



ANSTO Board: Charter and Relationship with Management

AB-1999

Structure

The Board is established and governed by the provisions of the *Australian Nuclear Science and Technology Organisation Act 1987* (ANSTO Act). The role of ANSTO Board members and management is further defined by the *Public Governance, Performance and Accountability Act 2013* (PGPA Act).

Ministerial Direction

In terms of the ANSTO Act, the Minister may, by notice in writing to the Chair, give *directions* to the Board with respect to the performance of the functions under the Act, or the exercise of the powers, of the organisation. The Board will ensure that it complies with directions given to it by the Minister.

Functions of the Board

ANSTO is an Australian Government corporate entity. The functions of the Board are to ensure the proper and efficient performance of the functions of the Organisation and, subject to Ministerial direction, to determine the policy of the Organisation with respect to any matter.

In performing its functions, the Board will have regard to the governance context of policies of the Commonwealth Government in relation to matters within the functions of the Organisation and to any current Statement of Expectations by a Minister.

Responsibilities and duties of the Board

1. Select, appoint and, if necessary, remove, as defined by its powers in the Act, the Chief Executive Officer (CEO).
2. Ensure the establishment of the strategic direction of the Organisation, including approving the Corporate Plan, and other relevant plans, and monitoring their implementation by management.
3. Determine and approve the major policies of the Organisation.
4. Oversee the operations of the Organisation and ensure that appropriate systems and processes are in place to ensure that the Organisation operates in a safe, responsible and ethical manner compliant with all regulatory requirements and community standards.
5. Establish and maintain appropriate systems of risk oversight and management; and, internal control.
6. Ensure that proper governance practices (including appropriate standards of ethical behaviour, corporate governance, and social responsibility) are adhered to at all times.
7. Approve a Delegations of Authority Policy which establishes appropriate responsibility and accountability for various functions, delegates authority limits and provides for devolution of decision-making by the CEO to appropriate levels and/or personnel with designated roles within ANSTO.
8. Ensure that performance evaluations against KPIs for the CEO take place annually.
9. Review and determine if substantive changes are required to the remuneration of the CEO and make recommendations to the Remuneration Tribunal in this regard.
10. Receive reports from the CEO, at least annually, on matters concerning the performance of the Executive Team.
11. Perform such other functions as are prescribed by law.

Committees of the Board

From time to time, the Board will establish such committees of the Board as it deems appropriate to enable it to perform its role effectively, including but not limited to a Risk and Audit Committee and a Remuneration and Nomination Committee. The Board will determine the Charters and/or Terms of Reference of such committees.

Management Responsibility

1. The CEO, assisted by the Executive Team, manages the Organisation in accordance with the directions from and policies agreed by the Board.
2. The CEO is responsible for compliance with all licences and permits from regulatory agencies.
3. The CEO selects and appoints the employees of the Organisation under the general remuneration and employment policies endorsed by the Board.
4. The CEO may delegate responsibilities and authorities to appropriately qualified and experienced ANSTO officers.
5. Management will act in accordance with Board directions and policies, consistent with their obligations under the PGPA Act, including the need to carry out their role with care and diligence.

Communication Protocol for the Board and Management

1. The CEO and the Executive Team will disclose and provide the Board with the reports and information in their possession to enable the Board to fulfil its governance responsibilities.
2. The Board will ensure that management is provided with the information in its possession to enable management to fulfil their management responsibilities.
3. Both the Board and management will ensure that their communications are open, honest, timely, accurate and complete, and in all aspects comply with the ANSTO Code of Ethics.

Meetings & Processes

The Board will meet at least six times per financial year. Members may attend a meeting in person or by teleconference, video conference or other similar means. Executive Team members, senior management group members and third parties may attend all or part of Board meetings at the invitation of the Chair.

The minutes of Board meetings should be included in the papers for the next Board meeting.

Circular resolutions outside of meetings are taken to have been passed when members have signed.

The ANSTO Group Company Secretary is responsible for providing secretariat support to the Board.

Review of Charter

At least once a year, the Board will review this charter and make any changes it considers necessary.

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