



MID WEST PORTS AUTHORITY

GOVERNANCE, CULTURE AND PEOPLE COMMITTEE

TERMS OF REFERENCE

April 2021

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1. The Mid West Ports Authority (MWPA) Governance, Culture and People Committee

The MWPA Governance, Culture and People Committee (“the Committee”) is established by the MWPA Board (“the Board”) under the *Port Authorities Act 1999* (WA).

2. Objective

The main objective of the Committee is to provide leadership in reviewing MWPA’s corporate responsibilities, governance, planning and decision-making practices, staff and employment matters, and culture.

3. Purpose

The main purpose of the Committee is to support the Board in meeting the above objective. The Board authorises the Committee, through the Committee Chair, to achieve this objective.

The Committee may review and make recommendations to the Board on matters within the Committee’s areas of responsibility .

The Committee’s areas of responsibility

Governance

- the relationship, communications and reporting between MWPA and Government is effective, has clear accountabilities and complies with the Port Authorities Act 1999;
- MWPA management and is accountable and has clearly defined responsibilities;
- the Annual Report and compliance reporting meet WA Government requirements
- policies and code of conduct are reviewed regularly;
- that a delegations policy and framework exists defining financial and other corporate controls and accountabilities;
- that a communications plan exists that ensures internal, external and community communications are robust, clear and timely;
- that KPIs, balanced scorecard and other performance measurement processes are effective and communicated throughout MWPA; and
- records management systems and practices are compliant with Government requirements and supported by effective IT systems.

Culture and People

- MWPA is recognised as a good place to work, is safe, attracts new staff, and retains, develops and values its people;
- workforce management strategy and culture change plan are regularly reviewed for progress and effectiveness;
- employment practices are maintained in accordance with legislative requirements;
- remuneration policies and levels for staff are transparent, appropriately benchmarked and are consistent with motivating performance and with MWPA’s values;
- training and development opportunities are available to staff;
- ethics and integrity are embedded in the organisation’s values and operations;
- the values of the organisation are communicated, understood and embraced by staff;
- an effective feedback process is in place and encouraged; and
- job descriptions are up to date and clearly define roles, accountabilities and expectations

Other

- review the Committee's Terms of Reference on an annual basis and recommend any changes to the Board for approval; and
- review the Committee's own annual performance.

The Committee makes recommendations to the Board on all matters within the Committee's authority before any actions are formally implemented.

4. Composition

All members of the Committee are to be nominated by the Board and the Board may add to or remove Committee members by resolution.

The Committee shall consist of not less than two (2) Directors, one (1) of whom shall be appointed as Chair of the Committee. The Chair of the Committee must not also be the Chair of the Board. The Chief Executive Officer (CEO) or designate must attend each meeting of the Committee. The Committee, through the CEO, and within the scope of its terms of reference, may seek information or obtain expert advice on matters of concern.

The Chair of the Committee may invite Management to attend meetings. Management personnel cannot be appointed onto the Committee.

5. Meetings

The Committee shall meet as frequently as required but not less than three (3) times a year. A quorum of the Committee shall be two (2) Directors. Any Committee member may call a meeting of the Committee. All committee members shall be given at least one week's notice of each meeting confirming date, time, venue and agenda.

The Chair of the Committee can establish a working group to research specific information relevant to the Committee's purpose.

6. Access

The Committee is granted unrestricted access to all levels of management, records and internal and external auditors.

The Committee or any individual member of the Committee, with the approval of the Chair of the Board, is entitled to obtain advice from external parties as appropriate at the Authority's expense. The CEO is to arrange when requested.

7. Reporting

The Chair of the Committee shall report to the Board after each Committee meeting.

8. Confidentiality

All Committee members are expected to be aware of their responsibilities regarding the confidentiality of information about the Authority's affairs. Failure to comply with the responsibilities regarding confidentiality may result in the member's appointment being terminated.