



Biodiversity  
Conservation  
Trust

# BOARD CHARTER

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## INTRODUCTION

The NSW Biodiversity Conservation Trust (BCT) is a statutory body established under the *Biodiversity Conservation Act 2016* (the Act).

Part 10 of the *Biodiversity Conservation Act 2016* constitutes the BCT, the Biodiversity Conservation Fund and the Biodiversity Conservation Trust Public Fund. Section 10.3 of the Act constitutes the BCT Board. Division 7 of Part 6 of the Act constitutes the Biodiversity Stewardship Payments Fund and appoints the BCT as the Fund Manager.

Provisions from the Act relevant to the status, objects, functions and powers of the Act are reproduced in Appendix A.

This charter describes how the BCT Board will operate. It highlights relevant statutory provisions of the *Biodiversity Conservation Act 2016* that describe the role, functions and procedures of the BCT Board; and sets out policies the Board itself has adopted as to how it will operate.

## GOVERNANCE ROLES

### Minister

1. The BCT Board is accountable to the Minister administering the *Biodiversity Conservation Act 2016*. The BCT is subject to the control and direction of the Minister, except in relation to payments from the Biodiversity Conservation Trust Public Fund.
2. The role of the Minister is to appoint members to the BCT Board, appoint a Chairperson and Deputy Chairperson, determine board member terms, approve the BCT's business plan and table the BCT's annual report in Parliament.
3. The Minister may also issue directions to the Trust in accordance with section 10.2(2) of the Act. The Trust must publish any such directions (section 10.2(3) of the Act).

### BCT Board

4. The members of the BCT Board understand and accept that the BCT is a statutory body, and under law they have clear duties and responsibilities:
  - a) to act in good faith and in the best interests of the organisation
  - b) to exercise their powers and discharge their duties with care and diligence.
5. The members of the BCT Board understand that as nominees of the Minister (and as such being there in a capacity as an officer of the Department) accept they are bound by the *Code of Ethics and Conduct for NSW government sector employees* in addition to any Code of Conduct established as part of their appointment to the BCT Board.
6. Under the Act, powers are delegated to the Board as a whole, to be exercised as a Board. It follows that decisions must be made collectively, and members are bound by the Board's decisions.
7. In the interests of the harmony and effectiveness of the Board, and of the BCT, the Board members agree that they will conduct themselves with good will and in a harmonious manner.
8. Specifically, the role of the BCT Board is to 'manage the affairs of the Trust', including to:
  - a) formulate and approve the BCT's organisational strategy and ensure execution readiness
  - b) formulate and recommend the BCT's business plan to the Minister, in accordance with the regulations made under the Act, and guided by the Biodiversity Conservation Investment Strategy as made by the Minister
  - c) set delegations to the Chief Executive Officer
  - d) approve communication, engagement, education and philanthropic strategies
  - e) ensure effective engagement with stakeholders

- f) set the BCT's risk appetite and ensure appropriate risk management is in place
- g) ensure effective governance and conformance with legal and policy obligations
- h) set financial, and fund and investment management frameworks, and monitor financial performance
- i) formulate and approve policy and program design, including the BCT's proposed methodological approaches to programs
- j) oversee the conduct of the BCT's activities
- k) monitor and report to the Minister on the BCT's performance against the business plan, including to review and approve the annual report.

## Chairperson

9. The Chairperson's role is to lead the Board and to manage its affairs so that it can effectively discharge its duties under the Act.
10. The Chairperson is responsible for leading the activities of the Board and ensuring, along with the other members, that the Board performs its functions within any relevant statutory powers and legal obligations, and that it complies with policies relevant to the BCT.
11. Specifically, the role of the Chairperson is to:
  - a) manage the BCT's relationship with the Minister
  - b) ensure that appropriate matters are brought to the Board's attention
  - c) set the agenda for Board meetings, having regard to the matters the Chief Executive Officer may wish to bring to the Board's attention
  - d) ensure the information flow to the Board is appropriate and comprehensive to support effective decision making
  - e) manage the Board and facilitate an appropriate environment for robust dialogue and discussion, and effective decision making
  - f) create a constructive relationship with management, acting as a conduit between management and the Board
  - g) act as a mentor and sounding board for the Chief Executive Officer
  - h) respond promptly and comprehensively to concerns raised by other Board members
  - i) lead corporate governance issues, including being aware of any members' and executives' conflicts of interest, and managing any such conflicts
  - j) ensure the Board addresses all the major strategy and risk issues that can affect the BCT's prosperity, reputation and sustainability
  - k) engage the Board in assessing and improving its effectiveness.

## Deputy Chairperson

12. The role of the Deputy Chairperson is to:
  - a) perform the role and functions of the Chairperson in the absence of the Chairperson for any reason
  - b) be available to facilitate the following matters when and as appropriate and required: Chairperson succession planning; and approvals and actions required to be performed by the Chairperson under this charter, or its policies, where the Chairperson actually or potentially may be compromised due to a personal or other conflict of interest
  - c) at the request of the Chairperson, to support the Chairperson in the performance of the role and function of the Chairperson.

## Board members

13. Board members recognise their duty of loyalty to the BCT and to the BCT Board and agree that outside the boardroom they will support the letter and spirit of the Board's decisions when in contact with other parties.
14. Each BCT Board member has a legal duty not to use information obtained as a Board member for the benefit of themselves or any person or persons linked to them. The Board agrees that information obtained because of Board membership should not be released except as decided by the Board as a whole. Board agendas, papers, minutes and discussions are confidential to the Board and to the BCT.
15. Board members are expected to exercise an enquiring mind and ask questions, and to offer their specialist skills and experience to the Board and organisation as appropriate. Board members are expected to understand and demonstrate good governance, leadership and stewardship skills, and to seek opportunities to develop these skills for the benefit of the organisation.
16. Board members have a right and a duty to raise matters of concern at Board meetings. So that such matters can be discussed properly, it is important that management and other Board members be given time to consider them, and it is good practice for a Board member with a serious concern to raise it with the Chairperson in time for the matter to be added to the relevant agenda. Board members who wish to have matters brought to the Board for discussion should notify the Chairperson at least ten days before the scheduled date for the meeting.
17. Board members have a right and a duty to consider properly all matters brought to the Board. There is an expectation that Board members will attend all scheduled Board and sub-committee meetings where they are a member. In unavoidable circumstances, apologies will be tendered to the Chairperson (or sub-committee Chairperson, as is applicable) at the earliest opportunity. Proper consideration of Board papers and other relevant information before each meeting is important.

18. The Board may hold some meetings in regional locations and all Board members will endeavour to attend those meetings.
19. Board members are expected to be active ambassadors for the BCT and its work, and to enlist support from potential private donors and attend BCT donor events.
20. Board members are expected to be familiar with and comply with the BCT's Work Health and Safety Policy.
21. Board members have an obligation to declare any perceived or actual conflict of interest as soon as they become aware of it and shall notify the Board of any actual or potential conflict.
22. Resignation from the Board is required to be lodged in writing with the Minister, and a copy should be provided to the Chairperson and the Chief Executive Officer.
23. Board members recognise that the effectiveness of the Board will be enhanced if their contributions to the Board discussion are brief and relevant and build on the previous contributions of others.
24. Board members are responsible for supporting the BCT Board (and sub-committees) to perform its functions. To do this, Board members should attend meetings and participate positively in decision-making processes.
25. To facilitate smooth decision making, BCT Board members may from time to time undertake consultation or research to support and promote discussion of the agenda items.
26. Board members will endeavour to reach consensus decisions. The Chairperson must recognise when a consensus is emerging, articulate it and ensure decisions are unambiguous. Board members may express dissenting views and have these minuted, but in the best interests of the BCT Board they should defer to the final decision made.
27. To discharge its duty properly, the Board has a right to identify the information that is needed and to receive it in a timely manner.
28. Individual Board members have a right to obtain information necessary for them to discharge their duties from executives employed by the organisation, but it is recognised that questions and requests involving substantial work may disrupt the operations and management of the organisation. Accordingly, if a question to executives cannot be answered without special work it will be put in writing and a copy sent to the Chairperson and the Chief Executive Officer.
29. Outside specialist advice at the BCT's expense is advice to the Board as a whole and should be arranged by the Chief Executive Officer or the Board Secretary at the request of the Board. In exceptional circumstances, if one or more Board members wish to obtain special advice, the matter should be raised with the Chairperson who may approve advice being obtained, or may refer the matter to the Board. If such advice is obtained it should be made available to the Board as a whole.

## Sub-committees

30. The Board may establish standing or special purpose sub-committees to assist it in discharging its responsibilities. The Board may delegate such authorities to its committees as it sees fit, however, the ultimate responsibility for these matters is retained by the Board.
31. The Board may determine the composition and membership of its sub-committees, approve the charters for any sub-committees, and provide direction for sub-committees. Sub-committees will report to the next full BCT Board meeting after each meeting. Each sub-committee sets, reviews and updates its charter, which should be reviewed annually and approved by the Board.
32. The Board will establish an Audit and Risk Committee consistent with Treasury Policy Paper 15-03. The membership, purpose and responsibilities for this sub-committee will be set out in its charter.

## Chief Executive Officer

33. The Chief Executive Officer is accountable to the BCT Board for the objectives, functions and powers of the BCT as prescribed in the Act.
34. The Chief Executive Officer is employed as a public service senior executive by the Secretary of the principal cluster department and is accountable to a nominated Deputy Secretary within the department or compliance against his/her contract of employment, role description and performance agreement, staff matters, compliance with NSW Government law and policy.
35. The Chief Executive Officer leads and manages the BCT consistent with relevant NSW law, delegations and directions set by the BCT Board and any formal directions from the Minister. The Chief Executive Officer provides advice to the Board and is responsible to the Board for all aspects of BCT operations, including strategy execution and performance, risk management, financial management, governance, conformance, and biodiversity conservation program delivery.
36. The Chief Executive Officer's key accountabilities are to:
  - a) support the BCT Board to establish strategic direction, set policy, monitor performance, ensure legal conformance, set a risk management framework, and oversee financial management
  - b) support the BCT Board to develop its business plan, consistent with the Biodiversity Conservation Investment Strategy made by the Minister
  - c) provide the Board with information about the BCT's business plan and strategies, and the BCT's compliance with statutory requirements
  - d) set and monitor organisational culture, with guidance from the BCT Board
  - e) lead and manage effective and efficient operations of the BCT in accordance with BCT Board directions, policies and the business plan, and in accordance with the functions prescribed in Part 10 of the *Biodiversity Conservation Act 2016*, including strategic planning and



- implementation, performance management and reporting, risk management, funds and investment management, financial management, governance, legal and policy conformance, human resources management, and biodiversity conservation program delivery
- f) encourage landholders to enter cooperative arrangements for the management and protection of the natural environment that is significant for the conservation of biodiversity, and seek strategic biodiversity offset outcomes to compensate for the loss of biodiversity due to development and other activities
  - g) drive strategic alliances with government agencies, delivery partners and key stakeholders to advance the BCT's responsibilities
  - h) respond effectively to highly sensitive and contentious issues to ensure that financial, reputational, and business risks are minimised
  - i) represent the BCT effectively in communications and negotiations with stakeholders and the media.
37. The BCT Board will function well when the Chief Executive Officer contributes to and supports the preparation of meeting papers and ensures that relevant information is provided to the BCT Board to support discussions and the decision-making process.

#### Deputy Secretary

38. The nominated Deputy Secretary will:
- a) consult with the Chairperson of the BCT Board about the performance of the Chief Executive Officer
  - b) support the Chief Executive Officer to ensure that the BCT is properly supported by services provided by the principal cluster department.

#### Principal Cluster Department

39. The principal cluster department supports the operations of the BCT. This support may be set out in service partnership agreements or memoranda of understanding as necessary.
40. These arrangements may cover services such as conservation programs (including the Biodiversity Conservation Investment Strategy), science (including environmental monitoring, assessment and reporting), compliance and enforcement, human resources, financial management, business information systems, legal and public affairs (including publications and website).

## Board Secretary

41. The role of the Board Secretary is to:
- a) provide executive support services to the Chairperson
  - b) ensure effective communications between BCT Board members and between the Chairperson and the Chief Executive Officer
  - c) prepare and maintain a rolling 12-month calendar of board meetings
  - d) prepare and circulate board meeting agendas in consultation the Chief Executive Officer and with the approval of the Chairperson
  - e) coordinate and circulate timely and high-quality board papers
  - f) ensure the efficient and effective functioning of BCT Board and committee meetings
  - g) manage the logistics of board and committee meetings, including catering and any travel and accommodation requirements
  - h) record and report against board decisions and actions arising from board meetings
  - i) manage Board member contracts and remuneration
  - j) assist the Chairperson and Chief Executive Officer in fulfilling the BCT Board's accountabilities to the Minister
  - k) ensure conformance with the procedural requirements set out in Schedule 8 of the Act, including in relation to the management of pecuniary interests.

## BCT BOARD FUNCTIONS

### Communications and stakeholder engagement

42. The Board and the Chairperson may oversee and support the establishment and maintenance of appropriate and effective relationships with key stakeholders, including the government, the Minister, principal cluster department, landholders, peak stakeholder groups, local government, key partners, the media and major philanthropic donors.
43. The Board may ensure that the BCT maintains appropriate public communications, including through its website presence, media management and use of social media.
44. Unless otherwise agreed by the Board, the Chairperson will serve as spokesperson for the BCT Board.

## Business planning

45. The BCT Board is responsible for setting the BCT's strategic direction. This strategic direction will be outlined in the BCT business plan. The BCT Board may:
  - a) make strategy and strategic dialogue an ongoing activity
  - b) establish, maintain and periodically review the BCT's business plan through a robust and ongoing process of strategic dialogue, planning and performance monitoring
  - c) actively monitor and support the BCT's readiness and capability to execute the business plan.
46. In preparing the business plan, the Board will have regard to sections 5.1 and 10.7 of the Act and clauses 10.1 to 10.3 of the Regulation.
47. The business plan should:
  - a) be guided by the Biodiversity Conservation Investment Strategy, as made by the Minister from time to time
  - b) set out the context for the BCT's work, strategic goals, and actions for achieving the BCT's strategic goals and fulfilling its statutory responsibilities
  - c) set out its plan for the investment of money held by, or under the control of, the BCT and for the management of the proceeds of its investments
  - d) set out its plan for collecting and managing information for the exercise of its functions
  - e) identify performance targets and key performance indicators (KPIs)
  - f) be informed by the BCT's risk management plan
  - g) be reviewed at least biennially by the BCT Board to ensure currency and relevance
  - h) be reviewed, and submitted to the Minister for approval, within six months of the Minister re-making the Biodiversity Conservation Investment Strategy
  - i) guide the BCT's internal annual business planning cycle, with annual implementation plans approved by the Chief Executive Officer in consultation with the Board.

## Performance monitoring, evaluation and reporting

48. The Board may provide guidance and will approve the BCT's performance monitoring, evaluation and reporting framework. The Board may provide direction to the BCT on the preferred frequency, format and content of performance monitoring reports.
49. The Board may consider and discuss performance monitoring and evaluation information and reports, and may direct the BCT to ensure the organisation fulfils its legislative responsibilities.
50. The Board may choose to make certain performance information publicly available to remain accountable and transparent to stakeholders.

51. The Board will review and approve submission of the annual report to the Minister and Treasury in accordance with the *Government Sector Finance Act 2018*, *Public Finance and Audit Act 1983*, the *Annual Reports (Statutory Bodies) Act 1984*, and the *Annual Reports (Statutory Bodies) Regulation 2015*.

#### Audit and risk management

52. The BCT Board may:
- a) set the risk appetite for the BCT
  - b) create and maintain an active culture for risk management across the BCT
  - c) oversee the development of and approve a BCT risk management policy and framework, consistent with AS/NZS ISO31000:2009 (Treasury Policy Paper 15-03)
  - d) help identify and manage strategic risks, and provide advice on how to increase the likelihood and impact of positive events and how to mitigate the likelihood and impact of negative events
  - e) monitor the operations of the BCT's risk management system and review new risk mitigation strategies as risks emerge.
53. The Board will establish an Audit and Risk Committee responsible for:
- a) enhancing internal control systems
  - b) improving external accountability and financial management
  - c) promoting effective risk management
  - d) maintaining effective and efficient internal audit capability
  - e) ensuring conformance with applicable legislation
  - f) continuous improvement of business management systems
  - g) developing and recommending an internal annual audit plan and budget
  - h) any other matters as set out in the Committee charter to be approved by the Board.
54. The Audit and Risk Committee will submit to the Board an internal audit plan for approval.
55. The Board will consider information submitted to it by internal and external auditors, and consider proposed management responses to recommendations made in audit reports to ensure:
- a) the adequacy and compliance of the BCT with the system of internal and external audit
  - b) whether BCT results are consistent with established objectives
  - c) whether operations or programs are being carried out as planned.
56. The Board may, where appropriate, make resolutions about the independence and competence of the auditors.

57. The Board and the BCT will be supported by the NSW Audit Office for the delivery of the external audit function.
58. The Board will ensure the BCT establishes an appropriate arrangement for internal audit.
59. The Board will review the statement of the assigned chief financial officer (CFO) on the BCT's financial reports and approve the annual accounts.
60. The Board will approve the CFO and Chief Executive Officer's annual management attestation in accordance with the *Internal Audit and Risk Management Policy for the NSW Public Sector* (Treasury Policy Paper 15-03). The Board will publish the Attestation Statement in the annual report.

## Financial Management

61. The BCT Board will oversee the BCT's overall financial strategy, fund and investment management, operating budget, financial management, financial audit and financial reporting.
62. The BCT Board aims to ensure the efficient and responsible expenditure of public and private monies by the BCT in accordance with legislation and government policies and guidelines.
63. The Audit and Risk Committee will monitor and report to the Board on BCT conformance with government financial, asset management and procurement requirements.
64. The BCT is required to produce an annual report as a reporting entity under the *Annual Reports (Statutory Bodies) Act 1984*.
65. The Board is responsible for ensuring the BCT operates within its financial resources, and that expenditure is managed efficiently and responsibly. The Board may do this by approving the operating and capital budgets on a biannual basis, and by reviewing quarterly finance reports.
66. The Board will oversee the BCT in meeting its financial reporting obligations under the *Government Sector Finance Act 2018*, and other government policies and guidelines governing financial management.
67. The BCT will be supported in the delivery of these responsibilities by the principal cluster department's finance division(s). Externally, the BCT will be supported by NSW Treasury for guidance and direction.
68. Through service partnership arrangements, the BCT relies on the principal cluster department's financial policies, procedures and controls.
69. The BCT has significant financial management responsibilities. Under the Act, the BCT will manage three statutory funds: the Biodiversity Conservation Fund; the Biodiversity Stewardship Payments Fund; and the Biodiversity Conservation Trust Public Fund.

70. The Board may approve acceptance of any conditional gifts, including property. The Board may approve acquisition of any gift, and may agree to, and carry out, the conditions of any such gift, if it is not inconsistent with the functions of the BCT.
71. The Board will ensure that adequate controls, including delegations and reporting, exist for the control of financial risks.
72. The BCT Board (and the ARC) may consider any matters relating to the BCT's funds and other assets. This includes any asset under the control of the BCT, including current and non-current assets. To meet its objectives, the Board may:
  - a) approve and adopt an asset investment strategy annually, or more frequently if required
  - b) monitor the continued suitability of the investment strategy and approve changes where appropriate
  - c) consider and approve strategic investment portfolio opportunities (managed by NSW Treasury Corporation)
  - d) seek expert advice from Treasury Corporation on the administration of investments and on appropriate strategies
  - e) monitor the internal control procedures for the funds and the security of investments under management
  - f) establish benchmarks for investment performance
  - g) periodically review the overall performance of the investment portfolio.
73. The BCT Board (and the ARC) may consider any matters relating to the BCT's financing role. The Board may:
  - a) establish an appropriate policy for financing site-level or biodiversity certification-level biodiversity assessments
  - b) establish, maintain and review compliance with policies regarding credit, liquidity and market risks
  - c) not less than quarterly, review and discuss loan activity reports including: loan delinquencies; classified/impaired loans; policy exception log; new loans; paid off loans

#### Policy and program design

74. The Board may oversee development and approval of key policies and programs, including:
  - a) the Conservation Management Program
  - b) the Conservation Partners Program
  - c) the Biodiversity Offsets Program
  - d) the BCT's Biodiversity Conservation Education Strategy

- e) other strategies, policies and programs as the Board and/or CEO may determine.
75. The Board may review policies, programs and strategies from time-to-time as appropriate, to ensure consistency with the law, changing circumstances and any ministerial directions.

## Governance and conformance

76. The Board shall use its best endeavours to ensure the conformance of the BCT with the Act, NSW law and policy, any directions from the Minister, and all other binding legislation and reporting requirements.
77. Consistent with any delegations from the Minister, the Board may set delegations for the Chief Executive Officer and Directors to facilitate management of the organisation and set appropriate controls. The senior executives of the BCT will only exercise such delegations within policy settings and parameters approved by the BCT Board. Any proposals that fall outside such parameters will be brought to the Board for consideration.
78. The Board (or ARC) may oversee the development of an appropriate governance and conformance frameworks for the BCT, to ensure conformance with the law and with government policies and procedures. This may include arrangements with DPIE in relation to the adoption and/or adaptation of relevant governance policies applying to staff in areas such as human resources, work health and safety, financial procedures and controls, procurement and contract management, privacy, diversity, information management, and intellectual property.
79. Where necessary, the Board may identify and oversee the development of any additional policies or guidelines necessary to govern the operations of the BCT.

## BCT BOARD PROCEDURES AND EFFECTIVENESS

### BCT Board appointments and composition

80. Section 10.3(2) of the Act states that the Board of the Trust is to consist of not less than 5 members and not more than 11 members appointed by the Minister.
81. Clauses 1 to 7 of Schedule 8 of the Act set out provisions for Board member appointments, Board skills and experience required collectively, Board member terms, Board member remuneration, vacancies, the appointment by the Minister of a Chairperson and Deputy Chairperson, and the management of any pecuniary interests.
82. The Board supports periodic renewal to ensure fresh thinking. The Board proposes a policy of a maximum of three, three-year terms for any member.

## Board member remuneration

83. The NSW Public Service Commissioner approves proposed remuneration for NSW Government boards in accordance with the *Classification and Remuneration Framework for NSW Government Boards and Committees*.
84. On the Minister's advice, the commissioner has approved the BCT being classified as Group A: Boards of Governance Primary Entities Level 3, based on criteria A3-ii & iii.
85. The commissioner has approved remuneration for the Chairperson of \$60,000 per annum and for other Board members of \$30,000 per annum, with annual fees payable on a pro-rata basis.

## Board member protection

86. Under section 4.5 of the Act, members of the BCT Board are afforded a statutory protection from personal liability if they act in good faith.

## Board member induction

87. The BCT and the Chairperson may arrange for all new Board members to receive an appropriate induction. This process may include briefings on matters such as:
  - the requirements of the *Biodiversity Conservation Act 2016*
  - the objectives, functions and powers of the BCT
  - the Board charter and the procedures of the Board
  - the senior staff of the BCT and the Board Secretary
  - the proposed Board work program
  - accountability arrangements and principal cluster department service arrangements.

## Board meetings

88. Clauses 9 to 14 of Schedule 8 of the Act make provisions for the operation of the Board: quorum, presiding member, voting and transaction of business outside of meetings, and the Seal of the Trust.
89. The Board meets six times each year. Additional meetings may be convened as necessary.
90. Members of the BCT Executive attend Board meetings and the Board may invite other senior managers to attend as appropriate for agenda items.
91. The Board may make out-of-session decisions if necessary, by way of circulated papers and suggested resolutions as agreed by the Chairperson.



## Board calendar, board meeting agendas and board papers

92. The Board may adopt an annual work schedule to facilitate the discharge of its responsibilities and this may form the basis of its meeting agendas.
93. Agendas may be agreed by the Chairperson on the advice of the Chief Executive Officer.
94. Board and sub-committee agendas and papers will be distributed electronically to Board members at least five working days before each meeting.
95. The Board may provide direction to the Chief Executive Officer and Board Secretary on their preferred format and content for Board papers, to support effective decision making.

## Board records

96. Minutes, including resolutions and actions arising, will be prepared for all Board and sub-committee meetings.
97. Minutes will be provided to all Board members no later than five working days following each Board meeting and confirmed as a true and accurate record at the subsequent Board meeting. Minutes may be endorsed by the Chairperson as a complete and accurate record. Sub-committee minutes will be included in the papers presented at the next Board meeting.
98. By agreement of the Board, out-of-session decisions will be verified in subsequent in-session meetings. Where agreed, out-of-session decisions shall be recorded in the minutes of the next scheduled Board meeting.
99. The minutes of each Board and sub-committee meeting will be monitored and maintained by the Board Secretary for archiving purposes.

## Board effectiveness and evaluation

100. The Board and its members may regularly attend to their professional development as necessary to support the effective governance of the BCT.
101. The Board may commission an external review of its performance and that of any sub-committees biennially and agree appropriate changes to its systems and procedures. It may consider the contributions of individual Board members and the balance of perspectives and skills needed to maximise the effectiveness of the Board and its sub-committees.
102. This charter may be reviewed annually.

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ESTABLISHMENT OF THE TRUST

Section 10.1 of the Act states that:

*There is established by this Act a body corporate with the corporate name of the Biodiversity Conservation Trust of New South Wales (the Trust).*

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STATUS OF TRUST

Section 10.2 of the Act states that:

- (1) *The Trust is a statutory body representing the Crown.*
- (2) *The Trust is subject to the control and direction of the Minister, except in relation to payments from the Biodiversity Conservation Trust Public Fund.*
- (3) *The Trust is to publish any directions given to the Trust by the Minister.*

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TRUST BOARD

Section 10.3 of the Act states that:

- (1) *There is to be a Board of the Trust.*
- (2) *The Board of the Trust is to consist of not less than 5 members and not more than 11 members appointed by the Minister.*
- (3) *The affairs of the Trust are to be managed by the Board.*
- (4) *Any act, matter or thing done in the name of, or on behalf of, the Trust by the Board is taken to have been done by the Trust.*
- (5) *Schedule 8 contains provisions relating to the members and procedure of the Board.*

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OBJECT OF THE TRUST

Section 10.4 of the Act states that:

- (6) *The object of the Trust is to protect and enhance biodiversity by:*
  - (a) *encouraging landholders to enter into co-operative arrangements for the management and protection of the natural environment that is significant for the conservation of biodiversity, and*
  - (b) *seeking strategic biodiversity offset outcomes to compensate for the loss of biodiversity due to development and other activities, and*
  - (c) *providing mechanisms for achieving the conservation of biodiversity, and*
  - (d) *promoting public knowledge, appreciation and understanding of:*

- (i.) *biodiversity, and*
    - (ii.) *the importance of conserving biodiversity.*
  - (2) *The co-operative arrangements for the management and protection of land may include arrangements for the management and protection of any waters that affect the biodiversity of the land, whether or not the waters are on or under the surface of the land.*
  - (3) *The affairs of the Trust are to be conducted on a not-for-profit basis.*
  - (4) *The object of the Trust is also its principal purpose.*
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## FUNCTIONS OF THE TRUST

Section 10.5 of the Act states that:

- (1) *The Trust has the following functions:*
  - (a) *to negotiate, enter into and administer private land conservation agreements,*
  - (b) *to provide assistance to planning authorities in connection with applications for the biodiversity certification of land under Part 8 (including the provision in accordance with the regulations of loans and other financial assistance),*
  - (c) *to manage and control the Biodiversity Conservation Fund,*
  - (d) *to establish and maintain the Biodiversity Conservation Trust Public Fund,*
  - (e) *to raise money from organisations and the general public to help fund its activities,*
  - (f) *to use any gifts, devises, bequests or contributions received by the Trust for the protection and enhancement of biodiversity,*
  - (g) *to assist and educate landholders who propose to enter into agreements with the Trust,*
  - (h) *to provide technical, financial and other assistance to landholders generally, when the Trust considers it appropriate to do so, for the purpose of facilitating the achievement of conservation goals,*
  - (i) *to provide education to the public on issues of conservation, land management and ecological sustainability,*
  - (j) *to exercise functions under this Act that are delegated to the Trust,*
  - (k) *any other function conferred or imposed on it by this or any other Act or law.*
- (2) *The Trust has the functions under this Act as the Fund Manager of the Biodiversity Stewardship Payments Fund (including its functions under this Act in connection with the operation of the biodiversity offsets scheme).*

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## POWERS OF THE TRUST

Section 10.6 of the Act states that:

- (1) *The Trust has power to do all things that are necessary or convenient to be done for or in connection with the exercise of its functions or that are supplemental or incidental to, or consequential on, the exercise of its functions.*
- (2) *Without limiting subsection (1), the Trust has power to do the following:*
  - (a) *to buy, sell, hold, mortgage, lease or otherwise deal with land,*
  - (b) *to acquire, transfer or retire biodiversity credits,*
  - (c) *to enter into private land conservation agreements as land owner,*
  - (d) *by mutual agreement with the Crown, to surrender land vested in the Trust (whether on trust or otherwise) to the Crown to be used for a purpose specified by the Trust,*
  - (e) *to buy or otherwise acquire, sell, hold, create security interests in and otherwise deal in access licences, holdings in access licences and water authorities under the Water Management Act 2000,*
  - (f) *to borrow money, either with or without security,*
  - (g) *to act as trustee of money or other property vested in the Trust,*
  - (h) *to invest money in any fund managed or maintained by the Trust in the manner authorised by the Public Authorities (Financial Arrangements) Act 1987 or (if that Act does not confer power on the Trust to invest money) to invest the money in the same way as trustees may invest trust funds or in any other way approved by the Treasurer,*
  - (i) *to make and enter into contracts or other arrangements for the carrying out of works, the performance of services or the supply of goods or materials,*
  - (j) *to appoint agents.*