



# Airservices Australia

## Board Charter

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**OFFICIAL**

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| Prepared:   | Joshua Ginpil<br>Company Secretary         |
| Authorised: | Airservices Australia Board<br>Resolution: |

## Change summary

| Version | Date              | Change description   |
|---------|-------------------|--|
| 1       | 2 July 2019       | Initial Version of Board Charter, replacing the previous Board Governance Manual.  |
| 2       | 5 August 2019     | Amendments to reflect the establishment of the Board Environment and Community Committee.  |
| 3       | 4 December 2020   | Amendments to reflect processes for Board appointment recommendations, meeting procedures, inductions, supply of equipment and videoconferencing practices. Minor updates to reflect title changes to corporate governance benchmarks, committees and positions; to ensure alignment with language in the ANO Charter; and to correct or clarify language. |
| 4       | 23 September 2022 | Amendment to document process and expectations for the circulation of information to Board members between meetings.   |
| 5       | 4 December 2023   | Minor amendments.  |
| 6       | 6 December 2024   | Added an additional dot point in C.2 of Appendix C of the Charter concerning issues that could materially affect Airservices' Stakeholder Relationships Enterprise Risk  |
| 7       | 19 February 2026  | Changes to simplify content and relocate items to the Governance Handbook as well as minor amendments to reflect current titles and business practice.   |
| 8       | 17 April 2026     | Changes to CEO Delegations in Appendix B   |

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# 1 Context for Airservices

1.1 Airservices Australia (Airservices) ABN 59 698 720 886 is:

- a) a corporate Commonwealth entity established by the *Air Services Act 1995* (**Air Services Act**)
- b) wholly owned by the Australian Government.
- c) governed by a Board established under the Air Services Act and further regulated by the *Public Governance, Performance and Accountability Act 2013* (**PGPA Act**).

## 2 Purpose

2.1 This Charter, established by the Board under the Air Services Act and sets out the authority, roles and responsibilities of the Board

## 3 Authority and scope

3.1 This Charter is established by the Board under the Air Services Act, which vests in the Board the functions of deciding the objectives, strategies and policies to be followed by Airservices, and ensuring that Airservices performs its functions in a proper, efficient and effective manner.

## 4 Role of the Board

### 4.1 Composition

4.1.1 Membership of the Board of Airservices consists of:

- a) a Chair
- b) a Deputy Chair
- c) the Chief Executive Officer
- d) 6 other members

### 4.2 Functions and reserved powers

#### 4.2.1 Functions

4.2.1.1 The primary functions of the Board are:

- a) strategic oversight of Airservices, including:
  - (i) setting the mission, values, code of conduct to underpin the desired culture, Corporate Plan and other corporate strategies of Airservices;
  - (ii) responding to the Ministers' Statement of Expectations with a Statement of Intent, outlining how Airservices proposes to meet the Australian Government's expectations (including key performance indicators crucial to the success of Airservices of both a financial and non-financial nature); and

- (iii) ongoing review of the success of the Corporate Plan and other corporate strategies.
- b) ensuring effective overall governance and management of Airservices, including:
- (i) appointing the Chief Executive Officer, and monitoring their performance;
  - (ii) overseeing and reviewing the management of Airservices and its performance;
  - (iii) ensuring that the strategic goals set by the Board are delivered by effective management systems;
  - (iv) overseeing and monitoring the provision of services and facilities by Airservices;
  - (v) overseeing and monitoring the effectiveness of the corporate governance of Airservices;
  - (vi) establishing corporate policies, consistent with legal requirements and community expectations;
  - (vii) influencing and monitoring the culture, reputation, ethical standards and legal compliance of Airservices, including by instilling and continually re-enforcing a culture across Airservices of acting lawfully, ethically and responsibly;
  - (viii) engaging with the Australian Government on the objectives, strategies and risks of Airservices; and
  - (ix) ensuring that an appropriate framework exists for relevant information to be reported by executive management of Airservices to the Board.
  - (x) oversight of organisational integrity systems, including conflicts of interest, fraud control and compliance with duties under the PGPA Act;
  - (xi) oversight of material safety risks and safety governance, consistent with Airservices' statutory functions
- c) ensuring responsible financial and risk management of Airservices, including:
- (i) approving the corporate financial plan and enterprise investment plan, including:
    - ensuring that Airservices re-values its assets at least once every 5 years<sup>1</sup>, and
    - recommending to the Minister (within legislated time frames) the amount, if any, of an interim<sup>2</sup> and final<sup>3</sup> dividend;
  - (ii) approving the annual report<sup>4</sup>, annual financial statements, annual performance statements and annual remuneration report;
  - (iii) ensuring that Airservices' remuneration policies are aligned with its purpose, values, strategic objectives and risk appetite;
  - (iv) overseeing and monitoring the assessment and management of risk (for both financial and non-financial risks) across Airservices;

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<sup>1</sup> Section 45 Air Services Act.

<sup>2</sup> Section 47 Air Services Act.

<sup>3</sup> Section 46 Air Services Act.

<sup>4</sup> Section 51 Air Services Act requires Airservices' Annual Report must include an assessment of the adverse effect (if any) that meeting the non-commercial commitments imposed on Airservices has had on Airservices' profitability during the financial year.

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(v) approving and monitoring systems of control and accountability for Airservices and any entities controlled by Airservices<sup>5</sup>; and

(vi) approving significant commercial activities of Airservices.

.4.2.1.2 The Board may undertake any other function conferred on it by the Air Services Act or any other law of the Commonwealth.

.4.2.1.3 The Board may, at its discretion, delegate all or any of its powers and functions to a Board Member or employee of Airservices<sup>6</sup>.

## 4.2.2 Chief Executive Officer

4.2.2.1 The Board has delegated authority, subject to this Charter and the Chief Executive Officer Agreement, to the Chair to act as the manager of the Chief Executive Officer as an employee of Airservices. In this respect, the Chair may exercise delegations and authorisations as resolved by the Board from time to time. Records of all approvals will be kept by the Board Secretariat, and may be done by letter, email or fax.

## 4.2.3 Acting Chief Executive Officer

4.2.3.1 The Board has resolved to delegate authority to the Chairperson to appoint an Acting Chief Executive Officer under certain circumstances, those being:

1. in the event the Chief Executive Officer is absent from Australia, or from duty, or is for any other reason unable to perform the functions of the office; or
2. in the event the office of Chief Executive Officer falls vacant without notice.

4.2.3.2 The exercise of this delegation is subject to the limitations and conditions specified in the Board's resolution.

4.2.3.3 Under any circumstances, if any person assumes the role of Acting Chief Executive Officer for any period, the Chairperson must report accordingly to the Board at the next meeting of the Board after the acting period occurs.

## 4.2.4 Subsidiaries

4.2.4.1 Airservices may establish subsidiaries<sup>7</sup>. The governance arrangements for subsidiaries are determined by the Board on a case-by-case basis. The Board must ensure that a subsidiary does not do anything that Airservices does not have power to perform<sup>8</sup>.

4.2.4.2 At the date of this Charter, Airservices does not have any subsidiaries.

# 5 Board Committees

5.1 The Board establishes Board Committees to assist with the discharge of its responsibilities. Board Committees:

- a) Have a Charter or Terms of Reference approved by the Board

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<sup>5</sup> Within the meaning of section 50AA of the Corporations Act 2001.

<sup>6</sup> Section 23 Air Services Act.

<sup>7</sup> Section 11 Air Services Act.

<sup>8</sup> Section 86 PGPA Act.

- b) do not have authority to make decisions on behalf of the Board, unless the Board has specifically delegated powers to the Committee
- c) can make recommendations to the Board in respect of their respective areas of responsibility.

5.2 The Board has currently established the following standing Committees:

- a) Board Audit and Risk Committee;
- b) Board Safety Committee;
- c) Board People, Culture and Remuneration Committee;
- d) Board Technology Committee; and
- e) Board Sustainability Committee.

5.3 The Chair is responsible for monitoring the membership of Board Committees and making membership recommendations to the Board.

5.4 The Chair and Chief Executive Officer are ex officio members of all Board Committees, other than the Board Audit and Risk Committee. Ex-officio members of Committees have the same rights as the other members of the Committee, including the right to vote and be counted in determining whether or not a quorum is present.

5.5 All Board members have access to papers for meetings of the Committees.

5.6 The Board may form ad-hoc committees or working groups to consider specific matters and to operate for a fixed term.

- a) are established by the Board and may also be recommended by a Board Committee.
- b) are advisory and do not have authority to make decisions on behalf of the Board, unless expressly empowered by the Board to do so.

## 6 Board Member Appointments

### 6.1 Appointment and Termination

6.1.1 All members of the Board, other than the Chief Executive Officer, are appointed by the Minister. The Minister determines the period of appointment, which must be for not more than five years<sup>9</sup>. An appointed Board member may be eligible for reappointment<sup>10</sup>.

6.1.2 A Board Member may resign from the Board by providing a written resignation to the Minister<sup>11</sup>. A Board Member should also provide a copy of their resignation to the Chair.

6.1.4 The Minister may terminate the appointment of a Board Member<sup>12</sup>.

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<sup>9</sup> Section 27 Air Services Act.

<sup>10</sup> Section 27 Air Services Act.

<sup>11</sup> Section 31 Air Services Act.

<sup>12</sup> Section 31 Air Services Act or Section 30 PGPA Act.

## 7 Role of the Chair

- 7.1 The Chair's principal responsibilities are to provide appropriate leadership to the Board and to ensure the Board fulfils its role specified in this Charter.
- 7.2 The Chair has specific responsibilities to:
- a) Convene and preside over Board meetings<sup>13</sup>, and other Board-level meetings, and to facilitate discussion within each meeting.
  - b) Represent the views of the Board to Airservices staff, customers, aviation stakeholders and the general public.
  - c) Be the principal point of contact between Airservices and the Minister and Finance Minister.
  - d) Maintain a regular dialogue with the Chief Executive Officer and executive management (with the knowledge of the Chief Executive Officer), serving as a primary link between the Board and management and providing continuity between Board meetings.
  - e) Work with the Chief Executive Officer in relation to the Board's requirements for information to contribute effectively to the Board decision-making process and to monitor the effective implementation of Board decisions.
  - f) Approve expenses and allowances for Board members.

## 8 Role of the Deputy Chair

- 8.1 The Deputy Chair's principal responsibilities are to assist the Chair in providing appropriate leadership to the Board and ensuring the Board fulfils its role specified in this Charter.
- 8.2 The Deputy Chair has specific responsibilities to:
- a) Convene and preside over Board meetings, in the absence of the Chair<sup>14</sup>.
  - b) Act as Chair, if appointed by the Minister, during a vacancy in the office of Chair, or if the Chair is absent from duty or from Australia, or otherwise unable to perform the office<sup>15</sup>.
  - c) Assist the Chair with their specific responsibilities as listed above; and
  - d) Approve expenses and allowances for the Chair. **In the absence of a Board Member appointed to the role of Deputy Chair, the approval of the Chair's expenses and allowances will be undertaken by the Chair of the Board Audit and Risk Committee.**

## 9 Role of the Chief Executive Officer and Executive Management

- 9.1 The Chief Executive Officer is responsible for:

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<sup>13</sup> Section 24 Air Services Act.

<sup>14</sup> Section 24(5) Air Services Act.

<sup>15</sup> Section 33 Air Services Act.

- a) the management and administration of Airservices
- b) the delivery and achievement of the Corporate Plan

9.2 The Chief Executive Officer has authority to undertake any action on behalf of Airservices that is within Airservices' legal authority to do, except where the Board has expressly limited that authority<sup>16</sup>. The Board has determined the limits of the financial or other authority of the Chief Executive Officer.

## **10 The Chief Executive Officer is accountable to the Board.**

### **10.1 Role of the Board Secretariat**

10.1.1 The Board is supported by the Board Secretariat, which is currently comprised of a Board Secretary, Company Secretary and a Board Executive Coordinator.

10.1.2 Appointing and, should it be necessary, terminating the employment of the Board Secretary is a decision that is undertaken by the CEO in consultation with the Board. The Board Secretary is accountable directly to the Board through the Chair on matters relating to the proper functioning of the Board.

10.1.3 The responsibilities of the Board Secretariat include:

- a) Being the Board's principle advisor on corporate governance matters;
- b) Organising Board and Board Committee meetings and ensuring that proper and accurate minutes are taken of those meetings;
- c) Maintaining proper and timely records of Board and Board Committee minutes, resolutions, correspondence and other records;
- d) Ensuring that Board Members receive appropriate papers for meetings;
- e) Reinforcing the Board's requirements in relation to the quality, completeness and timeliness of Board papers;
- f) Monitoring the completion of actions arising from Board and Board Committee meetings;
- g) Assisting the Chair with the effective functioning of the Board;
- h) Assisting Board Committee Chairs with the effective functioning of Board Committees;
- i) Assisting with the flow of information from the Board to management and from management to the Board;
- j) Supporting the Chair and the other non-executive Board Members in relation to administrative and other requirements, including by assisting with the management of correspondence;
- k) Maintaining safe custody of Instruments of Delegations by the Board;
- l) Keeping up to date registers of gifts, benefits and interests disclosed by Board Members.

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<sup>16</sup> Section 35 Air Services Act.

## 10.2 Corporate Seal

10.2.1 Airservices has a corporate seal<sup>17</sup> and may execute documents under seal<sup>18</sup>.

10.2.2 Use of the seal to execute a document may be authorised by the Board or the Chief Executive Officer. The affixation of the seal to a document must be attested to by two members of the Board, or one member of the Board and the Board Secretary.

10.2.3 The Company Secretary is the custodian of the seal and will maintain a Seal Register and report to the Board if the seal is used.

## 11 Role of the Aircraft Noise Ombudsman

11.1 The Aircraft Noise Ombudsman (**ANO**) has been established as an independent administrative office to review the management of aircraft noise by Airservices and Defence. The ANO was established in response to the Minister's Statement of Expectations dated 10 June 2010.

11.2 Appointing and, should it be necessary, terminating the contract of the ANO is a decision reserved for the Board, subject to the ANO Charter. The Board appoints the ANO on terms and conditions, including leave arrangements, as determined by the Board.

11.3 The ANO operates in accordance with the ANO Charter and ANO Protocol to make recommendations to the Airservices Board and the Chief of Air Force (**CAF**) for improvements in:

- a) aircraft noise enquiry and complaint handling
- b) noise information provision
- c) community consultations.
- d) other matters as determined by the Board and CAF.

11.4 The ANO is accountable to the Board and operates independent of the management structure of Airservices. As the ANO is not engaged as an employee of Airservices, the Board Secretary or Company Secretary may exercise delegated authority (consistent with levels of authority in Airservices management delegations) to give effect to administrative and expenditure decisions of the ANO. Such authority will be exercised in a manner consistent with Airservices policies and practices.

## 12 Conduct of Board Members

### 12.1 Code of Conduct

12.1.1 Each Board Member is expected to observe the highest standards of ethical behaviour at all times consistent with the Code of Conduct applicable to Board Members. The Code of Conduct will be periodically reviewed by the Board to ensure that it is operating effectively and whether any changes are required to it.

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<sup>17</sup> Section 7 Air Services Act.

<sup>18</sup> The absence of the corporate seal from a document or legal instrument does not invalidate the document or legal instrument.

## 12.2 Declaration of Interests and Duties

- 12.2.1 Each Board Member must declare to the Board all material personal interests and duties that could in any way relate to the affairs of Airservices.
- 12.2.2 The Board Secretariat maintains a register of the declarations of interests and duties provided by Board Members. The register is updated and circulated to Board Members at each Board meeting. Board Members who have any concerns about whether or not a possible conflict of interest should be notified should raise the matter with the Chair or the Company Secretary. The Board has agreed a Conflict of Interest Protocol, which is also included in included in the Governance Handbook.

## 12.3 Gifts and Benefits

- 12.3.1 Board Members have duties in relation to use of their position<sup>19</sup> and it is necessary for a Board Member to give proper consideration to this duty when making a decision to accept a gift or receive a benefit (for themselves or for others). Guidance about the standard expected with respect to this duty is included in the Board's Governance Guide. Board Members may also obtain detailed advice on their duties and the requirements for disclosure and recording of gifts and benefits from the Board Secretariat.

## 12.4 Communications with Third Parties

- 12.4.1 To ensure the effective operation of the Board, Board Members must foster a collective working relationship based on trust and openness. Protocols for communication amongst Board Members, between the Board and management, and between the Board and stakeholders, are agreed and reviewed from time to time.
- 12.4.2 Board papers and discussions at Board meetings are confidential. Board Members are not authorised to disclose any confidential information that they receive in their capacity as Board Members to third parties except with the prior consent of the Board or the Chair.
- 12.4.3 The Chair is the spokesperson for the Board, and the Chief Executive Officer is spokesperson for Airservices. Other Board Members should not comment to third parties about Airservices' strategy, operations or views on particular issues without the prior consent of the Chair.
- 12.4.4 The Chair is the organisational representative for communication between Airservices and the Minister and the Finance Minister, by means of both written reports and face-to-face meetings. The Chair keeps the Board informed of responses received from Ministers and of any meetings.
- 12.4.5 From time to time, there will be contact from stakeholders with individual Board Members. Board Members must inform the Chair of the content of all such contact. The Chair, likewise, will keep Board Members informed of contacts. Where a Board response is required to a contact from an individual stakeholder, it will be provided from the Chair or, if appropriate, be delegated to management for response.

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<sup>19</sup> Section 27 PGPA Act.

## 12.5 Communications With, and Requests of Management and Staff

- 12.5.1 Board Members have full access to management and corporate information through the Chair, the Chief Executive Officer and the Board Secretariat.
- 12.5.2 Board Members are entitled to request documents or information through the Chief Executive Officer or the Board Secretariat at any time. However, such requests should be made in consultation with the Chair or, where appropriate, the Chair of the appropriate Board Committee. Board Members should not make direct requests of managers or staff.
- 12.5.3 The Chairs of Board Committees, for the purposes of managing the business of their respective committees, may have regular formal direct contact with members of the Executive whose functional accountabilities align with those of their respective committee. This includes the Chief Risk, Noise and Environment Officer in the case of the Board Audit and Risk Committee.

## 13 Board and Board Committee Meetings

the Board or Committee Chair will lead the meeting and ensure that it is conducted in a collegial and consultative manner, where all members' views can be expressed and considered.

### 13.1 Meeting Planning

#### 13.1.1 Meeting Schedule

- 13.1.1.1 The Board will hold as many meetings as it considers necessary for the efficient and effective performance of its functions.
- 13.1.1.2 The Chair or the Minister may convene a meeting of the Board at any time. The Chair must convene a meeting on the written request of two other Board Members<sup>20</sup>.

#### 13.1.2 Annual Agenda Plan

- 13.1.2.1 Under the direction of the Chair or relevant Committee Chair, the Board Secretariat maintains Annual Agenda Plans for meetings of the Board and Board Committees.
- 13.1.2.2 At each ordinary Board and Board Committee meeting, the Board Secretariat will provide a rolling update of the Annual Agenda Plan for noting.
- 13.1.2.3 Under the direction of the Chair or relevant Committee Chair, the Board Secretariat may make adjustments to the approved Annual Agenda Plan as necessary.

#### 13.1.3 Meeting Agendas and Papers

- 13.1.3.1 The preparation of all meeting agendas is coordinated by the Board Secretariat, under the direction of the meeting chair, and in consultation with the Chief Executive Officer. Preparation of the agenda is informed by the Annual Agenda Plan.

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<sup>20</sup> Section 24 Air Services Act.

13.1.3.2 Ordinarily, the agenda and meeting papers for Board and Board Committee meetings are distributed at least seven days prior to the meeting.

13.1.3.3 Board Members are provided with electronic access to Board papers via the Board Portal. Secure storage, or destruction, of a Board Member's personal copies of Board papers after each meeting can be arranged by the Board Secretariat.

## 13.2 Quorum and Voting

13.2.1 The quorum at Board meetings is five Board Members<sup>21</sup>. The quorum at Board Committee meetings is as specified in the relevant committee charter.

13.2.2 Board decisions<sup>22</sup> and Board Committee decision are made by a resolution, which is determined by a majority of the votes of the members present and voting. If necessary, in a Board meeting, the Chair (or other person presiding at a meeting in the Chair's absence) has a casting vote (in addition to a deliberative vote)<sup>23</sup>.

## 13.3 Participation by Electronic Medium

13.3.1 Board Members are ordinarily expected to attend meetings in person. However, the Board recognises that meetings may, from time to time, be conducted wholly or partly by electronic means, including videoconference or teleconference. Where a meeting is convened in this way, or where a Board Member is unable to attend in person, a Board Member may participate by video or audio link with the consent of the Chairperson, relevant Committee Chair or the Board. Board Members participating electronically are taken to be present at the meeting for all purposes, provided the technology used enables them to hear and be heard clearly and to participate effectively in the meeting. Where meetings are held by electronic means, the Chair must be satisfied that all participants can communicate adequately and securely.”

## 13.4 Attendees and Observers

13.4.1 Attendance at Board meetings by any person other than a Board member is by invitation only, and Board meetings are not generally open for any Airservices staff member or other person to observe. Notwithstanding:

- a) It is expected that all members of the Executive will make themselves available to attend meetings of the Board if and when required.
- b) The Board Secretary and Company Secretary have a standing invitation to attend all Board and Board Committee meetings but can be asked to leave at any time.
- c) The Chief Risk, Noise and Environment Officer, senior managers and the ANO may be invited from time to time to attend a Board meeting for specific agenda items, to provide advice or relevant information.
- d) Where the Minister convenes a Board meeting under the Air Services Act, the Minister has a standing invitation to attend such a Board meeting.

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<sup>21</sup> Section 24(6) Air Services Act.

<sup>22</sup> Section 24(7) Air Services Act.

<sup>23</sup> Section 24(8) Air Services Act.

- 13.4.2 Any person invited to attend a Board meeting does not have speaking rights, unless invited to do by the Chair.

## 13.5 Minutes and Action Items

- 13.5.1 The Board Secretariat is responsible for taking minutes of each Board and Board Committee meeting. Ordinarily minutes shall be prepared within 5 working days of a Board or Board Committee meeting, and following clearance by the Meeting Chair, released to members for comment for a period of 5 working days.
- 13.5.2 Management is authorised to act on draft minutes of Board and Board Committee meetings once the minutes have been cleared by the Meeting Chair.
- 13.5.3 Ordinarily the minutes will be presented at the next meeting of the Board or Board Committee for formal approval. Once approved, the Board or Board Committee will authorise the Meeting Chair to sign the minutes.

## 13.6 Circular Resolutions

- 13.6.1 The Board may pass a resolution without a meeting (**circular resolution**) if a majority of Board Members indicate agreement with the resolution in accordance with the method determined by the Board<sup>24</sup>.
- 13.6.2 A Board Committee may also make a decision by circular resolution, using the same procedure as outlined above. In this context, references to 'Chair' means Committee Chair, references to 'Board Members' means Committee Members, and references to 'Board meeting' means Committee meeting.

## 13.7 Leave of Absence

- 13.7.1 The Chair must seek leave of absence from the Minister to be absent from a Board meeting<sup>25</sup>. Other Board Members must seek leave of absence from the Chair to be absent from a Board meeting<sup>26</sup>.

## 13.8 Information Circulated Between Meetings

- 13.8.1 From time-to-time documented information may need to be circulated to Board members between Board meetings.
- 13.8.2 The Board Secretariat will ensure that records are maintained of information circulated to Board members between meetings.
- 13.8.3 The agenda for each Board meeting will include a report, prepared by the Board Secretariat, which details all significant information circulated to Board members since the Board's previous meeting (information that is tabled in a Board or a Board Committee meeting through another means may be omitted from the report). The report will include a copy of each document reported on, and the Board will formally note these.

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<sup>24</sup> Section 26 Air Services Act.

<sup>25</sup> Section 30(3) Air Services Act.

<sup>26</sup> Section 30(4) Air Services Act.

- 13.8.4 Board members are expected to approach their consideration of information circulated between meetings in the same manner they would consider formal meeting papers. Where in respect of information circulated, a Board member wishes to raise an issue of concern or request further information, they should do so in accordance with the provisions of this charter relating to *Communications With, and Requests of Management and Staff*. Any request for an issue of concern to be discussed in a Board or Board Committee meeting should be made promptly through the Chair or relevant Board Committee Chair, Chief Executive Officer or Board Secretariat.

## **14 Board Performance Evaluation and Charter Review**

- 14.1 The Board annually conducts an evaluation of its performance and the performance of its Committees.
- 14.2 The Board will use a qualified independent external assessor to conduct the evaluation at least once every three years.
- 14.3 The Board will review this charter annually, on an annual basis, at a time specified in the Annual Agenda Plan. Amendments to the charter may be proposed by Board Members or the Board Secretariat.

## **15 Non-Executive Board Member Support**

### **15.1 Indemnities and Insurance**

- 15.1.1 Airservices has agreed to provide an indemnity to each Board Member. A copy of the indemnity is available from the Board Secretariat.
- 15.1.2 Airservices maintains a Directors and Officers insurance policy that, subject to the conditions, exclusions and limits of the policy, provides liability cover for Board Members in the performance of their duties.
- 15.1.3 The adequacy and appropriateness of Airservices' insurance arrangements is considered on an annual basis by the Board Audit and Risk Committee.

### **15.2 Independent Legal, Accounting and Technical Advice**

- 15.2.1 Board Members may, when they judge such advice necessary for them to discharge their responsibilities as Board Members, request that they be provided with independent legal, accounting or technical advice on relevant matters at Airservices expense.
- 15.2.2 Board Members should seek such advice through the Board Secretariat. The Board Secretariat will consult with the Chair in relation to the request. Any independent advice obtained at the request of a Board Member will be tabled at the Board meeting following the receipt of the advice.

## Appendix A: Matters Reserved for the Board

### A.1 Strategy and Policy

- Approving the Statement of Intent in response to the Ministers' Statement of Expectations.
- Approving the Corporate Plan and other corporate strategies.
- Approving policies for Airservices.
- Making decisions relating to matters of a sensitive, extraordinary or strategic nature, including in relation to undertaking major new investments.

### A.2 Stakeholders

- Ensuring that the Minister and Finance Minister agree to Airservices' strategic, performance and financial goals.
- Providing reports and other information to the Minister and Finance Minister, as outlined in this Charter.
- Determining Airservices view on any proposed amendments to the Air Services Act or the *Air Services Regulations 1995*.
- Approving any external proposals on significant stakeholder issues that could materially affect Airservices' Stakeholder Relationships Enterprise Risk

### A.3 Board Arrangements and Operations

- Determining the Board Charter.
- Determining the charters for Board Committees, including membership and responsibilities.
- Evaluating Board and Board Committee performance.
- Appointing and, should it be necessary, terminating the employment of the Board Secretary.
- Appointing and, should it be necessary, terminating the employment/engagement of the Aircraft Noise Ombudsman.

### A.4 Chief Executive Officer, Executive Management and Human Resources

- Appointing and, should it be necessary, terminating the employment of the Chief Executive Officer.
- Determining the remuneration of the Chief Executive Officer.
- Determining the terms and key performance indicators for the annual performance agreement of the Chief Executive Officer and assessing their performance.
- Determining succession plans for the position of Chief Executive Officer.
- Approving the principles for setting remuneration and assessing the performance of Executive members.
- Approving strategies and general principles for the negotiation of enterprise agreements by management.

### A.5 Finance and Investment

- Approving the corporate financial plan and enterprise investment plan.
- Approving long term pricing agreements.
- Approving recommendations to the Minister regarding the amount, if any, of interim and final dividends.

- Approving all proposals by Airservices to form or participate in the formation of a corporation; enter into a partnership; to enter into a joint venture or an arrangement for the sharing of profits; to acquire a major shareholding in a company; to acquire a substantial business; or to undertake significant new business activities. This also covers all proposals to withdraw from or to materially divest from such activities.
- Approving operating and capital expenditure that exceeds the authority of the Chief Executive Officer.
- Approving significant changes associated with the governance and financial arrangements for AvSuper.

#### **A.6 Risk Management, Compliance and Audit**

- Ensuring Airservices maintains an appropriate system of risk oversight and management.
- Ensuring Airservices maintains an appropriate system of internal control and reporting.
- Approving and periodically reviewing the code of conduct.
- Acting with the recommendation of the CEO and the advice of the Board Audit and Risk Committee, appointing and, should it be necessary, terminating the employment of the Chief Audit Executive (CAE). The position of CAE is undertaken by the Chief Risk, Noise & Environment Officer (CRNEO)
- Approving the annual Internal Audit Plan and accepting and reviewing external and internal audit reports.

#### **A.7 Operational Safety**

- Ensuring Airservices maintains an appropriate system for operational safety.

#### **A.8 Limits of the Authority of the Chief Executive Officer**

- Approving any other matter that exceeds the authority of the Chief Executive Officer, or by resolution of the Board.

## Appendix B: Limits of the authority of the Chief Executive Officer

The Board has determined that the exercise of financial or other authority by the Chief Executive Officer is subject to the following limits and requirements. The Chief Executive Officer:

1. May approve up to \$10 million of expenditure in relation to any transaction, provided that the expenditure is within the budget approved by the Board.
2. May approve up to \$10 million (excluding GST) of capital expenditure for a project, subject to the proposed capital expenditure being in respect of a project that had previously been approved by the Board, either as part of the approved Enterprise Investment Plan or by separate approval.
3. May authorise expenditure and execute agreements greater than \$10 million that relate to the standard supply arrangements for recurrent utility services (e.g. telecommunications, gas, electricity, etc). Exercise of this authority is reportable to the next Board meeting.
4. May establish or rollover a debt facility which is not considered to be medium/long term (i.e. greater than 24 months).
5. Must inform the Board of any decision he or she makes to expend in excess of \$5 million in relation to any transaction, at the first Board meeting after the decision is taken.
6. May, on behalf of Airservices, settle or pay any claim made against the organisation, up to a maximum payment of \$5 million in relation to a particular claim or group of related claims.
7. Must inform the Board of any decision he or she makes to settle or pay a claim, or a group of related claims, where the amount of the payment or settlement exceeds \$500,000.
8. May sign any contract or deed on behalf of Airservices relating to expenditure approved by the Chief Executive Officer, or a claim paid or settled by the Chief Executive Officer, on behalf of the organisation.
9. May sign any contract or deed on behalf of Airservices relating to any arrangement under which the organisation is to supply goods or services within Australia or overseas, where the total revenue for Airservices under the arrangement does not exceed \$5 million.
10. May write off up to \$500,000 in relation to any one item or matter.
11. Will refer decisions in excess of the authorisations set out above to the Board.
12. Will advise the Board of any delegations he or she makes to staff under section 12 of the Air Services Act.
13. Will refer to the Board, all transactions with an “extreme” risk rating, irrespective of the expenditure involved.