

Lower Burdekin Water



GOVERNANCE POLICY

Doc No:	Doc Name:	Reviewed By:	Approved By:	Approval Date:	Board Minute	Next review due:
ADM002	Governance Policy	LBW Board	LBW Board	23/05/2019	11.4.2	23/05/2020

Contents

1. NATURE OF LOWER BURDEKIN WATER.....	4
1.1. Establishment.....	4
1.2. Date Authority was Established	4
1.3. Definitions.....	4
1.4. Policies, Standards and Procedures	5
2. WATER SERVICE PROVIDER	5
3. OBJECTIVES, PURPOSE AND FUNCTIONS.....	5
3.1. Statement of Objectives	5
3.2. Purpose of the Authority	5
3.3. Functions of the Authority	5
3.4. Compliance Reporting	6
3.5. Human Resources and WHS	6
3.6. Financial	6
3.7. Administration.....	6
3.8. Resource Management.....	7
3.9. Customer Relations	7
3.10. Operations and maintenance – Water distribution and recharge activities	7
3.11. Project and Contract Management.....	7
3.12. Asset Holding and Management.....	8
3.13. Funding and Expenditure.....	8
4. BOARD OF DIRECTORS.....	8
4.1. Outline of the Authority’s Structure.....	8
4.2. Composition of the Board of Directors.....	8
4.3. Board Wholism	8
4.4. Quorum.....	8
4.5. Decision-Making Process.....	8
4.6. Delegation	9
4.7. Implementation of Board Decisions.....	9
4.8. Conflict of Interest.....	9
4.9. Strategic Planning.....	9
4.10. Director Position Description.....	9
4.11. Obligations of the Board	9
4.12. Term of Appointment	10
4.13. Election of Chairperson and Deputy Chairperson	10
4.14. Specific Duties of Directors	10
4.15. Expected Meeting Attendance, Preparation and Participation.....	10
5. ORDINARY MEETINGS OF THE BOARD OF DIRECTORS.....	10
5.1. Who may call Meetings.....	10
5.2. How Meetings Convened.....	10

5.3.	Conduct of meetings	11
5.4.	Cancellation or adjournment	11
5.5.	Minutes	11
5.6.	Flying Minutes.....	11
5.7.	Rules for meetings and procedures	11
5.8.	How Directors may participate	11
6.	SPECIAL MEETINGS OF BOARD OF DIRECTORS OR COMMITTEES.....	12
6.1.	Chairperson may call Meeting.....	12
6.2.	Directors may call Meeting.....	12
6.3.	Committees	12
7.	NOMINATING AND/OR ELECTING LBW DIRECTORS.....	12
7.1.	Procedure for Nomination and/or Election of Directors.....	12
7.2.	Eligibility for Appointment as Director.....	12
7.3.	Expertise Criteria for Directors	13
7.4.	Nominations for Directors.....	13
7.5.	Voting Distribution for Elections of Board of Directors	14
7.6.	Secret Ballot	14
8.	POWERS OF AUTHORITY TO MAKE AND LEVY RATES AND CHARGES	14
8.1.	Rates and Charges	14
9.	COSTS AND EXPENSES	15
10.	FINANCIAL REQUIREMENTS.....	15
11.	EXECUTION OF DOCUMENTS	15
11.1.	Execution of documents.....	15
12.	STAFF	15
12.1.	Executive Officer.....	15
12.2.	Secretary	15
13.	NOTICES.....	16
13.1.	Persons authorised to give notices	16
13.2.	Method of giving notices	16

1. NATURE OF LOWER BURDEKIN WATER

1.1. Establishment

The Authority is a Category 2 Water Authority pursuant to the *Water Act 2000* (Qld) (“**the Act**”) authorised to carry out Water Activities within the Lower Burdekin Water Authority Area as identified in the plan attached at Schedule 1.

1.2. Date Authority was Established

The Authority was established on 18 February 2015 under regulation by the Governor in Council.

1.3. Definitions

Act means the *Water Act 2000* (Qld) or any subsequent legislation which replaces or amends that act and all associated regulations and rules

Authority means Lower Burdekin Water

Board means the Board of Directors for the Authority

Burdekin Aquifer means that part of the subterranean water system or aquifer located in the Burdekin Basin that is within the Lower Burdekin Authority Area

Casual Vacancy has the meaning as defined in section 608 of the *Water Act 2000* (Qld)

Customer means a person to whom the Authority supplies open water and/or other services

Department means the Department of Natural Resources, Mines and Energy and its successors

Director means a person elected, nominated or appointed to the Authority’s Board

DOL means the Lower Burdekin Distribution Operations Licence under the *Water Act 2000* (Qld)

Elected Director means a director nominated and elected by Ratepayers in accordance with section 8.2(b)

Law means any and all state and federal legislation, regulations and rules as in force and as amended from time to time

Lower Burdekin Water Authority Area means that area set out in the maps in Schedules 1 and 2

Mill means a mill situated within the Lower Burdekin Authority Area that processes sugar cane and contributes financially to the Authority for any purpose

Minister means the Minister of the Department of Natural Resources and Mines or its successors

Nominated Director means a director who is nominated by:

(a) the Mill owner; or

(b) the local government council

to a position on the Board

Operations Manual means the Burdekin Basin Lower Burdekin Distribution Operations Licence Operations Manual May 2017 as amended from time to time

Ratepayer means a person or entity who pays rates and charges or fees to the Authority as per the Authority’s Rating Policy (RP001)

Roll of Voters means the roll of Ratepayers kept by the Authority pursuant to the *Water Regulation 2002* (Qld) or its successor

ROP means the *Burdekin Basin Resource Operations Plan 2009*

Seal means the common seal of the Authority

Secretary means a person appointed to perform the duties of a secretary of the Board in an administrative role

Voter means a Ratepayer eligible to vote in accordance with clause 7.1

Water Activities has the meaning ascribed to it by the Act

Water Authority has the meaning ascribed to it by the Act

Water legislation or regulation means any legislation, order in council, regulation or rule enacted or promulgated by the State or Commonwealth government concerning the management and distribution of water

Water Management Protocol means the Burdekin Basin Water Management Protocol 2017

Water Plan means the Water Plan (Burdekin Basin) 2007

Water Service Provider has the meaning as that term appears in the *Water Supply Act*
Water Supply Act means the *Water Supply (Safety and Reliability) Act 2008 (Qld)* and any legislation which replaces or amends that act and all associated regulations and rules

1.4. Policies, Standards and Procedures

The Authority shall by resolution adopt policies, standards and procedures to govern the conduct and behavior of Directors and personnel employed by the Authority. The purpose of the policies, standards and procedures is to enhance transparency, accountability and integrity in the delivery of services to Ratepayers, Customers and the community. The Authority's policies, standards and procedures are listed in the Authority's Document Control Register. Copies of the register and documents are saved electronically, in the Authority's filing system.

2. WATER SERVICE PROVIDER

The Authority is:

- (a) a Category 2 Water Authority for the purposes of the *Act*; and
- (b) a Water Service Provider for the purposes the *Water Supply Act*;
- (c) a DOL holder; and
- (d) a public utility provider for the purposes of the *Land Title Act 1994 (Qld)*.

3. OBJECTIVES, PURPOSE AND FUNCTIONS

3.1. Statement of Objectives

The Authority's objectives are aimed at achieving:

- (a) the safety and wellbeing of people;
- (b) an engaged and productive workforce;
- (c) a manage aquifer heights and water delivery to prevent saltwater intrusion;
- (d) engaged and informed stakeholders;
- (e) a proactive and transparent governance;
- (f) financial sustainability while delivering services at the lowest possible cost;
- (g) managed assets and infrastructure to ensure reliable services; and
- (h) system health and ecological function.

3.2. Purpose of the Authority

The purpose of the Authority is to sustainably manage water resources within and around the Lower Burdekin Water Authority Area.

3.3. Functions of the Authority

The functions of the Authority are:

- (a) to primarily replenish, recharge, manage, distribute and protect ground water and surface water in the Lower Burdekin Water Authority Area to the extent permitted by law for the purpose of maintaining ground water levels and to restrict / limit salt water intrusion by the promotion of the conjunctive use of surface water and ground water;
- (b) to represent the interests of Ratepayers and Customers in the Lower Burdekin Water Authority Area to the extent necessary to achieve the Authority's objectives;
- (c) to engage in Water Activities outside the Lower Burdekin Water Authority Area, provided those Water Activities do not –
 - (i) limit the Authority's ability to perform its primary function; or
 - (ii) financially prejudice the Authority or its Ratepayers or Customers;
- (d) to generate revenue, including by levying rates and charges upon Ratepayers and Customers;
- (e) to construct, acquire, own, operate and maintain infrastructure for the purposes of water distribution and aquifer replenishment and recharge;
- (f) to establish and maintain services of a commercial or non-commercial nature in accordance with the purposes of the Authority;
- (g) to carry out research and development in areas that will add value and or improve the long-term sustainability and health of the Burdekin Aquifer and Lower Burdekin Water

- Authority Area and to inform Ratepayers and Customers of the best practice for water use for the services provided by the Authority;
- (h) to borrow money and to secure funds in accordance with all legislative and regulatory requirements for the purposes of the Authority and so as to enable the Authority to carry out its functions;
 - (i) to expend money for the purposes of the Authority and to enable the Authority to carry out its functions.

3.4. Compliance Reporting

Preparation of all compliance reporting including:

- (a) monthly Board papers including health, safety, environment and community ("HSEC"), financial and operational reports;
- (b) monthly financial and quarterly and annual statistical reports to the Department and SunWater Ltd;
- (c) Business Activity Statements ("BAS") reports and other Commonwealth requirements;
- (d) annual financial reporting to the State government;
- (e) Bureau of Meteorology reports;
- (f) event reporting as required by the DOL and regulation;
- (g) environmental reporting as required (future requirements) e.g. discharge water quality, fish movements; and
- (h) preparation and publishing of the strategic plan, operations plan and annual report.

3.5. Human Resources and WHS

The main human resources functions include:

- (a) development and implementation of position descriptions clearly defining roles and responsibilities and key performance indicators;
- (b) performance management;
- (c) payroll;
- (d) human resources reporting;
- (e) development and application of human resources policies to support the organisation and employees;
- (f) recruitment processes; and
- (g) development and management of the occupational, health, safety, environmental and community systems and supporting policies for the Authority.

3.6. Financial

The main financial functions include:

- (a) maintaining financial accounting systems including general ledgers, asset registers, accounts payable, accounts receivable;
- (b) preparation of annual operational and capital budgets;
- (c) preparation of monthly and annual financial accounts, analysis and assessment of actual performance against budget and preparation of related exception reports;
- (d) managing investments and loans;
- (e) preparation and management of financial management strategy;
- (f) management of internal and external audit requirements;
- (g) preparation of BAS and Fringe Benefit Tax, Fuel Tax Credit reports;
- (h) banking and bank reconciliations;
- (i) preparation of guidelines for financial management of major contracts;
- (j) responsibility for monitoring compliance to financial policies and requirements of the *Financial Accountability Act 2009* (Qld) and other relevant legislation; and
- (k) long term financial planning and forecasting with respect to asset renewals.

3.7. Administration

The main administration functions include:

- (a) preparation and maintenance of effective record systems;
- (b) management of reception and customer liaison functions;
- (c) maintaining visitor register and customer contact records;

- (d) management of incoming and outgoing mail;
- (e) administrative support to human resources, financial and operational functions;
- (f) management of water accounting and billing systems;
- (g) management of organisational databases; and
- (h) providing an effective communication strategy and process to disseminate information to Ratepayers, Customers and other stakeholders.

3.8. Resource Management

Main functions/activities carried out include:

- (a) represent the interest of Ratepayers and Customers;
- (b) maintain detailed understanding of emerging resource management issues and assess their likely impact on the Authority's operations;
- (c) utilise science to develop strategies and actions for consideration by the Technical Committee and the Board;
- (d) manage the implementation of these strategies and actions;
- (e) liaise with State, Commonwealth and local agencies in respect of issues and management strategies / actions being implemented within the Lower Burdekin Water Authority Area; and
- (f) identify external funding opportunities that will benefit the Authority in managing resources.

3.9. Customer Relations

The main functions of customer relations include:

- (a) preparation and management of all communications to Ratepayers, Customers and other stakeholders;
- (b) maintenance of Customer service contracts and obligations;
- (c) management of Ratepayer meetings as requested by the Board and/or committees;
- (d) management of stakeholder queries and complaints;
- (e) management of community queries and complaints;
- (f) management of SunWater Ltd customers as per the requirements of the Water Management Protocols, DOL and Operations Manual.

3.10. Operations and maintenance – Water distribution and recharge activities

The main functions of operations and maintenance include:

- (a) management of water distribution for the Burdekin Aquifer recharge and surface water to Ratepayers and Customers;
- (b) operating the water infrastructure and to supply water in accordance with the DOL and Operations Manual;
- (c) recording water usage via meter reading;
- (d) management of the Authority's maintenance activities on assets and infrastructure;
- (e) implementation of the Authority's Workplace Health and Safety system;
- (f) management of contractor operational and maintenance works;
- (g) identification of operational and maintenance improvements;
- (h) monitoring compliance with the Authority's policies; and
- (i) other activities including:
 - (i) maintenance of asset registers; and
 - (ii) developing strategic plans to implement emerging water policy, resource management requirements and energy reduction.

3.11. Project and Contract Management

The main functions of project and contract management include:

- (a) developing and managing capital renewals programs;
- (b) developing and managing projects for additional infrastructure;
- (c) conducting condition assessments on existing assets and infrastructure, including schedules, budgets and strategies in conjunction with Authority's asset renewals annuity;
- (d) negotiate and manage contracts for the Authority;

- (e) project reporting; and
- (f) at the Authority's discretion, the engagement of a project manager for complex or extended projects.

3.12. Asset Holding and Management

The Authority shall:

- (a) hold all of its assets including land, buildings, infrastructure, equipment and plant, whether listed in the asset register or not, on behalf of the State of Queensland;
- (b) utilise its assets in the manner determined by the Board for the purpose of carrying out its functions and achieving its purposes; and
- (c) ensure that all assets and infrastructure purchased or constructed are entered on the Authority's asset register.

3.13. Funding and Expenditure

The Authority shall:

- (a) shall derive revenue and obtain and raise funds in any lawful manner as determined by the Authority from time to time;
- (b) be entitled to dispose of and/or to charge its assets including undertakings, and revenue as security to obtain funds for its purposes and functions, subject to the lawful requirements of government and/or any restriction or prohibition set out in any legislation or regulation;
- (c) ensure that all expenditure is applied in pursuit of the purposes of the Authority set out in clause 3.2 and for the purpose of carrying out the functions set out in clause 3.3.

4. BOARD OF DIRECTORS

4.1. Outline of the Authority's Structure

The Authority's internal operating structure is comprised of:

- (a) the Board; and
- (b) Such committees or bodies as the Board or the Executive Officer may determine from time to time.

4.2. Composition of the Board of Directors

- (a) As originally detailed in the Government Gazette dated 20 March 2015 and updated in the Government Gazette dated 20 February 2019. The Board shall consist of (7) directors comprised of:
 - (i) one nominated by the Burdekin Shire Council and appointed by the Minister;
 - (ii) two nominated or elected from ratepayers in each of the two divisions by ratepayers and appointed by the Minister; and
 - (iii) two nominated by the owners of the sugar milling operations which contribute financially to the operations of the authority and appointed by the Minister.

4.3. Board Wholism

All policy and governance decisions will be made by the Board as a whole. No single member or committee may decide any issue of policy, represent the entire Board, or direct staff actions except where explicitly spelled out in Board policies. Whenever a Board member or committee is in need of Board action, they shall make arrangements through the Chairperson to place an item upon the agenda. Board members may also seek Board action via electronic mail. Board members and committees will regularly bring recommendations for action to the Board as whole.

4.4. Quorum

The quorum for a Board meeting is 4 or more or otherwise set out in the Act.

4.5. Decision-Making Process

- (a) Before any decision is brought to the Board, the Chairperson will:
 - (i) ensure that all Directors have received adequate and timely information about the issue at hand; and

- (ii) publish the decision item on a meeting agenda; or
 - (iii) request a Board discussion and vote via electronic mail.
- (b) The Board will make all governance decisions for the Authority based on a majority vote of Directors present at any meeting at which a quorum is present. Alternatively, Board decisions may be made according to electronic voting.
- (c) Committees established by the Board may advise and make recommendations to the Board regarding matters within the scope of the committee. The Board is the decision-making body and shall review the advice and/or recommendations and make its decision.

4.6. Delegation

- (a) The Board may, in writing, delegate its decision-making powers to a Director or an appropriately qualified employee of the Authority.
- (b) Any delegation must be in accordance with the Authority's Delegation of Authority Policy.
- (c) A person must not, in relation to a matter, exercise a power that has been delegated to a person under subsection (a) if the person has a direct or indirect financial or personal interest in the matter.

4.7. Implementation of Board Decisions

- (a) The Directors are responsible for carrying out and publicly supporting every decision made by the Board.
- (b) Directors who fail to perform according to agreements reached or according to planning documents approved by the Board shall be held accountable by the Chairperson and committee chairs.

4.8. Conflict of Interest

- (a) A conflict of interest exists when the personal or professional interests of a Director conflicts with their fiduciary obligation to the Authority. As Directors are likely to be affiliated with many organisations in our communities, it is not unusual for actual or potential conflicts of interest to arise. Each Director has the duty to place the interest of the Authority foremost in any dealings on behalf of the Authority.
- (b) Directors shall:
 - (i) at all times comply with the requirements set out in HRM015 - Code of Conduct and HRM020 Related Parties Policy;
 - (ii) disclose any significant personal or professional financial interest in any matter before the Board before any discussion or negotiation of such transaction takes place. This includes matters that may involve an organisation for which the Director works or serves as a trustee or director;
 - (iii) refrain from participating in any discussion of the matter unless invited to respond to questions or provide factual information by the Board; and
 - (iv) refrain from using for personal or professional gain any privileged information acquired by virtue of his or her role as a Director.

4.9. Strategic Planning

The Board shall annually review and approve the Authority's Strategic and Operational Plans and Budget.

4.10. Director Position Description

Directors serve as decision-makers, developing policies to govern the operations of the Authority and monitoring the finances, strategic risks, programs, and performance of the Authority.

4.11. Obligations of the Board

The Board shall:

- (a) define policy, program outcomes, and monitor their effectiveness; and
- (b) monitor finances and ensure the financial health of the Authority.

4.12. Term of Appointment

- (a) A Director is appointed for the term of 3 years starting on the day stated in the director's instrument of appointment.
- (b) The Director continues holding office after the Director's term of office ends until the Director's successor is appointed.
- (c) If a person is appointed to fill a casual vacancy in the office of a Director, the person is appointed only for the remainder of the Director's term of office.
- (d) Where a Casual Vacancy occurs, the position may be filled in accordance with clause 7.

4.13. Election of Chairperson and Deputy Chairperson

- (a) The Chairperson of the Board will be elected at the first meeting of the Board by the Directors comprising the Board.
- (b) The Directors of the Board may elect a Deputy Chairperson at the first meeting of the Board.
- (c) A Chairperson and Deputy Chairperson each holds office until the meeting on the annual anniversary of their appointment to the positions by the Board.
- (d) The Board must choose the Chairperson and may choose the Deputy Chairperson again at the annual anniversary meeting.
- (e) Any of the Elected or Nominated Directors are eligible for election as Chairperson and Deputy Chairperson.
- (f) There is nothing to preclude the same person being chosen by the Board as Chairperson or Deputy Chairperson for consecutive terms.

4.14. Specific Duties of Directors

Directors shall:

- (a) serve on at least one Board committee;
- (b) read and understand all Board policies and program plans;
- (c) contribute skills, knowledge, and experience, when appropriate;
- (d) listen carefully for other viewpoints;
- (e) assume leadership role in Board activities with special emphasis on those undertaken by a committee on which the Director serves;
- (f) support all decisions made by the Board and represent the Authority in a positive light to public;
- (g) hold fellow Directors and officers accountable for performing according to these policies; and
- (h) must attend training and up skilling sessions as required to perform Director duties.

4.15. Expected Meeting Attendance, Preparation and Participation

Directors shall:

- (a) regularly attend and participate in Board meetings;
- (b) attend and participate in committee meetings, where relevant;
- (c) be well-informed and prepared for meetings, including reviewing all agenda documents and meeting materials;
- (d) attend and participate in Ratepayer meetings and other events as required; and
- (e) notify fellow Directors whenever another commitment or illness will prevent attendance at one of the above.

5. ORDINARY MEETINGS OF THE BOARD OF DIRECTORS

5.1. Who may call Meetings

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.

5.2. How Meetings Convened

Board meetings are to be held at a day, time and place fixed by the Board and:

- (a) at least seven (7) clear days notice of an ordinary meeting must be given to each Director;
- (b) a notice of the Board meeting must state the day, time and place of the meeting; and

- (c) notice of an ordinary meeting may be waived if a majority of the Directors agree;
- (d) a notice of Board meeting may be given by electronic and other means of communication, including without limitation by email and SMS.

5.3. Conduct of meetings

- (a) The Chairperson will preside at Board meetings.
- (b) If the Chairperson is absent, the Deputy Chairperson must preside.
- (c) If the Deputy Chairperson is also absent, the Director chosen by the Directors must preside.

5.4. Cancellation or adjournment

- (a) A meeting of the Board may be:
 - (i) cancelled before the meeting is held if a majority of the Directors agree; or
 - (ii) adjourned or cancelled at the meeting.

5.5. Minutes

- (a) The Executive Officer shall ensure that minutes are kept for all Board and committee meetings.
- (b) This clause applies to a meeting that has lapsed, cancelled or adjourned.
- (c) A draft of the minutes of each meeting must be given to the next meeting of the Board or committee for confirmation.
- (d) If the draft minutes are confirmed, the presiding Director at the next meeting must sign the minutes as the true minutes of the preceding meeting.

5.6. Flying Minutes

A written resolution which is signed and dated by all the Directors for the time being in Australia shall be as valid and effectual as if it had been duly passed at a Board meeting duly convened and constituted and the following applies:

- (a) any such resolution may consist of several identical documents signed by one or more Directors;
- (b) the resolution shall be deemed to have been passed on the day (according to the dates of signing) when the resolution shall have been last signed by the last of all the Directors for the time being in Australia;
- (c) if a signed copy of the resolution shall be returned to the Secretary undated, the Secretary shall insert as the date the date on which it was so received by the Secretary and the resolution shall be deemed to have been passed on that day; and
- (d) a facsimile or email transmission issued or sent by a Director shall be deemed to be signed and dated by such Director on the day of transmission.

5.7. Rules for meetings and procedures

- (a) The Board may make such other rules and regulations which it considers necessary or desirable for governing the convening of Board meetings, the conduct of business and quorums for meetings of a committee ("**Meeting Procedures**").
- (b) The Board may at any time and from time to time delete, vary, amend or add to the Meeting Procedures whenever the Board considers it necessary or desirable to do so.
- (c) Every member of the Board or of a committee must observe and comply with the Meeting Procedures.
- (d) A certificate under the signature of the Chairperson of Board listing the Meeting Procedures for the time being in force or any amendment to them shall be conclusive evidence that those Meeting Procedures are for the time being in force.

5.8. How Directors may participate

The contemporaneous linking together of a quorum of Directors (whether in Australia or not) by technology that gives the Directors as a whole a reasonable opportunity to participate in the meeting and allows the participants to hear and be heard by each other ('electronic

communication devices') shall be deemed to constitute a meeting of the Board duly convened and held provided that:

- (a) all the Directors for the time being entitled to receive notice of a meeting of the Directors receive notice of any such meeting. Notice of any such meeting and of the general nature of the business for discussion may be given by facsimile transmission or by electronic communication devices or by any other means authorised under this Constitution for the giving of notice of Board meetings; and
- (b) each of the Directors taking part in the meeting by electronic communication devices is able to hear each of the other Directors taking part, for the duration of the meeting; and
- (c) at the commencement of the meeting, each Director must acknowledge their presence for the purposes of the meeting to all the other Directors taking part; and
- (d) a Director does not leave the meeting by disconnecting their electronic communication device unless they have previously obtained the consent of the Chairperson of the meeting to do so.

6. SPECIAL MEETINGS OF BOARD OF DIRECTORS OR COMMITTEES

6.1. Chairperson may call Meeting

- (a) The Chairperson may call a Board meeting or a special meeting of the Board or a committee meeting by giving reasonable notice to each Director of the Board.
- (b) The Chairperson can call a meeting at any time.

6.2. Directors may call Meeting

The Chairperson must call a special meeting if requested by 4 or more of the Directors.

6.3. Committees

- (a) The Board may establish committees to:
 - (i) review, investigate and monitor matters affecting the business in detail; and
 - (ii) advise and make recommendations to the Board.
- (b) In establishing a Committee, the Board shall determine:
 - (i) whether the chairperson for the Committee is to be appointed by members of the Committee or by the Board;
 - (ii) whether the chairperson is to be a Director of the Authority or an independent chairperson. If the chairperson is to be an independent person, then the term of the position is to be set by the Board; and
 - (iii) the purpose, function, scope and where necessary charter of the committee.
- (c) The time, place and frequency of committee meetings shall be determined by the committee.

7. NOMINATING AND/OR ELECTING LBW DIRECTORS

7.1. Procedure for Nomination and/or Election of Directors

As detailed in the Government Gazette notice published on 20 February 2019, the nomination and/or election of directors to the Authority's Board shall comply with the procedure set out in the document entitled "Procedures for category 2 water authorities when nominating and/or electing directors, and conducting special ballots" dated February 2019 as amended from time to time.

7.2. Eligibility for Appointment as Director

- (a) A person is not eligible to be elected, or nominated for appointment, as a Director if the person –
 - (i) becomes mentally or physically incapable of satisfactorily performing the Director's duties; or
 - (ii) is an undischarged bankrupt or is taking advantage of the laws in force for the time relating to bankrupt or insolvent debtors; or

- (iii) has been convicted of an indictable offence, whether in Queensland or elsewhere, and the rehabilitation period for the offence has not expired or has been revived under the *Criminal Law (Rehabilitation of Offenders) Act 1986*: of
 - (iv) is an employee of the Authority; or
 - (v) is directly interested in an agreement with, or on behalf of, the Authority.
- (b) Subsection (a)(v) does not apply to a person to the extent the person is directly interested in an agreement with the Authority for the supply of water.

7.3. Expertise Criteria for Directors

Skills and experience in the following areas have been determined as necessary for the Authority's directors:

- (a) good governance – the understanding of the processes and behaviours required;
- (b) strategic expertise – the ability to understand and review strategy;
- (c) sound financial and accounting knowledge. The ability to read and understand business accounts, financial statements and management reports presented to the board as well as financial reporting requirements;
- (d) compliance – the board's responsibility involving overseeing compliance with numerous laws as well as understanding an individual director's legal and fiduciary duties and responsibilities;
- (e) risk management – experience in managing areas of major risk within business;
- (f) managing people and achieving change – managing relationships and engagement with key stakeholders and staff;
- (g) information technology – basic understanding of the use of electronic communication and media; and
- (h) industry knowledge – background understanding of agricultural and water or similar industries.

7.4. Nominations for Directors

(a) Nominated Directors

- (i) The owners of a sugar milling operations which contribute financially to the operations of the authority are entitled to nominate two directors to sit on the Board.
- (ii) The Burdekin Shire Council is entitled to nominate one director to sit on the Board.
- (iii) The appointment of the Nominated Directors is subject to the approval of and the appointment by the Minister.
- (iv) One month prior to a nomination and/or election being called the returning officer must:
 - A. advise the Mill owners and the Burdekin Shire Council of the impending election; and
 - B. request they advise their nominees for the coming term.

(b) Elected Directors

- (i) All Ratepayers are eligible as candidates for Elected Director nominations. However, only one Ratepayer from any one entity is eligible to stand for election.
- (ii) Elected Director nominees shall be nominated by Ratepayers.
- (iii) Elected Director candidates can stand for election in one Division only.
- (iv) The returning officer must, by notice to Ratepayers, call for nominations of Ratepayers eligible to be an Elected Director.
- (v) Where a candidate is nominated for both Divisions, the candidate must advise the returning officer which Division he intends to stand in.
- (vi) The notice must state:
 - A. the day and time, at least 10 business days after the notice is given, when nominations close; and
 - B. the day not more than 20 business days after nominations close, when voting material will be given to voters if a ballot is necessary.
- (vii) A nomination for an Elected Director must be:

- A. written; and
 - B. demonstrate how they meet the criteria listed in section 7.3; and
 - C. signed by the candidate and 2 Ratepayers; and
 - D. given to the returning officer before nominations close.
- (viii) A candidate may withdraw a nomination by notice to the returning officer no later than 1 hour before nominations close.
 - (ix) LBW will provide the Minister with eight proposed candidates, four from each division. From which he will appoint four directors, two for each division.
 - (x) If, after nominations have closed, the number of proposed candidates is not more than eight, the returning officer must declare the nominated candidates as proposed appointees for submission to the Minister.
 - (xi) However, if the number of candidates is more than four in any one of the two divisions, the returning officer must conduct a secret ballot for the relevant division.
 - (xii) If four or less nominations are received for each division then all of the nominations received for that division will be sent directly to the Minister for consideration and appointment without conducting a secret ballot.

7.5. Voting Distribution for Elections of Board of Directors

- (a) For the purposes of Elected Director elections, the Lower Burdekin Water Authority Area shall be divided into two Divisions.
- (b) The Divisions are geographically designated as follows:
 - (i) north of the Burdekin river in the Lower Burdekin Water Authority Area as shown in Administrative Plan AP22327, is designated as the "Northern Division"; and
 - (ii) south of the Burdekin river in the Lower Burdekin Water Authority Area as shown in Administrative Plan AP22327, is designated as the "Southern Division".
- (c) Each Division shall be equally represented on the Board by the Elected Directors nominated by Ratepayers.
- (d) A Voter may only vote once irrespective of whether they farm land in both the Northern and Southern Divisions.

7.6. Secret Ballot

- (a) A secret ballot shall be conducted for a division if more than four nominations for that division are received.
- (b) A secret ballot for Elected Directors shall be conducted by mail.
In subsection (d) – by mail, in relation to the conduct of an election, means other than at a meeting and may include voting material being given, for example –
 - (i) by handing it to the person; or
 - (ii) by sending it by mail; or
 - (iii) by sending it by facsimile; or
 - (iv) by sending it electronically.
- (c) LBW will provide to the Minister the four nominees who received the highest votes in each division in the secret ballot together with the election results for his consideration for appointment.
- (d) To ensure that LBW meets its obligations to achieve gender equality on its board, where the four nominees in each division who received the highest votes are all one gender, LBW will also provide the details of up to two nominees of the opposite gender who received the next highest votes in the secret ballot.

8. POWERS OF AUTHORITY TO MAKE AND LEVY RATES AND CHARGES

8.1. Rates and Charges

- (a) The Authority is empowered under the Act to levy rates and charges upon Ratepayers within the Lower Burdekin Water Authority Area.
- (b) The Authority levies rates upon Ratepayers on an area basis as defined and set out in the Authority's Rating Policy.

- (c) Water taken directly from channels or waterways within the Lower Burdekin Water Authority Area will be charged on a volumetric basis in accordance with terms set out in the Authority's Rating Policy and/or relevant Water Supply Agreement or Water Transfer Agreement.
- (d) The Authority also provides a range of specific water and non-water related services which for which it charges at the published rates.

9. COSTS AND EXPENSES

Directors and employees must not incur any expenditure on behalf of the Authority unless the expenditure-

- (a) has been previously authorized by the Board; or
- (b) is approved by the Board after it is incurred; or
- (c) is within their delegated authority as set out in the Financial Practice Management Manual and Delegations of Authority Policy.

10. FINANCIAL REQUIREMENTS

- (a) The Authority must manage its finances responsibly and ensure that it conducts its operations efficiently, effectively and economically in accordance with commercial principals. Expenditure must be for legal purposes, with reasonable value for money being the rule.
- (b) The Board shall direct, control and otherwise manage the financial requirements of the Authority in accordance with legislative requirements through written policies approved by the Board from time to time.
- (c) The Board will delegate authority for financial decisions in accordance with the Financial Practice Management Manual and Delegations of Authority Policy.

11. EXECUTION OF DOCUMENTS

11.1. Execution of documents

- (a) The activity or business which the document represents must be dually authorized by the Board in accordance with legislative requirements prior to execution.
- (b) The Authority may execute a document if the document is signed by:
 - (i) a Director and the Executive Officer; or
 - (ii) two (2) Directors;
 - (iii) a Director and some other person appointed or delegated by the Directors for the purpose.
- (c) The levels of authority in relation to various documents are as per the Delegations of Authority Policy.

12. STAFF

- (a) The Authority may engage on behalf of the Board such employees, agents and consultants as it considers necessary.
- (b) The terms on which an employee, agent or consultant is engaged by the Authority are to be decided by the Board.

12.1. Executive Officer

- (a) The Board may appoint an Executive Officer to manage and administer the operations of the Authority on the terms and conditions it considers appropriate.
- (b) A Director cannot be appointed as Executive Officer.

12.2. Secretary

The Secretary shall be appointed by the Executive Officer for the purposes of minute taking and administration at Board and committee meetings and must be an employee of the Authority.

13. NOTICES

13.1. Persons authorised to give notices

- (a) A notice by the Board in connection with this Governance Policy or other Board matters that may affect or have cause to have effect on Ratepayers may be given on behalf of the Authority by its solicitor, the Chairperson of the Board, Executive Officer or another authorised officer of the Authority.
- (b) The signature of a person on a notice given by the Board may be written, printed or stamped.

13.2. Method of giving notices

In addition to the method for giving notices permitted by statute, a notice by the Board in connection with this Governance Policy may be given to the addressee by:

- (a) delivering it to a street address of the addressee;
- (b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee; or
- (c) sending it by facsimile or e-mail to the facsimile or e-mail address of the addressee.

SCHEDULE 1

LOWER BURDEKIN BASIN MAPS

