

# Country Fire Authority Board Charter



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## 1. Introduction

The Board Charter sets out the respective roles and responsibilities of the Board and Chief Executive Officer in setting the direction, management and control of the Country Fire Authority (CFA).

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## 2. Role and Responsibilities of the Board

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### 2.1 Role and focus of the Board

The CFA Board is accountable to the Minister for Emergency Services (the Minister) for setting the strategic direction of the CFA, establishing goals and objectives for executive management and monitoring the performance in achieving these directions, goals and objectives.

Consistent with this role, the focus of the Board is to:

- a. Ensure that the CFA has an appropriate strategy that is consistent with the Country Fire Authority Act 1958 and the public interest
  - b. Ensure good governance of the CFA, including setting the 'tone from the top' on culture
  - c. Ensure the CFA has the best possible executive leadership
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### 2.2 Responsibilities of the Board

The principal responsibilities of the Board are:

- a. Approving the CFA's Strategic Plan and Outcomes Framework, which sets out CFA's goals for the medium to long-term and monitoring its implementation.
  - b. Reviewing annual planning activities, including significant strategic initiatives, to meet the Statement of Expectations from the Minister, and monitoring implementation of these plans.
  - c. Approving the Authority's annual budget, including financial targets, and monitoring financial performance
  - d. Overseeing and ensuring a robust governance framework, including satisfying itself through appropriate assurance mechanisms and reporting
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that adequate internal control mechanisms are in place and are being implemented in accordance with regulatory requirements.

- e. Supervising the CFA's risk management framework, including assessing and determining whether to accept risks beyond the discretion provided to management.
- f. Delegating appropriate powers to the CEO, management and committees to ensure the effective day-to-day management of the CFA and monitoring the exercise of these powers.
- g. Ensuring the Minister is provided with any information relating to the activities of the CFA that the Minister requires and reporting to the Minister on the general conduct of the CFA and any significant development in CFA activities.
- h. Overseeing the definition, embodiment and reporting on culture and behaviours within CFA, including how it is aligned to CFA purpose and strategy and contributes to the emergency management sector's focus on community, interoperability and public value
- i. Overseeing the effective and sustainable recruitment, development, recognition and retention of volunteers, including those located in the Fire Rescue Victoria fire district, to deliver capability in the provision of the Authority's services.

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## 2.3 Committees

The Board may, in accordance with s.11(2) CFA Act, establish committees to provide advice and recommendations that assist the Board to carry out its responsibilities. The Board will determine terms of reference for each committee outlining the committee's role, responsibilities and composition.

The Board may appoint independent Board Committee Members to assist with specific Committee skill requirements.

No decision or recommendation of any committee has any effect until approved by the Board. This occurs by a committee referring matters specifically to the Board for approval (typically matters reserved for Board decision as set out in Schedule 2 or actions outside Board's agreed risk appetite) or by the Board

confirming the minutes of a committee meeting. Where the requirement for a committee to refer a matter to the Board for approval is unclear, the committee chair will discuss the matter with the Board Chairperson.

The Board will regularly review and evaluate the operation of each committee.

Committees currently established by the Board are outlined in *Schedule 1*.

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## 2.4 Matters requiring a Board decision

Specific matters that are reserved for the Board (and are not delegated) are set out in *Schedule 2*.

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## 2.5 Chief Executive Officer

The Chief Executive Officer is responsible for the day-to-day management of the business and affairs of the CFA under the delegated authority of the Board. The Chief Executive Officer is accountable for managing CFA according to the Board's strategy and goals. In addition to any other delegation of authority the Board has approved under the Act, the Board delegates the responsibilities outlined in *Schedule 3* to the Chief Executive Officer.

The Chief Executive Officer must provide a complete, accurate, and fair account to the Board regarding the operation of the CFA's functions.

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# 3. Board Structure and meetings

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## 3.1 Composition

The Board is comprised of nine (9) members appointed by the Governor-in-Council:

- a. Five (5) members, including the Chairperson and the Deputy Chairperson, are appointed on the recommendation of the Minister.
  - b. Four (4) members are appointed from a panel of names nominated by the Board of Volunteer Fire Brigades Victoria (VFBV):
    - i. Two (2) volunteer members of brigades predominantly serving urban communities; and
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- ii. Two (2) volunteer members of brigades predominantly serving rural communities.
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### 3.2 Qualifications

The Board shall comprise Board members with an appropriate balance of skills, expertise and experience to ensure the CFA has an effective Board.

The Board will ensure that the CFA makes available resources to ensure each Board member can undertake professional development to maintain the skills and knowledge needed to perform their role and maintain the knowledge and familiarity with the Authority necessary to fulfil their duties.

Each Board member will participate in an induction provided by the Board Secretariat within three months of their appointment.

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### 3.3 Meetings

- a. Board meetings will be held at least 12 times per year at the time and places determined by the Chairperson.
- b. The Chairperson, or a person elected for the purpose by at least five Board members in the absence of the Chairperson, Deputy Chairperson or Acting Deputy Chairperson, may by written notice to each Board Member call a Special Meeting of the Board. The notice must specify the date and time of the meeting and the business to be dealt with at that meeting.
- c. No less than five Board members will constitute a quorum for the Board meeting.
- d. Proxies are not permitted for Board or Committee meetings.
- e. During any vacancy in the Board, the continuing members, subject to a quorum, may act as if no vacancy existed.
- f. Each question, resolution and decision of the Board is decided by a majority of the votes of the members present. Each member has one vote, and if votes are equal, the Chairperson has the casting vote.
- g. The Chairperson and the CEO establish the agenda for each Board meeting. Each Board member can suggest the inclusion of items on the agenda.
- h. Agenda and meeting papers will be circulated at least five days prior to the Board meeting.

- i. Items that require discussion by the Board will be designated with an asterisk (\*).
  - j. The Board Secretariat will keep minutes of each Board meeting as required by Section 12 of the Country Fire Authority Act 1958. The minutes will be an accurate record of the meeting.
  - k. Minutes of a meeting must be signed by the Chairperson within 30 days after the meeting at which the minutes were approved.
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### 3.4 Decision making by Circular Resolution

Board decisions may be made by Circular Resolution provided:

- I. The Chairperson approves the submission of a Circular Resolution to the Board for decision.
- II. Circular Resolutions are accompanied by a briefing note clearly outlining the issue, proposal and management's recommendation and date a resolution is required.
- III. Board member queries (and management's response to any queries) are circulated to all Board members, who then have an opportunity to withdraw prior approval if the Circular Resolution has not been finalised.
- IV. Board members are advised as soon as is practical after a Circular Resolution is approved.
- V. The Chairperson shall have the discretion to withdraw a circulating resolution if it is assessed that it needs to be discussed at a Board meeting.

Decisions made via Circular Resolution are considered to be formal meetings of the Board and minutes of the Circular Resolution are submitted to the next meeting of the Board for confirmation.

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### 3.5 Chairperson

The Chairperson and Deputy Chairperson are appointed in accordance with section 7 of the CFA Act. Their principal responsibility is to ensure that the Board fulfils its obligations in accordance with this Charter and relevant legislation.

Responsibilities of the Chairperson include:

- a. Chairing Board meetings and ensuring minutes accurately reflect Board decisions.
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- b. The efficient organisation and conduct of the Board's functions and meetings.
  - c. Ensuring the Board has the necessary information to enable effective decision making including periodic reviews of the Board and Committees.
  - d. Guiding and promoting the ongoing effectiveness and development of the Board and individual Board members.
  - e. Providing advice to the Minister about the mix of expertise, skills and experience to be considered for Board appointments.
  - f. Keeping the Minister informed, on behalf of the Board, according to any requirements under the CFA Act.
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### 3.6 Board Secretariat

The Board is supported by a Board Secretariat. The Secretariat is responsible for ensuring that Board business is conducted in a manner that is consistent with good governance practice, including:

- a. Consultation with the Chairperson and CEO in preparing the Board agendas, supporting papers, and meeting minutes.
  - b. Providing a point of reference for all dealings between the Board and management
  - c. Ensuring effective arrangements for the presentation of high-quality information to the Board and its committees and to follow up agreed Board actions.
  - d. Developing and maintaining an annual board calendar.
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### 3.7 Appointment, Retirement or Termination

- a. In accordance with the CFA Act, Board members are appointed to hold office for a term not exceeding three years. A member, upon expiration of the term, shall be eligible for re-appointment if then qualified.
- b. The Governor in Council may at any time remove any member from office.
- c. A member may resign in writing, signed and addressed to the Governor In Council.



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## **4. Ethical and Legal Responsibilities**

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### **4.1 Code of Conduct**

Board and Committee members' conduct is expected to be consistent at all times with the Code of Conduct for Directors of Victorian Public Entities published by the Victorian Public Service Commission. Members must familiarise themselves with this Code as a failure to behave in the ways described in the Code may be considered misconduct and, in the most serious cases, may lead to suspension or removal from office.

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### **4.2 Conflicts of Interest**

- a. Board members must reach decisions that they believe are in the best interest of the CFA. Each Board member is responsible for making decisions free of any actual, possible or perceived personal or business-related conflicts of interest.
- b. Whenever the Board is to decide on a matter at a meeting, each member present at the meeting must, before the matter is considered, declare any direct or indirect pecuniary interest that they have in the matter. This is preferably done by the Board member in advance of the meeting with the Chair. The Board member must immediately consult with the Chairperson once an actual, potential or perceived conflict of interest is identified.
- c. The Board shall record Board members' private interest disclosures in the minutes of its meetings and notify the Minister in writing of any breach of process.

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## **5. Access to Information**

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### **5.1 Access to Information and Advisors**

Board members have direct access to CFA management as well as information and records in possession of the CFA. Board members may also have access to independent advisers where the Board considers this appropriate and has approved the expenditure. Requests for information and access will be made via the Board Secretariat.

## 5.2 Confidentiality

Board and Committee members must keep all Board discussions and decisions confidential, including after their appointment ends, except where they are required to be disclosed in line with their legal responsibilities or official duties.

## 6. Amendment and Review

The Board will review this Charter annually to ensure it remains consistent with the Board's objectives, responsibilities, and obligations. The Charter can only be amended with the approval of the Board.

## Document control

### Revision history

VERSION	REVISION DATE	SUMMARY OF CHANGES
1.0	31/01/2022	New Board Charter
2.0	January 2024	Updated in align with Board effectiveness review
3.0	August 2024	Updated relating to Committee decision

### Approvals

NAME	TITLE	DATE OF ISSUE	VERSION
CFA Board		31/01/2022	1.0
Greg Wilson	Board Chair	31/01/2024	2.0
CFA Board		August 2024	3.0

## 7. Schedule 1 – Committees

Committee	Advises on
<p><b>Audit and Finance Committee (AFC)</b>  <i>Note: this committee fulfils the role of an Audit Committee as provided for in the Standing Directions of the Minister for Finance.</i></p>	<p>Provide oversight, insight and assurance relating to:</p> <ul style="list-style-type: none"> <li>• Financial strategy, sustainability and resourcing</li> <li>• Internal audit and external financial audit</li> <li>• Compliance with legislative, regulatory and other relevant obligations.</li> </ul>
<p><b>Risk Committee (RC)</b></p>	<p>Provide oversight, insight and assurance relating to:</p> <ul style="list-style-type: none"> <li>• Risk identification, mitigation, and treatment</li> <li>• Risk appetite and tolerance</li> <li>• Risk transfer and insurance</li> </ul>
<p><b>Health Safety and Environment Committee (HSE)</b></p>	<p>Provide oversight, insight and assurance relating to HSE:</p> <ul style="list-style-type: none"> <li>• Safety Strategy and policy</li> <li>• Safety and Environment Compliance and risk</li> <li>• Safety Performance</li> <li>• External reporting on HSE matters</li> </ul>
<p><b>Honours Awards and Remembrance Committee (HA&amp;R)</b></p>	<p>Established to make decisions in relation to:</p> <ul style="list-style-type: none"> <li>• Receiving, reviewing and approving nominations for honour and awards</li> <li>• The carriage of tribute and preservation of history and remembrance</li> </ul>
<p><b>People, Culture Committee and Remuneration (PCR)</b></p>	<p>Provide oversight, insight and assurance relating to PCR:</p> <ul style="list-style-type: none"> <li>• PCR strategy and policy, including change management</li> <li>• Executive remuneration</li> <li>• Workplace relations</li> <li>• Staff development, performance and succession</li> </ul>

## 8. Schedule 2 – Matters Reserved for Board Decision

Matter	Recommended to Board by <sup>1</sup>
<b>Appointments</b>	
Appointment of the Chief Executive Officer* *Subject to the approval of the Minister	Chairperson
Appointment of the Chief Officer	Chief Executive Officer
Appointment of an acting Chief Executive Officer or Chief Officer	Chief Executive Officer
Establishment of Board committees	Audit and Finance Committee
Approval of Board committee terms of reference	Audit and Finance Committee
Advising the Minister and Governor in Council on the need to appoint or remove Board members	Chairperson
<b>Board and executive arrangements</b>	
Assessment of the CFA's and Chief Executive Officer's performance	People, Culture and Remuneration Committee
Approval of succession plans for the Chief Executive Officer	People, Culture and Remuneration Committee
Matters concerning the governance of the Authority	Audit and Finance Committee
Annual evaluation and review of Board and Committee performance	Chairperson
<b>Strategic directions</b>	
Approval of the Authority's strategic and annual plans, including significant strategic initiatives	Audit and Finance Committee
Approval of an annual budget including quarterly performance indicators	Audit and Finance Committee
<b>Values and People</b>	
Approval of CFA values, behaviours and Codes of Conduct	People Culture and Remuneration Committee
<b>Financial management</b>	
Approval of capital expenditure greater than \$5m	Audit and Finance Committee
Approval of agreements valued at greater than \$5m	Audit and Finance Committee
Approval of insurance premiums greater than \$7m	Risk Committee
Approval of emergency incident control expenditure outside annual operating budget greater than \$500,000	Chief Executive Officer
Approval of the Annual Report, including financial statements, as required by any Standing Direction issued under the Financial Management Act 1994	Audit and Finance Committee
Approval of legal settlements, damages or ex-gratia payments greater than \$1m	Risk Committee
<b>Risk and internal controls</b>	
Oversight and monitoring of strategic risks and material operational risks, including approval of risk management policies	Risk Committee
Approval of the Authority's annual risk appetite statement	Risk Committee
Reviewing and approving the CFA's internal control systems, including compliance with laws and regulations relevant to the CFA's operations	Audit and Finance Committee, Risk Committee
Approval of the annual Internal Audit Plan	Audit and Finance Committee
Approval of the appointment or removal of the internal auditors	Audit and Finance Committee
<b>Property</b>	
Approval of leases or licences valued at greater than \$5m annually	Audit and Finance Committee
Approval of the acquisition or disposal of land valued at greater than \$5m	Audit and Finance Committee
<b>Legislative</b>	
Make, alter, and repeal the delegation of Authority powers and duties	Chief Executive Officer
Any approvals or determinations under the Country Fire Authority Act 1958 or related regulations that have not been formally delegated to CFA officers, members or other agencies.	Chief Executive Officer

<sup>1</sup> A matter requiring a resolution of the Board is usually recommended by the specified Committee(s) or officer, however the Chairperson may agree to bring any matter directly to the Board.

## 9. Schedule 3 - Chief Executive Officer Responsibilities

Responsibility	
<b>Chief Executive Officer</b>	<ul style="list-style-type: none"> <li>• Implementation of the Strategic Plan approved by the Board, including achieving the Board's goals in relation to strategic objectives; operational excellence; financial performance; regulatory and compliance obligations.</li> <li>• Development, preparation and execution of the CFA annual business plan.</li> <li>• Monitoring and maintaining operating and financial performance against budget.</li> <li>• Prioritisation and allocation of resources (with exception to the power conferred to the Chief Officer pursuant to CFA Act s29(1) and s29(c))</li> <li>• Managing the risk profile of the CFA within the Board-approved risk appetite and risk management framework.</li> <li>• Day-to-day management of CFA activities.</li> </ul>

## 10. Schedule 4 – Committee Members

Committee	Members
<b>Audit and Finance Committee (AFC)</b>	Chair: <ul style="list-style-type: none"> <li>• Tony Peake</li> </ul> Members: <ul style="list-style-type: none"> <li>• Rosemary Martin</li> <li>• Peter Shaw</li> <li>• Rachel Thomson</li> </ul>
<b>Risk Committee (RC)</b>	Chair: <ul style="list-style-type: none"> <li>• Rachel Thomson</li> </ul> Members: <ul style="list-style-type: none"> <li>• Rosemary Martin</li> <li>• Peter Shaw</li> <li>• Ton Peake</li> </ul>
<b>Health Safety and Environment Committee (HSE)</b>	Chair: <ul style="list-style-type: none"> <li>• Jo Plummer</li> </ul> Members: <ul style="list-style-type: none"> <li>• Ross Coyle</li> <li>• Beth Davidson</li> <li>• Rosemary Martin</li> </ul>
<b>Honours Awards and Remembrance Committee (HA&amp;R)</b>	Chair: <ul style="list-style-type: none"> <li>• Ross Coyle</li> </ul> Members: <ul style="list-style-type: none"> <li>• Beth Davidson</li> <li>• Dawn Hartog</li> <li>• Chief Officer Jason Heffernan (Executive member)</li> </ul>
<b>People, Culture Committee and Remuneration (PCR)</b>	Chair: <ul style="list-style-type: none"> <li>• Dawn Hartog</li> </ul> Members: <ul style="list-style-type: none"> <li>• Beth Davidson</li> <li>• Jo Plummer</li> <li>• Peter Shaw</li> </ul>