

POSITION DESCRIPTION

BOARD DIRECTOR

GOULBURN VALLEY WASTE AND RESOURCE RECOVERY GROUP (GVWRRG)

POSITION DETAILS

Title:	GVWRRG Board Director
Classification:	Statutory Authority and body corporate*
Establishing Act:	<i>Environment Protection Act 1970</i>
Tenure:	1 May 2017- 30 April 2021.
Remuneration:	As per the sessional rates outlined in the Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees (July 2014)
Further information:	Executive Officer, Nick Nagle
Phone:	(03) 58221 300
Board reports to:	The Hon Lily D'Ambrosio - Minister for Energy, Environment and Climate Change

**GVWRRG is a 'public entity' for the purposes of the Public Administration Act 2004 and is a 'public body' to which Part 7 of the Financial Management Act 1994 applies.*

Additional information about GVWRRG can be obtained from our website at www.gvwrrg.vic.gov.au or by contacting the Executive Officer Nick Nagle on (03) 5822 1300 or nick.nagle@gvwrrg.vic.gov.au

INTRODUCTION

The GVWRRG is a Statutory Authority established under the *Environment Protection Act 1970* (EP Act). The organisation commenced operating on the 1 August 2014.

Prior to this time (and Since November 1997) the Goulburn Valley Regional Waste Management Group had provided similar services within the region.

The GVWRRG is the link between state, local governments, community and industry and is responsible for facilitating a coordinated approach to the planning and delivery of infrastructure and services for all waste streams, municipal solid waste (MSW), commercial and industrial waste (C&I) and construction and demolition waste (C&D).

The organisation has a central office, located at Shepparton to service the Goulburn Valley region which extends from the New South Wales border through to the outer suburbs of Melbourne and encompasses the following municipalities:

- Campaspe Shire Council
- Greater Shepparton City Council
- Mitchell Shire Council
- Moira Shire Council
- Murrindindi Shire Council
- Strathbogie Shire Council

What GVWRRG offers you

Being a Board member of GVWRRG presents a wide variety of challenges and opportunities, with access to personal and professional development programs designed to develop Directors and their careers.

GVWRRG will deliver a subject matter induction and support the governance and policy induction and engagement delivered by the Department of Environment, Land Water and Planning (DELWP) after appointment.

Professional development will be made available for Directors if required. Following the Director Performance Review process where any development needs must be identified, the Board of the GVWRRG will consider the need for professional development of any Director, on an annual basis and, through the Executive Officer (EO), arrange appropriate skills development.

Working closely with our portfolio partners and stakeholders enables you to make a difference to sustainable environmental outcomes as they apply to waste and litter in the Goulburn Valley waste and resource recovery region.

CONTEXT

The Hon Lily D'Ambrosio - Minister for Energy, Environment and Climate Change (Minster) is seeking four (4) nominees from the re-established Goulburn Valley Local Government Waste Forum (Forum) in November 2016 with a view to the next GVWRRG Board appointments commencing 1 May 2017.

Subject to Government background checks and approval processes, the four nominees will join four existing skills based directors who have two years remaining in their term.

Purpose

The GVWRRG is a Statutory Authority established under section 49C of the EP Act.

In accordance with Section 49G of the EP Act the objectives of the GVWRRG are:

- (a) to undertake waste and resource recovery infrastructure planning to meet the future needs of its waste and resource recovery region while minimising the environmental and public health impacts of waste and resource recovery infrastructure; and
- (b) to facilitate efficient procurement of waste and resource recovery infrastructure and services for its waste and resource recovery region through the collective procurement of waste management facilities and waste and resource recovery services in the region; and
- (c) to integrate regional and local knowledge into Statewide waste and resource recovery market development strategies; and
- (d) to educate businesses and communities within its waste and resource recovery region to reduce waste going to landfill by using waste and resource recovery infrastructure and services efficiently; and
- (e) to ensure Regional Waste Resource Recovery Implementation Plans (regional implementation plans) and programs are informed by local government, business and community and inform Statewide waste and resource recovery planning and programs.

In seeking to achieve its objectives, a Waste and Resource Recovery Group (WRRG) must collaborate with councils, Sustainability Victoria (SV), the Environment Protection Authority (EPA), industry, business and the community.

The establishment of the WRRGs has targeted the following deliverables:

- (a) development of regional implementation plans including landfill and resource recovery infrastructure schedules; and
- (b) facilitation of joint procurement of infrastructure and services in partnership with local governments; and
- (c) education in accordance with the state's education approach; and
- (d) projects as funded by Sustainability Victoria, councils and other organisations.

Powers of GVWRRG

In accordance with section 49I of the EP Act, GVWRRG has the power to do all things that are necessary or convenient to enable it to carry out its functions and achieve its objective.

GVWRRG cannot however own or operate a waste management facility, hold a planning permit or enter into contracts for the procurement of waste management facilities or waste and resource recovery services, unless the contract is jointly entered into with a procurer under that contract.

Commitment Expectations

Specific meeting times and locations are determined by the Board in consideration of availability of Board members and the workload of the GVWRRG from time to time. Since the

inception of GVWRRG (Aug 2014) the Board has met monthly.

It is anticipated that from commencement of the new Board in May 2017 until September 2017 that this frequency would be maintained whilst a familiarisation and induction process is undertaken. Thereafter it is likely that meeting frequency would be each 6-8 weeks.

In addition to whole of Board activities, the Board has committees for specific purposes which may add to the overall commitment required of a Director:

- (a) an Executive Committee (Chairperson, Deputy Chairperson and Executive Officer) which meets infrequently (1-2 meetings annually) to further the business of the Board out of session when required;
- (b) an Audit and Risk Committee (4-5 meetings annually); and
- (c) an Employment and Remuneration Committee (1-2 meetings annually).

Occasionally, DELWP will also require Directors to attend Melbourne based induction and engagement sessions.

As a general rule meetings are conducted in Shepparton. Occasionally meetings will occur at other locations within the region or other parts of the state (mostly Melbourne).

Overnight stays to facilitate attendance at meetings and conferences within and outside of the region will occur on a case by case basis.

Further information on the specific duties and expectations of conduct for a Director and the Chairperson are contained within Appendix A and B, along with the *Code of Conduct for Directors* issued by the Victoria Public Sector Commission.

Conditions of Appointment and Tenure of Office of Directors to the Board

A Director:

- (a) holds office for the period determined by the Governor in Council, which is specified in the Instrument of Appointment and must be not more than four years;
- (b) holds office on the terms and conditions determined by the Governor in Council, which are specified in the Instrument of Appointment; and
- (c) may be re-appointed by the Governor in Council.

Each Director will familiarise themselves with their Instrument of Appointment.

SELECTION AND APPOINTMENT PROCESS

The ultimate responsibility for recommending GVWRRG Board appointments to the Governor in Council rests with the Minister.

The process for appointment include 3 steps:

Step 1 – Nomination (Nov 2016)

- Following the Local Government Elections and the swearing in of new Councillors, Council at their Statutory meetings will determine who their Forum Representative is and who their GVWRRG Board nominee is and notify this to the GVWRRG in its role as secretariat for the Forum. These may be the same person but the Council has the flexibility to determine this based upon suitability and pursuant to the Operating Guidelines of the Local Government Waste Forum.

Step 2 – Election (Dec 2016)

- A meeting of the Forum will occur on 16 December at which an election will be held to determine the four GVWRRG Board nominees.
- Each of the six members of the Forum are encouraged to nominate a Board nominee.
- This outcome is then advised by the secretariat to the Minister via DELWP.

Step 3 – Appointment (May 2017)

- Subject to endorsement of the Minister after background and probity checks, the Forum nominees to the Board become Board Directors upon the expiry of term of the outgoing Directors 1 May 2017.

Selection criteria, qualification and experience

The matrix below contains the skill areas required to be demonstrated by the Board as detailed in the *Environment Protection and Sustainability Victoria Amendment Bill 2014* (specifically, Part 2, 49K2bii).

In making nominations, both individual councils and the Forum have been requested to attempt to ensure that collectively, the directors of the WRRG have skills, experience or knowledge in the disciplines identified in table 1.

On the advice of DELWP, Councils have been requested to seek to enhance the Board with nominees whom have strengths in the areas of leadership and environmental policy, along with additional expertise in contract management, waste management, and materials efficiency.

Table 1: Skills based Board members knowledge and expertise

Director		Local Government	Financial Management	Contract Management	Risk Management	Environmental Policy	Waste Management	Materials Efficiency
Skills based appointments	A		✓		✓			
	B	✓	✓		✓		✓	✓
	C			✓	✓			
	D	✓			✓			
Forum nominated Director	E							
	F							
	G							
	H							

In addition to the specific skills outlined in table 1, general competencies include those that relate to:

- (a) Business judgement
- (b) Understanding of general management 'best practices' and their application in complex, rapidly evolving organisational environment
- (c) Leadership
- (d) Strategy and vision
- (e) Risk management and crisis response
- (f) Industry knowledge and networks; and
- (g) Basic financial literacy

Integrity, high standing in the community, a good working knowledge of accountability relationships, and the capacity to think and act strategically are considered desirable attributes.

Removal of Directors from Office

The Governor in Council **may** remove a Director from office at any time;

The Governor in Council **must** remove from office any Director who:

- (a) becomes insolvent under administration;
- (b) is convicted of an indictable offence or is imprisoned for any offence; or
- (c) fails to comply with the requirements in section 50AJ of the EP Act in relation to the disclosure of pecuniary interests.

Resignation of Directors from Office

A Director may resign from office by delivering a signed letter of resignation to the Governor in Council.

The process to be followed is for the original letter of resignation addressed to the Governor in Council to be forwarded with a covering note to the Executive Director of Environment Policy Division of DELWP, so that it can be attached to the required briefing to the Minister and submitted to the Governor in Council with the necessary papers. It would also be expected that a copy of the letter of resignation will be forwarded to the Chairperson of the Board.

Email or text is not a sufficient means of tendering a resignation but an electronic copy of the signed original letter of resignation would be acceptable for forwarding to the Chairperson.

OTHER RELEVANT INFORMATION

Remuneration of Directors to the Board

The Instrument of Appointment specifies whether or not the Director is eligible for remuneration and the applicable rate of remuneration.

The rate of remuneration of a Director is determined by the Governor in Council (on the Minister's recommendation) and is in accordance with the Appointment and Remuneration Guidelines.

The applicable rate currently is \$150 for a Director, \$175 for Chairperson for a meeting of under four hours duration (half day rate) and double this for a meeting of four hours and over (full day rate).

Reimbursement of Directors to the Board

Directors are entitled to the reimbursement of reasonable travelling expenses and other allowances incurred as a result of their service on the Board, as specified in the Instrument of Appointment.

Performance Assessment

The Board will undertake an assessment of its performance on at least an annual basis in accordance with the Board *Performance Assessment* policy.

Valuing Diversity

GVWRRG values diversity. We are an inclusive workforce and an Equal Opportunity Employer. We welcome applicants from cultural and linguistically diverse backgrounds, Indigenous Australians, women, people with a disability, elder workers and youth.

Gender Equality

DELWP is working to influence workplace gender equality as part of an initiative of the Victorian Equal Opportunity and Human Rights Commission.

Whilst it is recognized that there may be limited ability for the Council and the WRRG to influence gender equity in Board composition it is nonetheless a clear and persistent priority of Government and one that needs to be considered through the recruitment process of Forum and Board members. Failure to nominate suitably gender diverse Boards may result in delays in Ministerial approval of Boards.

Regional Waste and Resource Recovery Implementation Plan (Regional Implementation Plan)

The GVWRRG has a legislative responsibility to develop and maintain a regional implementation plan. According to the EP Act, the objective of the regional implementation plan is to set out how the waste and resource recovery infrastructure needs of a waste and resource recovery region will be met over at least a 10-year period.

Together with the five other non-metropolitan WRRGs, a draft regional implementation plan has been prepared, consulted on with community and stakeholders and submitted as required by 13 June 2016 to SV and the EPA Victoria for comment and integration with the statewide infrastructure plan.

Currently, final integration, legal and peer review is being undertaken in order to submit final drafts as required by December 14 2016 to the Minister.

APPENDIX A

The Role of Chairperson and Deputy Chairperson of a WRRG

The Minister is responsible for appointing one of the four Directors nominated by the Forum to be the Chairperson of the Board.

The role requires a balance of numerous personal traits including tact, diplomacy, the ability to reconcile opposing views and the power to influence.

The chairperson has both a deliberative vote and a casting vote.

1. The Chairperson (Section 49K(4) of the EP Act)

Many functions of the chair are customary rather than formalised by law.

The Chairperson of the Board does however have a key role in:

- (a) ensuring the effective functioning of the Board as a collective decision-maker;
- (b) providing leadership to Directors; and
- (c) acting as a key spokesperson and relationship-builder for the Board and GVWRRG.

1.1 Role at Board meetings

The role of the Chairperson in relation to Board meetings is to ensure that meetings are conducted and decisions are made in accordance with the Board Meeting and Decision-making policy. This includes ensuring that:

- (a) meeting schedule and agendas are developed which will enable the annual Board work program and other issues that arise to be dealt with in a timely and effective manner;
- (b) all relevant policies are readily accessible to directors and are available for reference at Board meetings;
- (c) at the start of each Board meeting, Directors declare any conflicts of interest in relation to any item on the agenda; any conflicts are resolved in accordance with the Board Conflict of Interest policy; and suitable reference documents are available at the meeting if required;
- (d) Directors treat one another with respect and courtesy;
- (e) all Directors participate actively and constructively in each decision; and
- (f) Board meetings run in an effective and timely manner.

Overall, the Chairperson will balance the need to ensure that all Directors have a fair opportunity to express their views and ask questions with the need to progress the meeting in a timely manner, taking into account the nature, complexity, and importance of the issue being discussed and decided upon, and other relevant circumstances.

Directors will assist the Chairperson in ensuring that Board meetings and decisions occur in accordance with the Board *Meeting and Decision-making* policy. \

1.2 Leadership

The leadership role of the Chairperson includes:

- (a) developing the Board as an effective team;
- (b) assisting Directors to understand their role, accountabilities, and responsibilities and those of key stakeholders;

- (c) assisting Directors to understand the need to comply with the public sector values and related codes, including the Director's Code of Conduct;
- (d) welcoming new Directors and ensuring that there is a suitable induction program and kit for new directors, consistent with the Board *Induction and Capacity-building* policy;
- (e) ensuring that all Directors have opportunities to further develop knowledge/skills relevant to their role, consistent with the Board *Induction and Capacity-building* policy;
- (f) informing Directors about developments in government policy and priorities;
- (g) arranging adequate support for Directors;
- (h) ensuring that an assessment of the performance of the Board occurs annually in accordance with the Board *Performance Assessment* policy; and
- (i) if a dispute arises between Directors, actively managing its resolution in accordance with the Board *Dispute Resolution* policy.

1.3 Key relationships

The Chairperson acts as a spokesperson and key relationship-builder for GVWRRG, including:

- (a) establishing a constructive working relationship with the EO. The Chairperson is the main conduit and key liaison between the Board and EO;
- (b) ensuring regular reporting by the Audit and Risk Committee to the Board;
- (c) representing the Board to external parties as an official spokesperson for GVWRRG;
- (d) ensuring that a good working relationship exists between GVWRRG and DELWP; and
- (e) informing the Minister about significant issues and events affecting GVWRRG.

2. The Deputy Chairperson (Section 49K(5) of the EP Act)

The Board **may** choose to elect a Deputy Chairperson. The role of the deputy Chairperson of the Board (if the Board determines to appoint a Director to this position) is to:

- (a) Assist the Chairperson in delivery of the duties of the Chairperson (when requested); and
- (b) Fill the role of the Chairperson in periods when the Chairperson is absent and a function or duty is required to be undertaken by the Chairperson.

In the absence of the Chairperson (and the Deputy Chairperson should one be elected), Directors present at the Meeting will choose a Director to Chair that particular Meeting.

Currently the Deputy Chairperson role is undertaken by Geoff Dobson, one of the skills based Directors who will be remaining on the Board.

APPENDIX B

1. Responsibility, Powers and Role of the Board (Section 49I of the EP Act)

1.1 Responsibility and Power

The role of individual Directors is to ensure their skills, experience and knowledge are a benefit to the quality of decision making and compliance exhibited by the collective Board.

The Board:

- (a) is responsible for the management of the affairs of GVWRRG; and
- (b) may exercise all the powers of GVWRRG.

1.2 Overall Role

Consistent with the responsibility of the Board for the management of the affairs of the GVWRRG, the overall role of the Board is to ensure that:

- (a) the functions of GVWRRG are fulfilled; and
- (b) GVWRRG establishes its governance framework and complies with that framework.

The **strategic role** of the Board includes planning, governance, risk management, stewardship, performance monitoring and reporting.

1.3 Strategic planning

The strategic planning role of the Board includes:

- (a) determining the strategic directions and budget priorities for GVWRRG through the annual business plan and obtaining the approval of the Minister for the business plan each year;
- (b) monitoring the implementation of the annual business plan;
- (c) assessing the performance of GVWRRG in meeting its objectives and performance targets;
- (d) ensuring the GVWRRG strategic direction, objectives, targets etc. accord with the Standing Directions issued under the *Financial Management Act* (the FM Act).
- (e) approving each GVWRRG annual report prior to submission to the Minister for tabling in Parliament; and
- (f) evaluating the performance of GVWRRG.

1.4 Risk management

The risk management role of the Board includes:

- a) Monitoring to ensure the effectiveness of GVWRRG risk **management** systems, including:
 - the identification and timely review of major/material risks;
 - the risk management compliance framework;
 - systems for the management of financial risks in accordance with the FM Act, Regulations, Standing Directions [particularly Direction 2.3(a)] and related guidelines;

- a sound financial management structure that includes:
 - effective internal controls;
 - information technology appropriate to the support of sound financial management; and
 - clear financial authorisations to appropriate positions within GVWRRG and the recording and reviewing of those authorisations annually.
- monitoring to ensure GVWRRG has dealt appropriately with any public funds that it receives and that such funds have been used in accordance with public sector requirements; and
- notifying the Minister and the Secretary of DELWP of any known major risks (existing or emerging) to the effective operation of GVWRRG and of the management systems that are in place to address those risks in accordance with section 81(1)(b) of the *Public Administration Act 2004* (PA Act).

1.5 Performance monitoring and reporting

The performance monitoring and reporting role of the Board includes monitoring:

- (a) whether GVWRRG functions are being fulfilled;
- (b) whether GVWRRG performance targets are being met;
- (c) whether GVWRRG reporting obligations are being properly discharged; and
- (d) whether the information needs of the Minister, Local Government, DELWP, other central government agencies, other key stakeholders and the Board are being met.

1.6 Stewardship

The stewardship role of the Board includes:

- (a) monitoring whether the EO has effective operational policies and procedures in place and systems to ensure that employees understand and comply with these requirements;
- (b) fostering an organisational culture and operations consistent with the public sector values, the Code of Conduct for Victorian Public Sector Employees, and the public sector employment principles and standards;
- (c) engaging effectively with key stakeholders;
- (d) in relation to the EO:
 - appointing (and removing) the EO in accordance with Section 50AM of the EP Act and other relevant laws;
 - establishing annual performance measures and priorities for the EO and a succession plan;
 - monitoring/managing the performance of the EO (including an annual performance review);
 - setting the remuneration of the EO in accordance with the parameters set by the Government Sector Executive Remuneration Panel (GSERP); and
 - ensuring that there is a clear division of roles between the Chairperson and the EO.

1.7 Collective Accountability

- (a) Pursuant to section 85 of the PA Act, the Board is accountable to the Minister for the exercise of the functions of GVWRRG.
- (b) In accordance with the DELWP Guide to Good Governance directors are collectively accountable for all Board decisions and every Director is accountable for every decision.
- (c) Under section 49S of the EP Act, the Board must comply with any written directions issued by the Minister.
- (d) Under section 81(1) of the PA Act, the Board must:
 - ensure that all of the actions and decisions of the Board are consistent with the functions and objectives of GVWRRG and with its annual business plans and related documents; and
 - inform the Minister and the Secretary of DELWP of all known major risks (existing and emerging) to the effective operation of the GVWRRG and of the management systems that are in place to address those risks;
- (e) The Board will act in the public interest at all times (collectively and individually).

1.8 Board Policies

The Board will:

- (a) have suitable board policies in place for the effective operation of the Board; and
- (b) act in accordance with those policies.