



Board Charter

PURPOSE

This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Board of PrimeSafe. It should be read in conjunction with Policy G1 Board Accountabilities, Functions and Ethics.

PrimeSafe's primary objective is the provision of safe and wholesome meat, poultry and seafood to Victorian consumers.

THE ROLE AND RESPONSIBILITIES OF THE BOARD

The functions and powers of the PrimeSafe Board are set out in sections 44 and 45 of the *Meat Industry Act 1993*. The Board has all powers necessary to enable it to perform its functions under the *Meat Industry Act 1993* and the *Seafood Safety Act 2003*. The Board must also comply with the provisions of the *Public Administration Act 2004* (except section 3) and the Code of Conduct for Directors of Victorian Public Entities 2024 issued under sections 7 and 61 of the Act. The Board should be responsive to the Ministerial Statement of Expectations which specifies priorities for PrimeSafe.

The role of the Board is to provide leadership and strategic guidance for PrimeSafe in addition to overseeing management's implementation of PrimeSafe's strategic initiatives. The Board is accountable to the Minister for Agriculture for the performance of PrimeSafe's business.

The key responsibilities of the Board include:

- Approving the strategic direction, significant corporate strategic initiatives and performance targets for PrimeSafe,
- Reviewing PrimeSafe's progress toward achievement of specific objectives,
- Considering and approving the overall risk management strategy and frameworks for managing all categories of risk across both business and operational functions,
- Establishing PrimeSafe's risk appetite and monitoring the effectiveness of risk management by PrimeSafe, including satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented in accordance with regulatory requirements,
- Reviewing the internal financial and operational control arrangements of PrimeSafe' to ensure effectiveness and currency,
- Approval of the PrimeSafe's annual accounts and policies,
- Selection, appointment and succession planning of the Chief Executive Officer (CEO),
- Determining the CEO's annual performance goals and conducting an annual evaluation of the performance and remuneration of the CEO,
- Oversight of the management of PrimeSafe by the CEO to ensure effective and efficient operations, objectives, with a positive workplace culture and best practice business performance in all areas of compliance, support and corporate functions, and
- Monitoring of PrimeSafe's relationships with stakeholders to ensure effective engagement.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or in the Chair's absence, the Board.

THE ROLE AND RESPONSIBILITIES OF THE CHAIR

The Minister for Agriculture appoints the Chair of the Board and, after consultation with the Chair, appoints one of the Board members as the Deputy Chair.

The Chair provides leadership to the Board, promoting sound decision making, and a culture of co-operation, collaboration and teamwork while promoting independence and diversity of perspectives.

The Chair ensures:

- The Board meets regularly with clear agendas, meetings are well attended and have well-established meeting procedures,
- All Board members can participate equally in board proceedings and discussions and there is no imbalance of power between individual Board members,
- The Board carefully considers and deliberates on all aspects including risks, alternatives, benefits and costs when reaching major decisions,
- A close working relationship with the Chief Executive Officer,
- Ongoing development of the Board as a whole and Directors individually, and
- Monitoring, assessing and providing feedback on the performance of the CEO in consultation with Board members.

The Chair also promotes effective relationships between the PrimeSafe Board, management and government.

THE ROLE AND RESPONSIBILITIES OF DIRECTORS

Directors are expected to prepare adequately, attend, and participate at meetings of the Board and Board committees. Directors are also expected to participate in stakeholder engagement activities, including site visits.

Directors should

- Commit sufficient time to prepare and attend Board and Committee meetings and other PrimeSafe activities,
- Have an open and curious mind to explore and query PrimeSafe initiatives and activities and to undertake diligent analysis of all proposals placed before the Board,
- Make reasonable enquiries to ensure that PrimeSafe is operating efficiently, effectively and legally in achieving its goals,
- Model behaviours based on the Victorian public sector values and act in accordance with legislative and Victorian government requirements,
- Stay informed about the environment in which PrimeSafe operates,
- Use the powers of the office for a proper purpose,
- Discharge their duties in good faith and honesty,
- Act in a financially responsible manner,
- Act fairly and impartially to avoid bias, discrimination, caprice or self-interest,
- Act with the level of skill, care and diligence expected of a Director of a government statutory authority,
- Act for the benefit of PrimeSafe,
- Not make improper use of information gained through their position as a Director,
- Not take improper advantage of the position of Director,
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of PrimeSafe,
- Not engage in conduct likely to bring discredit upon PrimeSafe,
- Keep skills up to date and give of their specific expertise generously to PrimeSafe, and
- Comply with the spirit as well as the letter of the law and with the principles of this Charter.

THE ROLE AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

The CEO manages the day-to-day operations of PrimeSafe in accordance with directions and financial and regulatory delegations of the Board. All delegations should be maintained in an accessible and centralised manner. Any matters or transactions outside the delegations of authority must be referred to the Board for approval.

The CEO is responsible for:

- Providing leadership to PrimeSafe's staff, including modelling expected behaviour and organisational culture,
- Empowering staff and building a high performing team,
- Developing PrimeSafe's strategic objectives and the achievement of planned activities,
- Implementing an internal control framework to identify, assess, mitigate and monitor risks,
- Implementing PrimeSafe's legislative functions,
- Establishing strong relationships with stakeholders, including the regulated industry, government and partner organisations in delivering safe food to the Victorian community, and
- Providing information to the Board that is timely, frank, consistent and complete.

BOARD SECRETARIAT

PrimeSafe provides secretariat support to the Board and its Committees, including the co-ordination of all Board business, such as agendas, papers, minutes and communications from the Chair.

The Board and Committee papers should be provided to Directors in sufficient time to enable Directors to become fully conversant with all matters to be considered at the relevant meeting, other than in circumstances where meetings are called urgently. Papers should contain sufficient information to enable Directors to be properly informed on the matters to be considered at the forthcoming Board and Committee meetings.

The minutes of Board and Committee meetings should be approved by the relevant Chair and confirmed at the next meeting.

BOARD COMMITTEES

The Board may establish committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board. The Board will determine the membership and composition of Board Committees, having regard to workload, skills and experience, and any regulatory requirements. The Board will also determine the terms of reference of Board Committees, which will set out the roles and responsibilities of each Committee.

The Board has established standing Board Committees to assist the Board in exercising its authority and responsibilities in relation to audit, risk management, governance, people and organisational culture.

BOARD PERFORMANCE AND ASSESSMENT

The Board is committed to the ongoing development of both individual Directors and the Board collectively. The Board will review its performance every year. Once every three years, preferably during the second year of the Board appointment cycle, the Board will conduct an external evaluation of its performance covering whole of Board performance and individual Director self-assessment.

DIRECTORS' INDUCTION, ORIENTATION AND DEVELOPMENT

New Directors will undergo a full induction into their role on the Board.

The Board and I Directors are encouraged to engage in ongoing professional development to ensure the continuous improvement of the Board as a whole, with PrimeSafe supported activities subject to approval of the Board Chair.

REVIEW OF CHARTERS

Board and Committee charters or terms of reference will be reviewed annually or as required to keep up to date with changes to legislation or government policies. Any proposed changes must be approved by the Board.