

MRIWA BOARD CHARTER

Legislative Context: *Minerals Research Institute of Western Australia Act 2013 (WA)*
Financial Management Act 2006 (WA)
Auditor General Act 2006 (s 66) (WA)

Key Pillar: Governance

Pillar Goal: Robust governance and contemporary fit-for-purpose corporate practices

- Maintain relevant and responsive committee structure

Definitions:

Act means the *Minerals Research Institute of Western Australia Act 2013 (WA)*

Audit and Risk Committee or *Committee* means the MRIWA Audit and Risk Committee

Committee Chair means the person nominated by the MRIWA Board to chair the Committee

MRIWA or *Institute* means the Minerals Research Institute of Western Australia established under section 4(1) of the Act

MRIWA Board or *Board* means the board provided for in section 26(1) of the Act

MRIWA Board Chair means the person designated under section 28(1) as the chairperson of the board

MRIWA CEO/CFO means the person occupying or acting in the jointly held position of Chief Executive Officer and Chief Financial Officer

Treasurer's Instruction means instructions issued under section 78 of the *Financial Management Act 2006 (WA)*

Related Documents

MRIWA Board Skills Matrix

Managing Material Personal Interest Guideline

Premiers Circular 2019/07 State Government Boards and Committees

Version History:	Date Approved	Version	Approved By
	18 May 2015	1	Board Resolution: 20150518#4
	17 May 2021	5	Board Resolution: 20210517#1

The *Minerals Research Institute of Western Australia Act 2013* (the Act) is the primary reference for the role, authorities and accountabilities of the Board of the Minerals Research Institute of Western Australia (MRIWA).

This document summarises important aspects of the Act but should not be relied on as a comprehensive or complete statement of the content of the Act.

1. Board Purpose

The Board is the governing body of the MRIWA and, in the name of the Institute, is to perform the Institute's functions (s 26 (2)).

2. Purpose and Functions of the Institute

The purpose of the Institute is to foster and promote minerals research for the benefit of Western Australia (s 6).

The functions of the Institute are to:

- a) Procure or manage such minerals research projects as it thinks fit (s 7);
- b) Provide financial assistance for minerals research and other activities (s 8);
- c) Keep records about minerals research projects (s 9);
- d) Confer and collaborate on matters relating to minerals research with other persons, authorities and institutions (s 10);
- e) Maintain current knowledge of minerals research being undertaken within the State and elsewhere (s 10);
- f) Promote public awareness of, and foster public interest in, matters relating to minerals research (s 10);
- g) Foster academic activities relevant to the Institute's functions (s 10);
- h) Provide the Minister with advice in relation to minerals research (s 10);
- i) Undertake any other function prescribed by regulations (s 10).

3. Authorities and Powers

The Institute has all the powers it needs to perform its functions (s 11 (2)). The Institute may:

- a) participate in a business arrangement and acquire, hold and dispose of shares, units or other interests in, or relating to, a business arrangement, subject to approval of the Minister and the Treasurer (s 11 (3)); and
- b) enter into arrangements for sponsorship (s 11 (3)); and
- c) develop and turn to account any technology, software, resource or intellectual property and, for that purpose, apply for, hold, receive, exploit and dispose of any intellectual property (s 11 (3)); and
- d) use its expertise and resources to provide consultancy, management, advisory or other services for profit (s 11 (3)).

The Institute, in performing its functions, may act alone or in conjunction with:

- a) any person or public authority (s 11 (4)); or
- b) any other government agency or instrumentality of the Commonwealth (s 11 (4)).

The Institute may delegate to a staff member any power or duty of the Institute under another provision of this Act: such delegation must be in writing executed by the Institute (s 13).

4. Accountability

The MRIWA Board is subject to Ministerial direction (s 63).

MRIWA is subject to both the *Financial Management Act 2006* and the *Auditor General Act 2006* (s 66).

MRIWA's funds are to be held in an agency special purpose account under the *Financial Management Act 2006* (s 67).

5. Board Structure and Composition

5.1 Membership (s 27)

The Board is to consist of 7 members appointed by the Minister, of whom:

- a) at least one is to have recent or current experience in the minerals industry; and
- b) at least one is to have recent or current experience in the minerals research sector or any other research sector; and
- c) one is to be nominated by the chief executive officer of the department principally assisting in the administration of the Mining Act 1978; and
- d) each other member is to have knowledge of, and experience in, a field that is, in the opinion of the Minister, relevant to the Institute's functions.

5.2 Chair

The Minister will appoint one member of the Board to be the Chair and one member to be the Deputy Chair ((s28 (1)).

5.3 Composition

Recommendations for nomination to the Board will be made following consideration of the Board Skills Matrix.

5.4 Term

A member of the Board holds office for such term, not exceeding 3 years, as is specified in the instrument of appointment (s 29).

A member is eligible for reappointment but cannot hold office for more than 9 consecutive years (s 29).

5.5 Remuneration

Members are entitled to be paid out of the funds of the Institute any remuneration and allowances that the Minister may from time to time determine on the recommendation of the Public Sector Commissioner (s 34).

In accordance with the Premier Circular 2019/07, a member of a State Government board or committee is not eligible for remuneration (other than reimbursements for travel expenses) if they are:

- (i) on the public payroll, including all current full time State, Commonwealth and Local Government employees; Members of Parliament; current and retired judicial officers (except Magistrates); and current non-academic employees of public academic institutions; or
 - (ii) a person who was a Member of Parliament within the last 12 months.
- Persons who are eligible for remuneration include:
 - (i) part time public sector employees, where the relevant Minister is satisfied that the work relating to the board or committee will occur outside of their employment, and all other potential conflicts of interest are appropriately managed;
 - (ii) University academics, defined as someone engaged primarily for the purpose of providing educational services and not administrative or other services; and
 - (iii) elected Local Government councillors.

5.6 Induction

All members of the Board are required to be familiar with the *Minerals Research Institute of Western Australia Act (2013)* and with the Institute's:

- a) Code of Conduct;
- b) Policy on managing material personal interest;
- c) Board Charter;
- d) Research Priority Plan;
- e) Strategy; and
- f) Institute policies, relevant government legislation and regulation and requirements of the Public Sector Commissioner.

5.7 Board evaluation

The Board will determine the timing and process for evaluating Board performance.

5.8 Advisory Committees (s 60)

The Board may:

- a) appoint any advisory committee it considers necessary to provide advice to the Institute in relation to the Institute's functions; and
- b) appoint the members, and determine the functions, of each advisory committee; and
- c) discharge or alter an advisory committee.

An advisory committee must comply with all reasonable directions or requirements of the Board, and otherwise may determine its own procedures. An advisory committee must keep minutes of its meetings to a standard approved by the Board and provide the Institute with a copy of the minutes of each meeting.

The Institute, in performing its functions, must have regard to the advice provided to it by an advisory committee but does not have to act on or give effect to the advice; or wait for the advice before taking action (s 61).

6. Meetings and Procedures

6.1 Frequency of meetings

The Board is to meet at least 3 times a year (s 35(2)). The times and places for meetings are to be determined by the Board (s 35(1)).

6.2 Quorum

Four members constitute a quorum (s 36 and subject to provisions of s 45).

At a meeting of the Board, each member present has a deliberative vote (subject to provisions of s 44).

In the case of an equality of votes, the member presiding has a casting vote in addition to a deliberative vote (s 40).

A question is resolved by a majority of the votes cast (s 40).

6.3 Disclosure of material personal interest

A member who has either a direct or apparent material personal interest in a matter being considered or about to be considered by the Board must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Board (s 43 (1)).

The Managing Material Personal Interest Guideline provides guidance on the required procedures to identify situations which may give rise to a conflict of interest and ensure they are declared, recorded and managed.

6.4 Attendance and expectations

Board members are expected to make every reasonable effort to attend Board meetings. Attendance in person is preferred; however, participation by teleconference or other electronic means is permitted if necessary.

The CEO/CFO, the Chair of the Advisory Committee, the financial management service providers, the auditor and other officers of the Institute may attend Board meetings at the discretion of the Board.

The Board may invite any other person it considers appropriate to attend a Board meeting.

6.5 Board Calendar

The Board will decide and routinely review the annual calendar of matters for Board consideration.

6.6 Procedure at meetings

The Chair is to preside at meetings (s 37). The Board is to determine its own meeting procedures (to the extent that they are not fixed by the MRIWA Act) (s 38).

6.7 Distribution of agenda and supporting material

The agenda and supporting material must be provided to the Board members prior to each Board meeting and in sufficient time to enable members to properly prepare for each meeting.

6.8 Submission of reports to the Board

The Board may require management to submit reports, as it determines from time to time, for its consideration at each meeting. Reports will commonly include: financial management reports; annual financial statements; risk assessments; and compliance reports.

6.9 Minutes of Board meetings

The Board must keep accurate minutes of its meetings (s 42).

The draft minutes are to be provided to Board members as soon as practical after a Board meeting. Draft minutes will be included in the Board papers for the next scheduled Board meeting for endorsement.

6.10 Confidentiality

The proceedings of the Board remain confidential to the Institute. The MRIWA Act has substantial provisions for confidentiality of information (ss 70, 71)

7. Duties and responsibilities of the Board

The Board is accountable to:

- a) Oversee and monitor performance of the Institute to ensure compliance with relevant regulatory and legal requirements;
- b) Determine the Institute's strategy;
- c) Establish and review the framework of policies for the Institute;
- d) Review and approve the Research Priority Plan, goals, annual budgets, and financial plans;
- e) Monitor performance against the Institute's Research Priority Plan;
- f) Monitor performance of the Institute and of research projects or other activities of the Institute;
- g) Establish and determine the powers and functions of any Board Committee, advisory committee and/or advisory service established by the Board;
- h) Recommend appointment and regularly assess the performance of the CEO;
- i) Determine the Institute's financial grants for minerals research projects and other activities provided for in the Institute's functions;
- j) Determine the risk appetite for the Institute and, ensure risks are identified and appropriate controls, monitoring and reporting mechanisms are in place;
- k) Determine the desired culture for the Institute;
- l) Monitor the benefit to the Western Australian economy derived from the Institute's investment in minerals research and other activities;
- m) Contribute to and monitor the Institute's networking and stakeholder communications; and
- n) Enhance and protect the Institute's reputation.

8. Duties and responsibilities of the Chief Executive Officer

The CEO is accountable to:

- a) Develop strategies for achieving the Institute's objectives as set out in the MRIWA Act;
- b) Prepare and provide recommendations to the Board on the activities and budgets for the Institute;
- c) Report regularly to the Board on the status of the Institute's activities and finances;
- d) Assist the Board to monitor the performance of the Institute;
- e) Monitor research projects and other activities of the Institute and release Institute funds against the schedule of payments and key milestones as may be approved by the Board or set out in approved agreements;
- f) Facilitate activities to promote the Institute's activities and the uptake of research outputs;
- g) Attend as a non-voting attendee, all Board meetings unless otherwise instructed by the Board; and
- h) Undertake other such functions as the Board may otherwise determine in consultation with the CEO.

9. Reporting

The Institute must keep the Minister reasonably informed of the operations, financial performance and financial position of the Institute (s 64).

10. Review

The Board will review this Charter every three years, or more frequently if deemed necessary, to ensure the Charter remains consistent with the Board's objectives and responsibilities and with relevant legislation and regulatory obligations.