward over a four-year time horizon. It must be prepared in a manner consistent with the requirements of the PGPA Act and PGPA Rule.

The following must be taken into account when preparing the APVMA Strategy and Corporate Plan:

- a) the need for high standards in the regulation of agricultural and veterinary chemicals to manage the risks of pests and diseases for the Australian community and to protect Australia's trade and the health and safety of people, animals and the environment;
- b) the Ministerial Statement of Expectations and Regulator Statement of Intent;
- c) any directions given by the Minister;
- d) for the Corporate Plan, the vision, strategic objectives and plans articulated in the APVMA Strategy.

The Board monitors the executive management's implementation of the APVMA Strategy and Corporate Plan, and the agency's performance against them.

Organisational policies

The Administration Act makes the Board responsible for determining the policies of the APVMA. The APVMA is not responsible for determining matters of public policy concerning the regulation of agvet chemical products in Australia, this is a matter for the Australian Government, with the support of the Department.

The Board determines organisational policies for the APVMA in areas of strategic importance or risk, or where it is obliged under the Administration Act, PGPA Act or other legislation to exercise control or oversight as the Accountable Authority. The principal organisational policy issued by the Board are the Accountable Authority Instructions. Appendix B contains a list of organisational policies which the Board has reserved as matters for its decision.

The Chief Executive Officer, as the Agency Head for the purposes of the *Public Service Act 1999*, has all the rights, duties and powers of an employer in respect of APS employees in the APVMA. In this context, matters of policy concerning APS employees in the APVMA are a matter for the Chief Executive Officer. However, the Chief Executive Officer will notify the Board whenever they make significant policy decisions; and will remain accountable to the Board for ensuring that such policy decisions contribute to the achievement of the APVMA's objectives and strategies.

The Chief Executive Officer may determine policies of an operational nature for the APVMA, subject to the Accountable Authority Instructions and other policies and directions of the Board. However, the Chief Executive Officer will notify the Board after making such policies.

The Chief Executive Officer will be responsible for advising the Board on appropriate policy settings for the APVMA and ensure an appropriate development and review process is in place which can advise and inform the Board on relevant policy considerations. The Chief Executive Officer will ensure that the Accountable Authority Instructions and all policies reserved for the Board are reviewed annually, and a report is presented to the Board containing review outcomes, including any recommendations for amendments to policy.

Board and Board committee meetings

Meeting Planning

Meeting Schedule

The Board will hold as many meetings as it considers are necessary for the efficient and effective performance of its functions. The Board will agree on the timing and number of Board meetings for each calendar year in advance, and the Chair will convene meetings on this basis. Meetings will be scheduled throughout the year in accordance with the requirements of the Board to perform its functions in a timely manner.

The Chair may convene a meeting of the Board at any other time. A Board member can submit a written request to the Chair to convene a meeting and the meeting should be called within 30 days of the request being received.

Annual Work Plan

Under the direction of the Chair, the Board Secretary will maintain an Annual Work Plan for meetings of the Board. The Annual Work Plan includes:

- Dates of ordinary meetings of the Board
- Strategic and key business items
- Strategic discussion topics and external expert speakers
- Standing and cyclical business items
- Business items requiring reporting back or further discussion at a later date

At each ordinary Board meeting, the Board Secretary will provide an update of the Annual Work Plan for noting. The Board Secretary will also consult the Chief Executive Officer and other Board members in maintaining the Annual Work Plan.

Under the direction of the Chair, the Board Secretary may make adjustments to the approved Annual Agenda Plan as necessary.

Meeting Agendas and Papers

The preparation of all meeting agendas and papers is coordinated by the Board Secretary, under the direction of the Chair, and in consultation with the Chief Executive Officer. Preparation of the agenda is informed by the Annual Work Plan.

The Board Secretary determines the agenda item submission deadline for each meeting. A call for agenda items will be sent out from the Board Secretary to Board and Executive members at least one month prior to the meeting. Agenda items and meeting papers which do not reach the Board Secretary by the specified

deadline may not be included, unless otherwise approved by the Chair on the grounds of urgency or strategic importance.

Ordinarily, the agenda and meeting papers for Board meetings are distributed by the Board Secretary at least seven days prior to the meeting.

Board members are provided with electronic access to Board papers via the Board Portal. Secure storage, or destruction, of a Board member's personal copies of Board papers after each meeting can be arranged by the Board Secretary.

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.

Meeting Procedures

Chair

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.

Meeting 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 three consecutive meetings without a leave of absence granted.

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

Board members are ordinarily expected to attend meetings in person. Where a Board member cannot participate in a meeting in person, with the consent of the meeting chair, a Board member may participate in a meeting by video or audio link (subject to the availability of such technology at the meeting venue). Board members participating in meetings in this manner are taken to be present at the meeting.

If a Board member cannot attend a Board meeting, they should seek a leave of absence from the Chair, giving as much notice as possible. The Chair must seek leave of absence from the Minister to be absent from a Board meeting.

Quorum and Voting

Board members (including the person presiding at the Board meeting) constitute a quorum when a Board meeting comprises a minimum of three 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.

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).

Standing Orders

The Standing Orders for meetings of the Board and Board committees only apply if the chair or the meeting determine to enter into “formal debate”. In all other circumstances the chair will lead the meeting and ensure that it is conducted in a collegial and consultative manner, where all members’ views can be expressed and considered.

When formal debate is to be conducted, the procedures described in the most recent edition of Horsley’s Meetings: Procedure, Law and Practice (currently: Lang, A.D. 2015, LexisNexis Butterworths, Australia, 7th edition) will be applied as the standing orders.

Guests and Observers

Attendance at Board meetings by any person other than a Board member is by invitation only, and Board meetings are not generally open for APVMA staff or any other person to observe. Notwithstanding:

- It is expected that all Senior Executive Service and Executive Level 2 officers will make themselves available to attend all Board and Board Committee meetings if and when required.
- The Board Secretary has a standing invitation to attend all Board and Board Committee meetings but can be asked to leave at any time.
- The Internal Auditor and APVMA staff may be invited from time to time to attend a Board or Board Committee meetings for specific agenda items, to provide advice or relevant information.

Any person invited to attend a Board or Board Committee meeting does not have speaking rights, unless invited to do by the meeting chair.

Minutes and Action Items

The Board Secretary is responsible for taking minutes of each Board and Board Committee meeting. Ordinarily minutes shall be prepared within 5 working days of a Board or Board Committee meeting, and following clearance by the relevant chair, released to members for comment for a period of 5 working days. Management is authorised to act on draft minutes of Board and Board Committee meetings once the minutes have been cleared by the relevant chair. Ordinarily the minutes will presented at the next meeting of the Board or Board Committee for formal approval. Once approved, the Board or Board Committee will authorise the meeting chair to sign the minutes.

The Board must keep signed minutes of its meetings. The Board Secretary is responsible for ensuring the signing and safekeeping of Board and Board Committee minutes and Board papers on behalf of the Chair. The chair may sign the agreed minutes by hand or by instructing that an electronic copy of their signature be applied to the minutes.

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. The Board Secretary is responsible for ensuring this obligation is met.

The Board Secretary is also responsible for preparing a report for each Board and Board Committee meeting on completed and outstanding actions arising from previous meetings.

Decisions Without a Meeting

The Board may make a decision without a meeting (**proposed decision**) if a majority of Board members indicate agreement with the decision in accordance with the method determined by the Board.

The following method by which Board members are to indicate agreement with proposed decisions is to be applied:

- a) With the consent of the Chair, the Board Secretary notifies Board members of the proposed decision and provides relevant instructions on voting by email and places a copy of the associated paper on the Board Portal.
- b) Conflict of interest provisions apply. The Board Secretary will circulate any declarations received to all other Board members as soon as possible.
- c) The minimum of number of Board members that must respond to a proposed decision is the same as the quorum for a Board meeting.
- d) Ordinarily Board members will be given one week to consider and respond to the proposed decision. The Chair may approve a period of less than one week, but it may be not less than 24 hours.
- e) The Chair may convene a Board meeting by video or audio link to consider the proposed decision if a request for a meeting from at least one Board member is received.
- f) Board members must indicate their approval or otherwise of the proposed decision by email or other written means, returning it to the Board Secretary.
- g) Approval of the proposed decision will be determined if by the requested time for Board members to respond, an affirmative response has been received from a majority of at least the minimum of number of Board members required to respond. The period allowed for responding may be closed early if all Board members have provided their response.
- h) The Board Secretary will inform Board members of the outcome within 24 hours of the decision being determined.
- i) The Board Secretary will prepare a minute recording the procedures followed and outcome of the proposed decision. The Chair may approve and sign the minute, provided that the email communicating the vote of each Board member has been recorded in the relevant official records repository.

A Board Committee may also determine a matter by a decision without a meeting, using the same procedure as outlined above. In this context, references to 'Chair' means Committee Chair, references to 'Board members' means Committee members, and references to 'Board meeting' means Committee 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. The Board Secretary is responsible for ensuring this obligation is met.

Where a person (such as the Chair) is authorised by the Board to make a decision on their behalf, that decision will also be regarded as a Board decision without a meeting under section 27F of the Administration Act. In such circumstances, the obligation to provide the details of the decision to the Secretary of the Department also apply.

Confidentiality of Board proceedings and documents

All Board agendas, papers and 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. Agendas, papers and minutes for Board meetings (including decisions without a meeting) are marked with the information security classification, “OFFICIAL: Sensitive” (unless a higher information security classification is applicable). This marker indicates that the information, if compromised, may cause limited damage to an individual, organisation or government generally. It is expected that Board members and staff attending Board meetings will maintain confidentiality of discussions and documents. This includes the outcomes of meetings until decisions have been formally notified. Board members are responsible for preventing unauthorised access of all confidential information in their possession. Board members must notify the Chair if they believe confidential information has been accessed by any unauthorised person.

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 Board Secretary 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.

The APVMA will not otherwise disclose such documents, other than as required by law.

Information Circulated Between Meetings

From time-to-time documented information will be circulated to Board members between Board meetings. It is the Board’s preference that, whenever possible, such information will be formally presented as a paper listed for discussion at a Board or Board Committee meeting. Information may be circulated to Board members between meetings, where any of the following circumstances apply:

- The Board, a Board Committee, or the Chair/relevant Committee Chair has requested the information be circulated.

- The Chair/relevant Committee Chair or Chief Executive Officer consider that the information is of such urgency or importance that it cannot be held over until the next scheduled meeting of the Board or a Board Committee.
- The information is routinely circulated between meetings for convenience, such as monthly financial reports or Board correspondence.
- The information is provided by the Board Secretary to support the efficient operation of the Board's processes and practices.

The Board Secretary will ensure that records are maintained of information circulated to Board members between meetings. The Board Portal will be the preferred means of circulating such information to Board members. Information that is not of a sensitive nature may be circulated by email or other appropriate means to Board members.

Board members are expected to approach their consideration of information circulated between meetings in the same manner they would consider formal meeting papers. Where in respect of information circulated, a Board member wishes to raise an issue of concern or request further information, they should do so in accordance with the provisions of this charter relating to Communications With, and Requests of Management and Staff. Any request for an issue of concern to be discussed in a Board or Board Committee meeting should be made promptly through the Chair/Committee Chair, Chief Executive Officer or Board Secretary.

Board conduct and performance

Conduct of Board members

Code of conduct

At all times, Board members must exercise their powers, perform their functions and discharge their duties in the following manner:

1. A Board member must behave honestly and with integrity in connection with their role as a Board member.
2. A Board member must act with care and diligence in connection with their role as a Board member (consistent with section 25 of the PGPA Act).
3. A Board member, when acting in connection with their role as a Board member, must treat everyone with respect and courtesy, and without harassment.
4. A Board member must act in the best interests of the APVMA as a whole, but may where appropriate, have regard to the interests of stakeholders of the agency.
5. A Board member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the APVMA Board.
6. A Board member, when acting in connection with their role as a Board member, must comply with all applicable Commonwealth and State and Territory laws.
7. A Board member must comply with any lawful and reasonable direction given by someone in the APVMA who has authority to give the direction.
8. A Board member must maintain appropriate confidentiality about dealings that they have with any Minister or Minister's member of staff.
9. A Board member must take reasonable steps to avoid any conflict of interest (real or apparent) in connection with their role as a Board member; and disclose details of any material personal interest in connection with their role as a Board member (consistent with section 29 of the PGPA Act).
10. A Board member must use Commonwealth resources in a proper manner and for a proper purpose.
11. A Board member must not provide false or misleading information in response to a request for information that is made for official purposes in connection with their role as a Board member.
12. A Board member must not improperly use inside information or the Board member's duties, status, power or authority to gain, or seek to gain, a benefit or an advantage for the employee or any other person; or to cause, or seek to cause, detriment to the APVMA, the Commonwealth or any other person (consistent with sections 27 and 28 of the PGPA Act).

13. A Board member must at all times behave in a way that upholds the APS Values and APS Employment Principles; and the integrity and good reputation of the APVMA and the APS.
14. A Board member on duty overseas must at all times behave in a way that upholds the good reputation of Australia.
15. A Board member, to the extent that they are assisted by, or have dealings with APS employees, must abide by the APS Code of Conduct.

Conflicts of interest

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 Board member 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.

At each Board meeting, the Chair must seek and record any declarations of material personal interest from all Board members that are in attendance. The Board Secretary is to maintain a register of the declarations of interests provided by Board members. The register is updated and circulated to Board members at each meeting.

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.

Gifts and benefits

A Board member should not offer, give, ask for or accept (for themselves or others) gifts, benefits, services, discounts, gratuities or favours which might compromise or influence the Board member in the performance of their duties, irrespective of whether the services or goods are offered with or without wrongful intent, except where (in the case of accepting):

- a) the services or goods are offered openly and received free of any expectations or undertakings; and
- b) the Board member declares receipt of the gift or benefit to the Board; and

- c) the gift or benefit is of modest value, or relates to sponsored air travel and/or accommodation (for example, when being asked to speak at an international conference) and the gift or benefit has been approved in advance by the Chair.

A Board member should not give or receive any gifts or benefits in any form if the person or company is:

- a) involved in a tender process with the APVMA; or
- b) the subject of a decision within the discretionary power or substantial influence of the Board member, an APVMA employee, contractor or consultant; or
- c) in a contractual relationship with APVMA.

For further guidance on appropriate conduct in respect of the receipt of gifts and benefits, Board members should refer to the APVMA *Gifts and Benefits Policy* or *Official Hospitality Policy*.

Where a gift or benefit is received, they should be disclosed in the same manner as a conflict of interest. The Board Secretary is to maintain a register of the declarations of gifts and benefits provided by Board members. The register is updated and circulated to Board members at each meeting.

Communications With, and Requests of Management and Staff

Board members have full access to management and corporate information through the Chair, the Chief Executive Officer and the Board Secretary.

While Board members are entitled to request documents or information through the Chief Executive Officer or the Board Secretary at any time, such requests should be made in consultation with the Chair or, where appropriate, the Chair of the relevant Board Committee.

Board members should not make direct requests of managers or staff. In addition to arranging for specific information to be provided to a Board member, the Board Secretary can also arrange for a Board member to receive a special management presentation on a particular topic of interest.

For the purposes of managing the business of their respective committees, the chairs of Board committees may have regular formal direct contact with members of the Executive whose functional accountabilities align with those of their respective committee.

Communications with Third Parties

To ensure the effective operation of the Board, Board members must foster a collective working relationship based on trust and openness. Protocols for communication amongst Board members, between the Board and management, and between the Board and stakeholders, are agreed and reviewed from time to time.

Board papers and discussions at Board meetings are confidential. Board members are not authorised to disclose any confidential information that they receive in their capacity as Board members to third parties except with the prior consent of the Board, Chair or Chief Executive Officer.

The Chair is the principal representative for communication between the APVMA and the Minister and the Finance Minister, by means of both written reports and face-to-face meetings. The Chair keeps the Board informed of responses received from Ministers and of any meetings.

The Chair is the spokesperson for the Board and the Chief Executive Officer is spokesperson for the APVMA. Other Board members should not comment to third parties about the APVMA's strategy, operations or views on particular issues without the prior consent of the Chair or Chief Executive Officer.

From time to time, there will be contact from stakeholders with individual Board members. Board members must inform the Chair and Chief Executive Officer of the content of all such contact. The Chair, likewise, will keep Board members informed of contacts. Where a Board response is required to a contact from an individual stakeholder, it will be provided from the Chair or, if appropriate, be delegated to management for response.

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 organisational objectives. The Board will foster a culture of information-sharing and information-publishing appropriate for an Australian Government agency.

Board performance

The Board is responsible for monitoring its progress and performance to ensure measures and targets are achieved. The Board will conduct an evaluation of its performance and the performance of its Committees each year. The process for the evaluation is usually determined in the first half of the calendar year, the evaluation and subsequent discussion of results takes place in the second half of the calendar year. Specific timing occurs at times specified in the Annual Work Plan. This timetable may be varied at the discretion of the Chair in consultation with Board members.

The Board will subject itself (as a collective body and as individual Board members, including the Chair) and the APVMA's corporate governance arrangements and processes to a performance evaluation conducted by a qualified independent external assessor at least once every three years.

The Administration Act also provides that the Minister must cause a review to be conducted of the functions and operation of the Board, to be completed by 4 March 2026. The reviewer must prepare a written report for the Minister, and it must be tabled in Parliament. After this initial review occurs, the Minister may cause other like reviews to occur at their discretion.

Non-executive Board member support

Induction

New Board members will be offered a formal induction program. The content of the program is determined by the Chair and the Chief Executive Officer, and the program is co-ordinated by the Board Secretary. Each induction program is tailored to suit the skills, knowledge and experience of the inductee and any specific knowledge they require to position them to discharge their responsibilities effectively and add value.

Equipment

When required, the APVMA will provide Board members with computing and communications equipment (for example, a laptop computer or tablet) necessary to enable Board members to carry out their duties, subject to the approval of the Chair. Such equipment remains the property of the APVMA and must be returned at the end of a Board member's period of appointment.

Professional development

Board members will have the opportunity to undertake professional development training and will periodically review when this may be required in order for them to maintain the skills and knowledge needed to perform their roles effectively. The Board will regularly assess whether the Board members as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Executive management and the Board Secretary will also ensure that Board members receive briefings on material developments in laws and regulations relevant to the APVMA.

Board members are entitled to undertake relevant external professional development activities at the APVMA's expense, with funding drawn from an annual budget allocation. The annual budget allocation is calculated as being 2.5% of the total annual cost of Board member remuneration. The funding of a Board member's attendance at an external professional development activity must be approved by the Chair. The Chair has discretion to determine how much funding in any one year may be allocated to a specific Board member for this purpose. Requests for funding are arranged through the Board Secretary.

Travel and accommodation

The travel and accommodation entitlements of Board members (including class of travel) are determined by the Remuneration Tribunal. The following principles and practices are to be applied in the administration of travel and accommodation entitlements for non-executive Board members:

- a) Board members are not expected to gain or lose financially as a result of travelling on official business.
- b) Board members must only incur expenses, or commit the APVMA to meet expenses, where funds are lawfully available to do so.
- c) Travel may only be undertaken where its purpose is consistent with the duties of the Board member.

- d) When making travel arrangements, the following are to be considered:
- i. the necessity of travel and potential alternatives to travel, such as teleconferencing or videoconferencing;
 - ii. the total cost of travel, including value for money;
 - iii. the travel-related policies and procedures of the APVMA; and
 - iv. the flexibility to maintain an appropriate balance between work and home responsibilities, as well as safety and security.
- e) Notwithstanding the relevant determination of the Remuneration Tribunal, non-executive Board members may only undertake domestic business class travel where their total flying time between airport of origin and airport of final destination flight is longer than four hours, in circumstances otherwise as provided for in the APVMA *Governance Policy – Travel*, or when the Chair believes it to be in the best interest of the Board member, the APVMA and the Commonwealth, having regard to the Remuneration Tribunal Determination's general principles for administering travel.

Details of the process pertaining to travel and accommodation can be found at Appendix C.

Official hospitality expenses

Expenses incurred in relation to official hospitality will be managed according to the APVMA *Official Hospitality Policy*. Details of the process pertaining to official hospitality expenses involving Board members can be found at Appendix C.

Reimbursement of expenses

Upon the production of appropriate invoices or receipts, Board members are entitled to be reimbursed for reasonable out-of-pocket expenses incurred while performing their duties. For example, Board members are entitled to be reimbursed for telephone call costs. Details of the process pertaining to reimbursement of expenses can be found at Appendix C. The travel allowance paid to Board members for travel overnight on official business is an inclusive allowance, and Board members are not entitled to be reimbursed for out-of-pocket expenses associated with such travel.

Indemnities and Insurance

The APVMA maintains a Directors and Officers insurance, through the Australian Government's self-insurance arrangements, known as *Comcover*. Subject to the conditions, exclusions and limits of the Comcover Statement of Cover, cover is provided for Board members who incur a liability in the performance of their duties.

Independent legal, accounting and technical advice

Board members may, when they judge such advice necessary for them to discharge their responsibilities as Board members, request that they be provided with independent legal, accounting or technical advice on relevant matters at the APVMA's expense.

Board members should seek such advice through the Board Secretary. The Board Secretary will consult with the Chair and Chief Executive Officer in relation to the request. Any independent advice obtained at the request of a Board member will be tabled at the Board meeting following the receipt of the advice.

Board Charter review

The Board will review this charter on an annual basis, at a time specified in the Annual Work Plan. Amendments to the charter may be proposed by Board members or the Board Secretary.

Appendix A: Ministerial Directions and Australian Government Policy Orders

Date issued	Title	Subject
<ul style="list-style-type: none">23 November 2016	Public Governance, Performance and Accountability (Location of Corporate Commonwealth Entities) Order 2016	This instrument specifies the Australian Government policy relating to where a corporate Commonwealth entity with agricultural policy or regulatory responsibilities is to be located.
<ul style="list-style-type: none">16 August 2017	Public Governance, Performance and Accountability (Charging for Regulatory Activities) Order 2017	This instrument specifies the Australian Government policy relating to charging for regulatory activities that is to apply to certain corporate Commonwealth entities.
<ul style="list-style-type: none">13 July 2023	Ministerial Direction on chemical reviews	This direction requires certain actions to be undertaken in respect of chemical reconsiderations, including determination of eight specific chemical reconsiderations that have been ongoing for over 17 years.

Appendix B: Organisational policy matters reserved for the Board

The following organisational policies, and subject matters they address, are reserved for decision by the Board:

- Accountable Authority Instructions
- Risk Management, including the Risk Management Framework and Risk Appetite and Tolerance
- Business Continuity
- Fraud Control
- Legislative Compliance, including the framework
- Compliance Regulatory Posture Statement
- ICT Security
- Knowledge Management

Appendix C: Approvals for Items Relating to Non-Executive Board members

Item	Requirements and approval authority
Travel	<p>The Board Secretary will arrange all flights, hire cars (or other methods of transport) (using Whole of Australian Government Travel Arrangements) and provide details to Board members in advance of the journey.</p> <p>The Chair must approve Board members' travel, in writing, (other than travel required to attend scheduled Board meetings and other Board approved events/activities) prior to a travel request being processed by the Board Secretary. In such circumstances, a designated Non-Executive Board member approves travel for the Chair.</p> <p>Where a Board member uses taxi or ride share services, the cost will be met either by reimbursement (see below) or the APVMA may issue a CabCharge voucher for a Board member to use.</p>
Travel allowance – Accommodation	<p>The Board Secretary will arrange all accommodation (using Whole of Australian Government Travel Arrangements) and provide details to Board members in advance of the journey. The cost of accommodation will be pre-paid by the APVMA, and as such travel allowance for accommodation will not be payable.</p> <p>In exceptional circumstances a Board member may arrange their own accommodation, in which case travel allowance will be payable in accordance with the current Remuneration Tribunal determination.</p>
Travel allowance – Meals and incidentals	<p>To cover the cost of meals and incidentals, Board members are paid travel allowance in accordance with the current Remuneration Tribunal determination.</p> <p>Payment of travel allowance is arranged by the Board Secretary and is arranged as a matter of course for travel to attend scheduled Board meetings and other Board approved events, and on request for all other official travel.</p> <p>Where the costs of meals or incidentals are paid for by the APVMA (e.g. lunch is provided to all those attending a meeting) then the amount paid for the travel allowance will be reduced as specified in the current Remuneration Tribunal determination.</p>
Official hospitality expenses	<p>Official hospitality expenses may be incurred without pre-approval up to \$250 per occasion for the Chair, and up to \$100 for Board members.</p> <p>Pre-approval from the Chief Executive Officer is required for expenditure greater than the specified threshold. Such requests must be in writing and include a breakdown of the costs, identify the proposed attendees, and clearly articulate how the proposed expenditure is for the benefit of the APVMA.</p>
Reimbursement of expenses	<p>Requests for reimbursement of expenses incurred by a Board member should be submitted to the Board Secretary for approval and processing and be accompanied by receipts or other relevant supporting documentation.</p> <p>The Board Secretary may, where there is any doubt as to reasonableness of the reimbursement claim, refer that claim to the Chair for approval, prior to processing. In such circumstances, claims from the Chair will be referred to the designated Non-Executive Board member for approval.</p>

Notes:

1. The designated Non-Executive Board member authorised to approve matters for the Chair will be the standing Acting Chair of the Board, if one has been appointed by the Minister. Otherwise, the Board shall authorise a person from time to time to perform this function.
2. The designated Non-Executive Board member may undertake approvals required by the Chair, if the Chair is overseas or otherwise unavailable.