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Introduction

The Wellington Park Management Trust (the Trust) is a statutory authority established under the *Wellington Park Act 1993* (the Act) to manage and maintain Wellington Park in accordance with the Act.

1 Purpose and Application

This Policy and separate Governance Procedures describes the governance arrangements approved by the Trust to administer its affairs in accordance with the Act and accepted governance practice. It applies to the Trust, its members and deputies, and management as appropriate and should be read in conjunction with the Act.

2 Definitions

The Act is The *Wellington Park Act 1993*.

The Park is Wellington Park as established under the Act.

Trust means the Wellington Park Management Trust as established under the Act.

Trust members are those persons who fill the positions set out in section 10 of the *Wellington Park Act 1993*, either ex officio or appointed by the Minister, and their deputies appointed by the Minister.

Management means managers and employees appointed by the Trust to administer its day to day operations under the direction of, and/or delegation from, the Trust.

Trust staff are persons who carry out activities in a paid or unpaid capacity under the direction of the Trust to meet the Trust's objectives. Trust staff includes, but is not limited to, Trust employees, volunteers, trainees and apprentices, work experience students, and those who are formally employed by another organisation or agency (such as contractors, subcontractors, consultants) but work for the Trust under formal arrangements with the other organisation or agency that allow them to represent themselves as agents of the Trust. Staff does not include external contractors, subcontractors or consultants engaged under a contract for specific purposes where the terms of their contract does not allow them to represent themselves as agents of the Trust.

3 Roles and Responsibilities

3.1 Trust Composition

Under the Act, the Trust comprises eight members, representing government, landowners in the Park and other key stakeholder organisations. Prescribed members are the Director-General of Lands or nominee, Director of National Parks and Wildlife or nominee, and the CEO of Tourism Tasmania or nominee. The Minister also appoints the independent Chairperson, two members nominated by Hobart City Council, one member nominated by Glenorchy City Council and one member nominated by the Hobart Regional Water Board (now TasWater).

Member organisations may nominate one deputy member for each of their members. The deputy of a Trust member is deemed to be a member when performing the duties of a member. A deputy is only to perform the duties of a member if the Trust member for whom he or she is deputy is unable (for any reason) to perform the duties of a member. In the event that both a member and their deputy attend a Trust meeting, only the appointed member has voting rights.

Non ex officio members and deputy members are appointed by the Minister under Instruments of Appointment which specify their tenure, responsibilities and conditions, including remuneration where applicable. Members and deputies are appointed for terms not exceeding three years but, if appropriately qualified, are eligible for reappointment.

Under section 10(2) of the Act, the Minister must appoint the nominees of Hobart City Council, Glenorchy City Council and TasWater.

The Minister may terminate a non ex officio member's appointment under the circumstances prescribed in Schedule 3(7) of the Act.

3.2 Role of the Trust

The role of the Trust is prescribed in the Act as:

- to provide for the management and maintenance of Wellington Park in a manner consistent with the purposes for which the Park is set aside;
- to give effect to any management plan in force for Wellington Park;
- to prepare plans with a view to their submission to the Governor for approval as management plans for Wellington Park and to keep under review the provisions of management plans;
- to ensure that any development undertaken in Wellington Park is consistent with the purposes for which it is set aside and with any management plan;
- when required to do so by the Minister, to advise on any development proposed for Wellington Park;

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- to carry out, or arrange for the carrying out of, research and other activities that appear to it to be desirable in connection with the administration of this Act;
- to be the managing authority of Wellington Park; and
- to perform such other functions as are imposed on it by or under this or any other Act.

The Trust may do all things necessary or convenient to be done for or in connection with, or incidental to, the performance of its functions.

In managing the Park, the Trust is responsible for:

- preparing management plans for the Park for approval by the Governor;
- developing and approving subsidiary policies, plans and strategies required for the management of the Park;
- appointing, removing, remunerating and managing the performance of the Manager;
- delegating authority, as required, in accordance with the Act;
- approving operating and capital expenditure and major project budgets;
- ensuring appropriate resources are available to meet the Trust's objectives and functions;
- monitoring business systems and work practices to ensure adequate management of risk, compliance and health and safety, and instigating corrective action as necessary;
- monitoring the performance of the Trust against approved strategies, plans and budgets, and instigating corrective action as necessary; and
- engaging and communicating effectively with Government and key stakeholders.

3.3 Role of the Chairperson

As a member of the Trust, the Chairperson has the same formal duties and responsibilities as other members. However, the Chairperson has the following further responsibilities approved by the Trust:

- lead the Trust in the discharge of its functions and powers to ensure it meets its responsibilities;
- chair Trust meetings and other Trust sessions ensuring that it comes to clear conclusions and that conclusions and directions are properly recorded in the Minutes;
- be kept fully informed by management on current and emerging issues that may be of interest to other Trust members;
- establish Trust meeting agendas in consultation with management;
- on behalf of the Trust, provide guidance and mentoring to the General Manager as necessary and to oversee the process to evaluation the General Manager's performance;
- act as the Trust's spokesperson on matters of policy and decisions made by the Trust;
- represent the Trust as required from time to time; and
- exercise formal delegations as authorised and issued by the Trust from time to time.

3.4 Role of Trust Members and Deputy Members

As members of the Trust, individual members recognise their contribution to successfully achieving the Trust's purpose and functions. Expectations of Trust members and deputies are that they will:

- act in good faith in the best interests of the Trust as a whole;
- act for proper purpose;
- act with care, skill and diligence;

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- avoid conflicts of interest;
- refrain from making improper use of information gained through their role as a Trust member or deputy;
- refrain from taking improper advantage of the position of Trust member or deputy;
- behave honestly and with integrity when attending to their duties as a Trust member;
- maintain the confidentiality of matters dealt with in their role as Trust member or deputy, subject to the information-sharing protocol outlined in the Trust's Governance Procedures;
- comply with the Act and any other legislation, regulations and policies applicable to the Trust and Trust members and their deputies;
- suitably prepare for, and participate in, meetings to assist efficient and effective decision making and conduct of meetings; and
- work collegially with the Chairperson and other Trust members to facilitate orderly completion of business.

It is also expected that individual Trust members will fully brief their deputy before the deputy attends Trust meetings.

3.5 Role of General Manager

The primary role of the General Manager is to manage the business affairs of the Trust and to ensure the effective operation of Wellington Park, in the discharge of statutory functions under the Act. The General Manager works to the Trust on matters that support the efficient and effective operations and strategic direction of the Trust.

The Trust has approved a formal position description for the role of General Manager. In summary, the General Manager will:

- Provide consultative advice to the Trust on the implementation of the Act, Wellington Park Management Plan and subsidiary strategic plans, strategies, policies and proposed legislative amendments, and dealing with matters involving public sensitivity.
- Maintain effective communication networks and develop high level ongoing links with key stakeholders such as other Government Agencies and the Tasmanian Aboriginal community and represent the Trust in dealings and negotiations with community groups, local interest groups, and commercial organisations.
- Prepare high level correspondence, including Ministerial briefs and minutes on legislative matters relating to the Trust's statutory role, to Government, and develop policy procedures, and other documents relating to the delivery of effective land management and commercial operations/development in Wellington Park.
- Manage the financial functions of the Trust including budget allocation, financial reporting and monitoring, the preparation of Annual Reports as required by legislation, and negotiate agreements for financing of the Trust with Government Agencies and external organisations.
- Prepare risk assessments for the Park and Trust operations including appropriate management strategies to mitigate risks.

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- Act as Chair of statutory and other management committees established by the Trust to provide specific policy, planning and management advice, and represent the Trust on other statutory committees and bodies as required.
- Manage the Wellington Park Office, including the management of staff, and facilitate the review, development and implementation of relevant human resource and work, health and safety policy and procedures.
- Supervise the preparation, implementation and review of statutory management plans affecting Wellington Park, and subsidiary planning strategies and policies as required.
- Supervise the preparation of licences for commercial activities in the Park in accordance with the Act.
- Supervise the development and implementation of education and enforcement programs with Park user groups, community, constituent landowners and land managers and ensure appropriate action.
- Act as the Trust's spokesperson on operational matters.
- Act within the authority delegated to the role by the Trust.

3.6 Role of Committees

At its discretion, the Trust may establish any Committees it considers necessary to assist it through the provision of advice to perform its functions.

4 Key Trust Functions

4.1 Policies, Strategies and Master Plans

Together with Management, the Trust develops and ultimately approves policies, strategies and plans to implement the Wellington Park Management Plan and to meet the Trust's objectives, functions and responsibilities.

Subsequently, it monitors the implementation of strategies and plans and instigates corrective action as appropriate.

4.2 Working with the General Manager

The Trust is responsible for appointing and removing the General Manager, determining the remuneration and terms and conditions of appointment, and for monitoring and managing the ongoing performance of the General Manager.

On behalf of the Trust, the Chairperson maintains a working relationship with the General Manager in terms of day-to-day operations as needed and to ensure the Trust's decisions are implemented.

The Chairperson will seek the input of Trust members as appropriate when formally evaluating the performance of the General Manager.

4.3 Policy Approvals

The Trust is responsible for approving Trust policies.

4.4 Legal Proceedings

The Trust is responsible for approving any legal proceedings to be commenced by the Trust in its name, and developing strategies to defend any legal proceedings brought against the Trust.

4.5 Compliance

The Trust is committed to acting with the highest ethical standards and complying with its obligations under adopted codes and standards, as well as legislation and regulations that apply to it. Trust members are required to comply with Trust policies that apply to them individually and collectively.

The Trust monitors the effectiveness of procedures and systems implemented to manage compliance.

4.6 Risk management

The Trust recognises risks that have the potential to impact the achievement of its objectives and functions and has developed a policy to mitigate these risks. The Trust will work to implement the risk mitigation measures identified in the risk register that accompanies the Risk Management Policy.

4.7 Work Health and Safety

The Trust recognises its responsibility to ensure a safe and healthy environment for its management, staff and contractors. It has a Work Health and Safety Policy and commits to actively managing and monitoring the work environment in accordance with the Policy.

4.8 Monitoring and Oversight

The Trust is responsible for the overall performance of the Trust and the achievement of its objectives and functions. To this end, the Trust establishes key performance indicators and measures, monitors progress towards these through established reporting requirements, and instigates corrective action as appropriate.

Management is responsible for ensuring reports to the Trust are complete, accurate and reliable, and delivered in a timely manner.

4.9 Ministerial and Stakeholder Relations

The administration of the Act has been assigned to the Minister for Parks with responsibility in relation to the administration of the Act conferred upon the Department of Natural Resources and Environment.

The Trust is responsible for maintaining high-level engagement with the Minister, the Department and other key stakeholders.

The Trust is also responsible for preparing submissions to the Governor to introduce, amend or revoke legislation or regulations related to the Park and its activities.

4.10 Conflicts of Interest (including pecuniary interests)

Members (and deputies) have an ongoing duty to disclose in a Trust meeting any direct or indirect interest, whether pecuniary or otherwise, they have in a matter being considered, or about to be considered, by the Trust as soon as it arises. Such disclosures must be recorded in the meeting Minutes. This includes related party transactions as defined in the Trust's Related Parties Policy. Declared related party transactions will be recorded in the Trust's related party register.

In relation to conflicts of interest Clause 4 of Schedule 3 of the Act prescribes that:

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“ (1) If a member of the Trust has or acquires an interest (whether pecuniary or otherwise) that would conflict with the proper performance of the member's functions in relation to a matter being considered or about to be considered by the Trust, the member must disclose the nature of that interest at a meeting of the Trust.

(2) A disclosure under subclause (1) is to be recorded in the minutes of the meeting of the Trust and the member must not, unless the Trust otherwise determines –

(a) be present during any deliberation of the Trust with respect to that matter; or

(b) take part in any decision of the Trust with respect to that matter.

(3) For the purpose of making a determination by the Trust under subclause (2) in relation to a member who has made a disclosure under subclause (1), a member who has a direct or indirect **pecuniary** interest in the matter to which the disclosure relates must not take part in the making by the Trust of the determination.”

In general, the Trust will only consider allowing a member with a conflict of interest in a particular matter to remain in a meeting if it feels that the member may be able to provide information that would assist the Trust in its deliberations on that matter.

Sponsored travel should not be accepted without the prior approval of the Trust. Sponsored travel will only be approved if it is considered to be of benefit to the Trust, its activities and functions or otherwise involves a broader public benefit

4.11 Gifts, Hospitality, Entertainment and Other Benefits or Inducements

Trust members and staff will abide by the Trust's Offers of Gifts and Benefits Policy. The Policy generally precludes Trust members and staff from accepting gifts or benefits in the course of their duties. However, there are a number of limited exceptions which are set out in the Policy.

Under no circumstances are Trust members or staff to solicit gifts or benefits.

5 Variation of Policy

The Trust reserves the right to review, vary or revoke this policy at any time.

Reviewed by the Wellington Park Management Trust on: 22 November 2022

Next review of the policy by: November 2022

Dr Christine Mucha

Trust Chairperson

GOVERNANCE PROCEDURES

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1 Governance Processes

1.1 Access to Professional Advice

The Trust may access any information it reasonably requires to meet its duties, responsibilities and functions under the Act. In this regard, the Trust has access to management for information and advice, as well as independent auditors as necessary.

The Trust as a whole may access expert independent advice at the Trust's expense as it agrees is necessary.

Individual Trust members may request independent advice at the Trust's expense. Such a request should be made at a Trust meeting, however if this is not convenient or timely, requests may be approved by the Trust Chairperson. Advice requested by an individual Trust member will be provided to all members.

1.2 Common Seal

The common seal of the Trust is in the custody of management. The seal is only to be used as authorised by the Trust and documents executed under seal are to be attested by two Trust members.

Management retains copies of all documents executed under seal.

1.3 Delegations

Under the Act, the Trust is authorised to delegate any of its powers and functions, other than the power to delegate. In this regard, the Trust has issued Instruments of Delegation to the Chairperson and Management which include conditions or limitations imposed on the extent of delegations. Specific functions have also been delegated to officers in Park management agencies. Delegations are made to positions, rather than individuals and empower whoever holds that position.

1.4 Information Protocol

Material provided to Trust members for their consideration which by its nature is confidential or is specifically marked as confidential must not be disclosed to third parties, except with the approval of the Trust.

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Trust members may provide or discuss information that is not confidential with their organisations at their discretion.

Trust members must not use Trust information for personal reasons or non-official purposes.

Trust meeting agendas, reports and minutes are to be considered confidential. After approval by the Trust, minutes of Trust meetings will be published on the Trust website with any information that would be considered exempt information under the *Right to Information Act 2009* or in breach of the Trust's Privacy Policy redacted.

1.5 Indemnity and Insurance

The Act provides that members and delegates of the Trust are immune from personal liability in respect of acts or omissions done in good faith in the performance or exercise (or purported performance or exercise) of the functions or powers of the Trust and in the administration or execution of the Act. The Trust is not precluded from any liability that a member or a delegate would have incurred but for that immunity. Authorised Officers are afforded a similar protection under the Act.

At its discretion, the Trust may arrange appropriate insurance for Trust members and staff for circumstances not covered by the statutory immunity from liability provisions.

1.6 Members Remuneration and Expenses

Unless approved by the Minister, members (and deputies) of the Trust who are State Service officers or State Service employees are not entitled to remuneration and allowances for their role as a Trust member.

Other members of the Trust are entitled to be paid remuneration and expenses as specified in their individual Instruments of Appointment.

2 Meeting Processes

2.1 Quorum and Voting

Meetings may be called by the Chairperson of the Trust or any other two members.

Four members, including the Chairperson, form a quorum at a Trust meeting.

Members of the Trust aim to resolve decisions by consensus. However, if a formal vote is required, resolutions will be passed by a majority of votes cast by those members attending the meeting and eligible to vote. In the case of a tied vote, the Chairperson has a casting vote on the matter, in addition to the vote the Chairperson has in the capacity as a member.

For urgent matters, or where agreed at a preceding meeting, a resolution may be circulated and then discussed and voted on by teleconference or videoconference. Any resolution agreed out of scheduled meetings will be included in the agenda of the subsequent scheduled meeting and recorded in the minutes of that meeting.

2.2 Attendance at Meetings

Trust meetings are attended by the Chairperson, available members or their deputies and, by standing invitation, the Trust General Manager. Members who are not able to attend are responsible for ensuring that their deputies are appropriately briefed for meetings and able to contribute effectively to decision making.

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Members who cannot attend meetings physically may, with the approval of the Chairperson, attend via the use of teleconference or videoconference facilities that allow two-way communication where these are available.

Trust meetings are not open to the public though the Trust may invite non-members to attend as observers, to make presentations or provide briefings on particular agenda items.

2.3 Meeting without Management

At its discretion, the Trust may meet without Management present. Similarly, it may meet with auditors without Management present.

2.4 Meeting Schedule

A schedule of meetings is set for each year at the first meeting of the year or the last meeting of the previous year. There is a minimum of five meetings scheduled each year. Additional meetings are called as required. The minutes from additional meetings are circulated with the agenda of the next scheduled meeting and included in the minutes of the scheduled meeting.

2.5 Meeting Location

Trust meetings are normally held in the Hobart Council Centre. Any change to this location will be advised to members with meeting invitations and on the meeting agenda.

2.6 Meeting Agendas

Trust meeting agendas are approved by the Chairperson in consultation with the General Manager.

The Chairperson reviews papers prepared by management before distribution to Trust members. The agenda and papers are sent to members and their deputies along with the final draft minutes of the previous meeting.

Meeting agenda and papers are distributed electronically to Trust members and deputies to arrive approximately 5 days before the scheduled meeting. Hard copies are provided for the Chairperson and General Manager, and to other Trust members on request.

2.7 Meeting Minutes

Draft minutes are prepared following each Trust meeting by the General Manager, then forwarded to the Chairperson for review and authorisation to distribute to members, and any deputy members, who attended the meeting.

Minutes, including any marked up amendments suggested by meeting attendees, are tabled at the next scheduled meeting for adoption, distribution and filing for retention.

The Minutes, as authorised by the Trust, are published on the Trust's website with any information that would be exempt information under the *Right To Information Act 2009*, or be contrary to the Trust's Privacy Policy, redacted.

3 Variation of Procedures

The Trust reserves the right to review, vary or revoke these procedures at any time.



GOVERNANCE PROCEDURES

Reviewed by the Wellington Park Management Trust on: 30 November 2021

Administrative amendments 15/07/2022 to replace 'Manager' with 'General Manager'

Next review of the policy by: November 2022

Dr Christine Mucha

Trust Chairperson