

Board Charter

28 March 2025

Issued for: Landcom

Issue date: 28 March 2025

Distribution only: Internal and External use

Issued and authorised by: Board of Directors

Contents

Introduction	3
Defined terms.....	3
Role of the Board	4
Powers of the Board	4
Responsibilities of the Board.....	4
Responsibilities to stakeholders.....	5
Directors' duties	5
Chair and Director appointment and Board composition	6
Director independence and conflicts of interest	6
Independent advice	6
Access to Management and information	7
Director Remuneration.....	7
Performance evaluation.....	7
Role of the Chair	8
Role of the CEO and Senior Management	8
Role of the Company Secretary	9
Board meetings	9
Committees.....	10
Document Control Table	11

This Charter sets out matters relating to the Board of Landcom's governance and operation.

Introduction

Landcom is a statutory State Owned Corporation¹ established under the Landcom Act and the SOC Act. Together with the Constitution, the legislation governs all aspects of Landcom including its principal objectives, powers, authorities and accountability. These documents also contain provisions relating to the Board and its Directors.

This Charter provides further details on the Board's responsibilities and the matters for which the Board has reserved for decision to itself. This Charter also provides for the Board to appoint Committees which may perform some of the functions of the Board or provide advice to the Board.

Defined terms

Term	Definition
Board	means the Board of Landcom
CEO	means the Chief Executive Officer
Committee	means Board Committees of Landcom, appointed by the Board, to perform some of the functions of the Board or provide advice to the Board
Constitution	means the Constitution of Landcom
Corporation	means Landcom
Board Delegations to the CEO	means the delegations approved by the Board setting out the limits of authority of the CEO
Director	means a director of the Board
ERC	means NSW Cabinet's Standing Committee on Expenditure Review
Landcom Act	means the <i>Landcom Corporation Act 2001</i>
Management	collectively means Staff employed to assist the CEO with the day to day management of Landcom
Senior Management	consists of members of the Executive Leadership Team of Landcom
Staff	collectively means the CEO, all permanent and temporary employees and contingent workers engaged by Landcom.
SOC Act	means the <i>State Owned Corporations Act 1989</i>
Strategy	Includes Landcom's Strategic Plan, Statement of Corporate Intent, and any other major plans to implement the Strategic Plan and Statement of Corporate Intent.

¹ S 20A and Schedule 5 SOC Act

Role of the Board

The Board has ultimate responsibility for the performance and commercial success of Landcom and ensuring that it is managed consistent with the principal objectives² contained in the Landcom Act and in the best interests of all stakeholders. The Board is accountable to the Shareholder Ministers in accordance with the Landcom Act, SOC Act and the Constitution.³

Powers of the Board

All decisions relating to the operation of Landcom must be made by or under the authority of the Board⁴. The CEO is responsible for the day to day management of the operation of Landcom⁵. Landcom employs Management to assist with day to day operations. The limits to the authority of the CEO are set out in the Board Delegations to the CEO approved by the Board, and the general policies and specific directions of the Board and Committees recorded in Board and Committee minutes and approved delegation documents.

All matters outside Board approved delegations given to CEO must be referred to the Board or relevant Committee for approval.

There is a range of other legislative and policy requirements where approval are required by the Shareholder Ministers, NSW Treasurer or ERC, including but not limited to the acquisition or divestment of real property⁶.

Responsibilities of the Board

The Board's responsibilities are to:

1. Set the tone for Landcom's culture together with monitoring, measuring and assessing the culture;
2. Promote the critical importance of work, health/wellbeing and safety and an appropriate risk culture relating to those matters;
3. Demonstrate leadership, set major corporate goals and provide strategic direction;
4. Receive, consider and accept / not accept the Ministerial statement of priorities⁷ and Ministerial statement of expectations⁸;
5. Approve and oversee the implementation of the Strategy;
6. Monitor the implementation of guidance and directions from the Shareholder Ministers and the Portfolio Minister;

² S 6 Landcom Act

³ S 8 Landcom Act, s 20J SOC Act

⁴ S.20L SOC Act and the Constitution.

⁵ S.20L SOC Act

⁶ Includes S 15 Landcom Act, currently \$30,000,000.00, Government Sector Finance Act, TPP18-05

⁷ S 11 Landcom Act

⁸ S 4 TPG22-02

7. Approve and review significant financial matters outside the express authorities delegated to the CEO;
8. Make recommendations to the Shareholder Ministers⁹ including, where required, matters requiring approval by ERC¹⁰, and advise the Portfolio Minister where appropriate;
9. Approve and monitor the integrity of financial and other reporting, including the annual and half yearly financial statements;
10. Determine the Corporation's risk appetite and provide rigorous oversight of risk;
11. Oversee climate and nature related risks, opportunities, targets and initiatives, including approving and monitoring progress against these targets, while ensuring robust practices and risk management processes are in place.
12. Review policies, protocols and processes relating to matters reserved for the Board¹¹;
13. Establish and oversee Committees;
14. Approve, and review as needed, delegations of authority to Committees and the CEO;
15. Satisfy itself that Landcom is compliant with relevant government policies;
16. Monitor the effectiveness of the Landcom's governance practices;
17. Support the CEO and ensure that the CEO and Staff have access to appropriate resources to implement approved Strategy and any binding Ministerial Directions;
18. Consult with the Shareholder Ministers and Portfolio Minister in relation to the appointment¹², terms of employment and remuneration of the CEO;
19. Review the CEO's performance including against approved objectives; and
20. Confer with the CEO in relation to the CEO's decision to:
 - a. Appoint any person to the role of Executive General Manager; and
 - b. Determine the remuneration framework and succession planning for Executive General Manager roles.

Responsibilities to stakeholders

The Board's primary accountability is to the Shareholder Ministers and the Portfolio Minister in accordance with its responsibilities under the Landcom Act, the SOC Act and the Constitution. The Board also has responsibilities to other key stakeholders including Staff, the community, NSW Treasury who act as the representative of the Shareholder Ministers, regulators and customers.

Directors' duties

Directors are expected to observe the highest standards of corporate governance and must comply with their duties under the SOC Act, Landcom Act, Constitution and at law.

⁹ S 15 Landcom Act

¹⁰ TPP18-06

¹¹ TPP17-10 Guide 1 Principle 5, p.15

¹² S 9 Landcom Act (Shareholder Ministers and Portfolio Minister) and s 20K SOC Act (Portfolio Minister)

Directors must also comply with Landcom's Code of Conduct, NSW Treasury and other applicable government Guidelines, and with all Landcom policies that are applicable to them.

Chair and Director appointment and Board composition

The Chair of the Board and Directors are appointed and reappointed, in accordance with the Constitution and NSW Treasury's Commercial Policy Framework¹³.

Directors are generally appointed for a term of three years and are generally limited to two terms, as determined by the Shareholder Ministers in consultation with the Portfolio Minister¹⁴.

The Landcom Act and the SOC Act prescribe the composition of the Board. Each Director may sit on no more than two other government boards¹⁵.

The Board should review its composition, structure and operation regularly to ensure it is appropriate for the evolving needs of Landcom. This should include considering the ongoing appropriateness of the current composition of the Board and its impact on Directors' workloads and formulate the most suitable composition of the Board and make recommendations to Shareholder Ministers and the Portfolio Minister to enable appropriate governance of Landcom.

Director independence and conflicts of interest

Director independence is assessed with regard to the Guidelines for Governing Boards of Government Businesses (TPP17-10) that form part of the Treasury Commercial Policy Framework.

Directors must comply with Landcom's Handling Conflicts of Interest Policy.

Independent advice

The Board may obtain independent professional advice as to any matters pertaining to the responsibilities of the Board.

Individual Directors may obtain independent advice to assist them in discharging their duties subject to obtaining prior written approval from the Chair. For the Chair to obtain independent advice, prior written approval must be obtained from the Chair of the Audit & Risk Management Committee.

Expenses incurred to obtain this advice are the responsibility of Landcom.

¹³ S 8 Landcom Act

¹⁴ TPP17-10 Guide 1 Principle 2

¹⁵ TPP17-10 Guide 1 Principle 2, p.11

Access to Management and information

The Board will determine protocols from time to time to facilitate Directors having appropriate access to Staff and to any information of Landcom, as required, to carry out their duties. Board protocols will have regard to balancing:

- The legitimate needs of Directors in the performance of their duties and responsibilities;
- The need for Management to have clarity on requirements and expectations; and
- Practicalities on timeliness, priorities and scope.

Standing protocols provide for:

- To ensure discussions with the CEO and Staff are appropriately focussed and maintain separation of the Board and Management so as to not involve itself in day to day management of Landcom;
- Direct personal access to the CEO and Senior Management so that they are available to be contacted between Board meetings by prior arrangement;
- Contact between Directors and Staff, other than the CEO and Senior Management, is to be made only through the respective EGM and the Company Secretary;
- The Company Secretary to be copied on all correspondence and electronic communications between Directors and Management, subject to confidentiality, to permit an integrated approach and understanding of Director Information requests and flow; and
- Telephone discussions between Directors and any member of Staff should be confirmed in writing via email as to the nature of the discussion, copying the Company Secretary, subject to confidentiality.

Directors and Management should have regard to the Board approved Board Document Management Protocol for the provision, retention and destruction of Board papers and Directors' accessibility to 'inspect the books of the company (including its financial records) at all reasonable times for the purposes of a legal proceeding'¹⁶ for a period of seven years following the cessation as a Director of Landcom.

Director Remuneration

The Shareholder Ministers, in consultation with the Public Sector Commission under the *Classification and Remuneration Framework for NSW Government Boards and Committees*, determine the remuneration that Directors receive for their work as members of the Board.

Performance evaluation

The Board will evaluate its own performance annually to consider the extent to which it has met its responsibilities under this Charter and to identify opportunities for continual improvement. The review may also encompass the performance of Committees and of individual Directors.

¹⁶ Section 198F, *Corporations Act 2001*

The Board will approve a process for the review, which may include its scope, performance measures (qualitative or quantitative) and will engage an independent consultant to conduct the review at least each alternate year, or as otherwise determined by the Board from time to time, but not less frequently than every three years. The outcomes of the review will be considered by the Board.

Role of the Chair

The Chair is the Board's lead Director, who brings experience, skills and leadership to facilitate effective governance. The Chair must be an independent Director and must not act as Landcom's CEO.

The key responsibilities of the Chair are to:

- Help the Board develop constructive relationships with the Shareholder Ministers, the Portfolio Minister, the CEO, Staff and other key stakeholders;
- Oversee the Board's discharge of its role and responsibilities including promoting Landcom's culture as set by the Board;
- Help the Board and Directors understand their role, responsibilities and accountability;
- Facilitate the effective contribution of all Directors, including promoting good working relationships between Directors;
- Facilitate the flow of information to Shareholder Ministers and the Portfolio Minister;
- Oversee effective Board, Committee and Director evaluation processes as needed;
- Establish the agenda for Board meetings in conjunction with the CEO and the Company Secretary;
- Preside over Board meetings and lead the Board's deliberations;
- Be the major point of contact between the Board and the CEO and keep informed of significant current events between Board meetings;
- Ensure appropriate secretariat support is provided;
- Provide, where required or requested, input into the nomination, selection and recruitment process for Directors; and
- Act as a sounding board and mentor to the CEO.

The Board may elect a Deputy Chair who in the absence of the Chair at a meeting of the Board may exercise all powers and authorities of the Chair¹⁷.

Role of the CEO and Senior Management

The CEO is responsible for the day to day management and leadership of Landcom and its people, business and operations in accordance with the specific directions of the Board, general policies and relevant Board delegations, including those set out in the Board Delegations to the CEO.

¹⁷ Clause 6.12(2), *Landcom Constitution*

Senior Management is responsible for providing the Board with accurate, timely and clear information on Landcom's operations, to enable the Board to meet its responsibilities.

Role of the Company Secretary

The Company Secretary is responsible for the corporate governance arrangements of Landcom and the effective administration of the Board's affairs.

The key responsibilities of the Company Secretary are to:

- Work with the Chair and CEO to manage the preparation of agendas and reporting for Board and Committee meetings and their timely dispatch to Directors;
- Attend Board and Committee meetings and prepare minutes and monitor requested actions;
- Maintain confidentiality of sensitive Board matters;
- Facilitate the effective exchange of information between the Board, Committees and Senior Management;
- Regularly review the Board's policies and procedures to ensure they continue to be appropriate and deliver the desired outcomes;
- Organise meeting facilities and other meeting logistics; and
- Provide proactive advice on matters including Directors' duties, corporate governance, policy and procedures and compliance or as otherwise requested by the Chair, the Board, Committees or the CEO from time to time.

All Directors have direct access to the Company Secretary.

The Company Secretary is accountable to the Board and the appointment or removal of a Company Secretary must be approved by the Board.

Board meetings

The Board may meet as often as the Directors consider it necessary for the Board to discharge its duties and responsibilities. Meetings may be attended in person, by phone or video conference.

The Board may address matters that require a decision between meetings by circular resolution as it sees fit.

A quorum for each Board meeting is a majority of Directors each of whom is entitled to vote on an item of business.

Where Directors do not reach a decision by consensus, individual Directors may request that their dissent or abstention is recorded.

The CEO and the Company Secretary may attend each Board meeting by standing invitation, unless otherwise requested by the Chair, but will have no voting rights (unless the CEO is also a Director) and may be asked to leave at any time. Other members of Management may be required to attend meetings as requested by or agreed with the Chair and Directors.

The Company Secretary, in conjunction with the Chair and the CEO, shall prepare an agenda for each meeting which shall be circulated to the Board, and the Executive Committee as applicable, via the electronic board portal Diligent, together with supporting documentation, within a reasonable period in advance of the meeting, usually at least one week prior to each meeting.

Draft minutes of each Board meeting will be prepared by the Company Secretary and reviewed by the Chair. The draft Minutes will then be circulated to all Directors and tabled at the next meeting of the Board for approval.

The Company Secretary will maintain a forward agenda which sets out the scheduled matters to be addressed by the Board for the following 12 month period and to assist the Board in determining the extent to which it has met its responsibilities under this Charter.

Committees

The Board may establish standing or special purpose Committees to assist it in discharging its duties and responsibilities. The Board may delegate authorities to its Committees as it sees fit, however the ultimate responsibility for these matters is retained by the Board. The Board determines the composition, membership and Chair of its Committees.

The Board has established the Audit & Risk Management Committee and the People & Culture Committee as standing Committees.

Minutes of all Committee meetings are provided to the Board. Where all Directors are not present at a Committee meeting, the Committee Chair will report significant matters at the next possible Board meeting.

The role, function and operation of each Committee will be set out in a written charter approved by the Board. Committees review their charters each year and recommend changes to the Board for approval.

Document Control Table

Document information			
Document approver		Board of Directors	
Document owner name		Board of Directors	
Document delegate name/s		Company Secretary	
Document version number		11.0	
Document version date		28 March 2025	
Document review cycle		Annually	
Next document review date		March 2026	
Document location		External use Landcom.com.au	
Document level		1	
Linked artefacts			
Linked documents		Code of Conduct Board Delegations to the CEO Handling Conflicts of Interest Policy Landcom Constitution Board Document Management Protocol NSW Treasury Commercial Policy Framework	
Linked legislation		Landcom Corporation Act 2001 State Owned Corporations Act 1989 Government Sector Finance Act 2018 NSW Treasury’s Commercial Policy Framework	
Linked risks		Reputational Operational Work Health & Safety Financial	
Revision history			
Version	Approval date	Author	Description
11.0	28/3/2025	Company Secretary	Review of Charter to rationalise details and include sustainability-related responsibilities
10.0	28/3/2024	Company Secretary	Review of Charter with immaterial amendments.
9.0	31/03/2023	Company Secretary	Review of Charter to align wording of responsibilities more closely with legislation, including for the powers and authority of deputy chair, and relocation of Conflicts of Interest section to the relevant Policy.
8.0	25/03/2022	Company Secretary	Review of Charter to ensure accurate reflection of the Board’ s desired governance outcomes, including reference to Board Document Management Protocol and flexibility in obtaining an independent external Board Performance Evaluation.