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CATEGORY	Charter	SUBJECT	Governance
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Trust

Purpose

This Charter sets out the duties, responsibilities and proceedings of the Trust [the Historic Houses Trust of New South Wales (HHT)].

Background

The *Historic Houses Act 1980* (HHT Act) established the Trust to provide for the care, control and management of certain houses, and other buildings and places, of historic importance. Section 6 provides that the Trust shall be the governing body of HHT.

Scope

This Charter applies to the Trust, including Trustees and any person that may be appointed from time to time to act in the place of a Trustee, and the Executive Director.

CHARTER

1. Objectives

The Trust is responsible for the governance of HHT. Its role is to lead and control HHT by setting and overseeing its' strategic direction, guided by the principal objects of the Trust as set out in section 7 of the HHT Act. The Trust is also responsible for ensuring that the statutory powers, authorities, duties and functions of HHT are undertaken in accordance with the HHT Act and other obligations by monitoring HHT's management.

2. Membership

2.1 Number of Trustees

The Trust consists of 9 Trustees that are appointed by the Governor of NSW on the nomination of the Minister for Heritage (the Minister).

Of the Trustees:

- At least one is to have knowledge or experience in history; and
- At least one is to have knowledge or experience in architecture.

2.2 Term of Appointment

Trustees are appointed for a term specified in their letter of appointment (not exceeding 3 years). A Trustee may not be appointed for more than 3 consecutive terms.

Under Schedule 1 of the HHT Act, the Governor of NSW has the power to remove a Trustee from office for any cause that to the Governor seems sufficient.

2.3 Induction

Upon appointment, an induction pack will be provided to new Trustees to enable them to gain an understanding of HHT's activities. The information provided includes:

- A copy of the HHT Act
- Trustee Code of Conduct
- Most recent annual report
- Trustee and Executive biographies and contact details
- HHT properties information and contact details

- Trust and Trust Committee Charters
- Corporate Plan
- Key HHT policies
- Recent Trust and Trust Committee meeting minutes, and
- NSW Government Boards and Committees Guidelines 2013

3. Authority

The exercise of and performance of the Trust's powers and authorities are subject to the direction and control of the Minister.

The HHT Act sets out the powers and authorities of the Trust, including the powers to:

- Acquire property for permanent or temporary exhibition;
- Maintain properties and undertake conservation work;
- Lend, sell or otherwise dispose of property;
- Admit the public to HHT properties;
- Promote HHT and to promote and provide exhibitions, public programs, publications and educational services, and to receive fees for services provided;
- Permit commercial photography/filming and provide for refreshments at properties;
- Engage contractors, consultants, artists, performers;
- Acquire the buildings and lands for offices, accommodation or other reasons incidental to the performance of the Trust's duties;
- Undertake investigations to determine if a property is suitable for Trust management; and
- Delegate the exercise or performance of its powers or authorities to a Trustee, Committee, the Executive Director or any other person employed under the *Government Sector Employment Act 2013* to enable the Trust to exercise its functions.

4. Duties and responsibilities

The Trust reserves responsibility for the following matters (i.e. to be informed of and involved in determination).

4.1 Appointments

- Participation in appointment of the Executive Director, generally through the Chairperson (Chair), together with the Chief Executive, Office of Environment and Heritage (OEH)
- Representation on selection committees for senior management appointments (direct reports to Executive Director)
- Membership and Charters for Trust Committees
- Ratification of appointment of Directors of the Sydney Living Museums Foundation.

4.2 Trust and the Executive

- Delegations of authority to the Executive Director and Trust Committees
- Disclosure of conflicts of interest
- Formulation, generally through Chair, of the Trust's Annual Performance Agreement with the Chief Executive, OEH, and monitoring of same
- Assessment of Trust/Trustee Performance
- Procedures for meetings of the Trust (in accordance with the HHT Act)
- Matters concerning the governance of HHT.

4.3 Relations with the OEH, NSW Government and key stakeholders

- Ensure compliance with the HHT Act and other relevant legislation/law including the corporations law, anti-discrimination, public finance, environmental protection, fair trading, privacy, access to government information, child protection, records management and work health and safety.
- Approval of the Annual Report for submission through the Minister for Heritage to the NSW Parliament

- Matters about reports as required by legislation and in conformity with obligations to government
- Suggestions for nomination of Trustees for appointment.

4.4 Financial Matters

- Approval of Annual Budget
- Approval of Revised Budget
- Approval of Annual Accounts including asset valuations
- Approval of the internal audit plan
- Any question of borrowing or giving security over assets
- Treasury policies including investments and interest rates and annual review of investments
- Annual review of commercial operations
- Acceptance of audit reports including management letters
- Approval to purchase any object valued over \$40,000
- Approval of write-offs and write-downs of merchandise and publications if combined or individual value above \$20,000
- Commercial venue hire fees and benefits to Members, Volunteers, Staff, Trustees.
- Approval of changes to admission prices

4.5 Corporate strategy

- Approval of Mission Statement
- Approval of Corporate Plan consistent with the statutory objectives of the Trust
- Monitoring of performance and progress towards fulfilment of Mission and achievement of goals as set out in the Corporate Plan
- Approval of proposals for major expansion or closures
- Approval of significant organisational strategies, policies and plans, such as the Commercial Services Strategy, Collections Management Policy, Code of Conduct for Staff & Volunteers

4.6 Lease, purchase or disposal of buildings, collection items and/or services

- Approval of new property acquisitions and disposals
- Approval for de-accession of collection objects
- Approval of new lease arrangements (but not lease renewals), including Endangered Houses Fund properties and licences for commercial leaseholders.
- Approval of conditional loans or donations

4.7 Internal controls and reporting systems

- Risk assessment and insurance annual review
- Approval and monitoring of risk management policies and plans in compliance with the law
- Approval of systems to report to the Trust to ensure they have adequate information to be able to comply with their obligations

4.8 Major sponsorships

- Be informed about sponsorship arrangements in excess of \$50,000
- Approve any sponsorship arrangements that the Executive Director considers to be contentious for any reason.

5. Trust Committees

To assist the Trust in fulfilling its duties and responsibilities, it has established the following Committees:

- Audit & Risk Committee
- Commercial & Marketing Advisory Committee
- Heritage & Collections Advisory Committee and

- Curatorial & Public Engagement Advisory Committee.

These Committees assist the Trust to fulfil its statutory responsibilities by monitoring and offering independent advice on the subject areas described in the Committees' respective Charters. Each Committee is directly accountable to the Trust for the exercise of its responsibilities.

The Trust may also form ad-hoc Committees from time to time to deal with particular issues.

6. Proceedings

6.1 Constitution

The proceedings of the Trust will be governed by the provisions of the HHT Act and this Charter as endorsed by the Trust.

6.2 Frequency

The Trust will generally meet six (6) times a year, approximately every two months. Meeting dates are determined at the beginning of the year. Meetings can be held in person, by telephone or by video conference.

6.3 Attendance

The Trust may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. The Executive Director is entitled to be present at each Trust meeting.

6.4 Quorum

A quorum for a Trust meeting is five (5) Trustees.

6.5 Decisions

A decision is made by a majority of votes cast at a Trust meeting at which a quorum is present. In the event of an equality of votes the Chair, or the Trustee presiding, has a casting vote.

Where a decision is required between scheduled Trust meetings, the Chair can approve the issue to all Trustees a circular resolution in writing. The written approval of a majority of Trustees of a circular resolution is a decision of the Trust.

6.6 Chair

The Chair is the Trustee nominated by the Minister as such. The Chair:

- Presides at meetings of the Trust and establishes the Trust agenda;
- Has a casting vote in addition to a deliberative vote in the event of an equality of votes;
- Guides the ongoing effectiveness and development of the Trust;
- May elect to appoint a Deputy Chair to assist with the conduct of the affairs of the Trust and management of Trust meetings;
- Ensures Trust minutes properly reflect Trust decisions;
- Has the authority of the Trust for all press relations and public statements where these are appropriately made on behalf of the Trust;
- Liaises with the Minister as appropriate; and
- Represents the Trust to the Minister and other officers of the NSW Government as appropriate.

If the position of Chair is vacant or the Chair is absent from a meeting, the Trust will elect a Chair to preside over the meeting from the Trustees present.

6.7 The Executive Director

The Executive Director is responsible for the administration and management of the property and services of HHT and is subject to the direction and control of the Trust in the performance of statutory and delegated powers and functions. In addition the Executive Director:

- Keeps the Trust fully informed of all relevant matters
- Is entitled to be present at each Trust meeting and to be heard on any matter considered by the Trust;
- Is Secretary to the Trust;

- Ensures that minutes of each meeting of the Trust are recorded and preserved and that supporting papers are compiled and distributed to all Trustees as far as possible in advance of each Trust meeting;
- Is a member, ex officio, of each Committee of the Trust;
- Liaises with the Chief Executive, OEH with whom they have a Performance Agreement. Liaison with the Minister on matters of substance will generally be through the Chair; and
- Liaises with other government departments and agencies as appropriate.

6.8 Minutes

Minutes are to be distributed to the Chair for confirmation as soon as practicable after each meeting and tabled for discussion at the next Trust meeting.

6.9 Reporting to the Trust

The Executive Director and members of the Executive will regularly report to the Trust on any matters which come, or may come, within the scope of matters reserved for the Trust.

6.10 Requested Information

Trustees are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Any Trustee may seek any information he/she requires from any employee or contractor of the Trust, and all employees must comply with such requests. Unless a conflict exists or to do so would be inconsistent with the Trustee's duties, the Trustee is to request such information via the Chair or Executive Director.

6.11 Leave of absence

Leave of absence may be granted by a decision of the Trust to a Trustee, either:

- Verbally at a Trust meeting prior to the leave of absence, or
- In writing at the meeting or the first meeting of absence if it involves more than one consecutive meeting.

6.12 Apologies

Apologies will be recorded in the minutes if they are received by a member of the Executive, up to the time of meeting.

6.13 Dispute resolution

Trustees and the Executive Director should maintain an effective working relationship, and seek to resolve differences by way of open negotiation.

6.14 Out of pocket expenses

Trustees are entitled to be reimbursed for legitimate expenses incurred while carrying out their duties such as travel, accommodation and meals. Receipts must be provided for all amounts claimed.

7. Trustee duties and responsibilities

Trustees have a responsibility to:

- Have a clear understanding of and comply with their legal duties and responsibilities (as for example set out in legislation such as the HHT Act);
- Abide by the Trust Code of Conduct;
- Contribute the time needed to study and understand any papers provided;
- Attend meetings;
- Acceptance of membership of one or more Trust Committees;
- Act as advocates for HHT;
- On occasion represent HHT at functions and forums as requested by the Chair;
- Inspect properties from time to time, both extant and proposed;
- Bring relevant matters to the attention of the Trust;
- Apply good analytical skills, objectivity and good judgement;
- Apply the full range of their professional expertise and broader career experience in their assessment and commentary on relevant matters; and

- Retiring members should either return any Trust papers or other Trust records to HHT for secure destruction, or confirm in writing that they have been securely destroyed.

8. Trustee rights and benefits

Trustee rights and benefits include:

- Personal indemnity under the Treasury Managed Fund Contract of Coverage for actions committed in good faith for the purpose of discharging Trust duties;
- Coverage for personal accidents arising out of or in the course of official duties (coverage is equivalent to that provided under the *NSW Workers Compensation Act 1987*);
- Reimbursement of expenses incurred on Trust business (by submission of invoices and receipts to the Executive Director);
- A Sydney Living Museums (SLM) Complimentary Membership with benefits including free entry to all properties (for the Trustee, an accompanying adult and up to four children);
- Free entry to public programs with attendance requests directed to the Executive Director's Executive Assistant;
- One free copy of each SLM publication.

9. Conflicts of interests

Upon commencing as a Trustee and during the term as necessary, Trustees must make a written declaration that they do not have any conflict of interest that would preclude them from continuing as a Trustee. Trustees also have a duty to declare any personal interests (such as pecuniary interests, board memberships or involvement with corporations, partnerships and businesses) that may impinge on Trust decision. Each of these declarations are made by completing the Conflict of Interest Declaration Form.

When an issue arises the Trustee must as soon as possible disclose the nature of the interest at a meeting of the Trust. The disclosure will be recorded in the conflict of interest register. After disclosing an interest a trustee must not be present for any discussion or vote in respect of the matter unless the Trust decides otherwise.

10. Assessment arrangements

The Trust will review and report on the performance of the Trust, including the performance of the Chair and each Trustee, at least annually. The review will be conducted on a self-assessment basis.

11. Review of Charter

At least once a year the Trust will review the Charter. This review will include consultation with the Executive Director. Any substantive changes to the Charter must be formally approved by the Trust.

Roles and responsibilities

- Set out in Charter

Legislation

- *Historic Houses Act 1980*

Related policies

- M2013-06 NSW Government Board and Committee Guidelines
- M2009-04 NSW Premier and Cabinet Memorandum Official Travel within Australia and Overseas
- Code of Conduct: Trustees

Other related documents

- Charters of Committees of the Historic House Trust:
 - Audit & Risk Committee Charter
 - Commercial & Marketing Advisory Committee
 - Curatorial & Public Engagement Advisory Committee Charter

- Heritage & Collections Advisory Committee Charter

Definitions

- *Executive Director* means the Executive Director of the Historic Houses Trust of New South Wales
- *HHT* means the NSW Statutory Authority Historic Houses Trust of New South Wales
- *Legitimate expenses* are those for which Board Members (i.e. Trustees) may be reimbursed under NSW Government Policy (i.e. see the Premier's Memorandum: M2009-04 Official Travel within Australia and Overseas and the Public Service Commission Circular: PSCC2012-08 Australian and Overseas Travel by Senior Officials).
- *Trust* means the Historic Houses Trust of New South Wales as constituted and defined by the HHT Act.

Superseded documents

- CGG01 Board Charter – reviewed and amended by the Trust in March 2008

Revision history

Version	Date issued	Notes	By
1	10/8/2015	Development of Charter	Assistant Director, Operations

Review date

- The next review date is by end December 2016; then annually thereafter.

Contact

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