Governance Charter

GHHP Governance Charter

1. Introduction

1.1. Purpose
Without devolving any partner's individual responsibilities, GHHP is a forum to bring together parties (including community, industry, science, government, statutory bodies and management) interested in the health of Gladstone Harbour. The guiding principles of the Partnership are open, honest and accountable management, annual reporting of the health of the Gladstone Harbour and management recommendations and action based on rigorous science and strong stakeholder engagement to ensure the maintenance and if necessary the improvement in the health of Gladstone Harbour.

This document describes how the Partnership operates.

It should be read in conjunction with the other GHHP documentation such as the GHHP Stage One Framework and the GHHP Independent Science Panel Terms of Reference.

1.2. Future arrangements
At the November 2015 Partnership meeting of Gladstone Healthy Harbour Partnership, the management committee (as described below) will provide a recommendation regarding the ongoing legal status of the Partnership i.e. Hosted or separate legal entity.

In the interim, the Partnership will undertake activities through a number of host organisations:

Host	Role
Fitzroy Basin Association (FBA)	GHHP Secretariat and administrating current GHHP funding
Gladstone Regional Council	GHHP Community Reference Group Secretariat. GREAN sub committee
Central Queensland University	Providing Venues for GHHP and GHHP ISP meetings

2. Membership

2.1. Partners
Partners are listed in Appendix A. As new members join, this list will be updated.

2.2. Joining the Partnership
Membership of the Partnership is open to organisations with an interest maintaining, and where necessary improving the health of Gladstone Harbour by reporting on the health and if necessary making recommendations for improvement. To become a member of the Partnership, an interested party must:
- read, understand and sign the MOU, Governance Charter and Stage One Framework
- be approved by the Management Committee or the broader Partnership, and
- pay a membership fee and contribute to project expenses and operations.

Groups that are not registered legal entities (i.e. do not have an Australian Business Number (ABN)) may not be eligible to join the Partnership due to finance requirements. The Management

Committee will consider application for membership for groups that are not registered legal entities on an individual basis.

Organisations who become partners may nominate one representative to participate in Partnership meetings.

Partners should:
- genuinely work together and engage with other GHHP partners, the science panel and the Gladstone Region Environmental Advisory Network (GREAN) in a positive and proactive manner.
- preparation for, attendance at and contribution to GHHP meetings: at least two times each year.
- report back to own organisations about Partnership progress and actions.
- take into account science panel and community advisory recommendations, requests and concerns.
- progress actions from Partnership meetings relevant to their own organisation.
- raise concerns (if any) immediately as they arise with the Secretariat.
- provide data and information to the Science Panel, subject to commercial–in-confidence and a 'to be negotiated' data sharing agreement.
- make decisions using an evidence based approach.

Organisations who apply to be a partner within the Partnership may have their application refused by the Management Committee should the partner be determined to act in interests contrary to those interests of the Partnership stated within Clause 2.2.

2.3. Membership classes

Funding Category	Annual Membership Contribution	Example of who could be in this category	Vote
Contributing Partners			
Tier 1	$7,500	Not for Profit NGOs, Local Businesses and Small commercial public utilities	Yes
Tier 2	$30,000	Small/Medium Companies	Yes
Tier 3	$67,500	Large Companies (PCIMP contributions $57,500)	Yes
Tier 4	$100,000	Gladstone Ports Corporation ($50,000 cash and $50,000 in Science Programme contribution)	Yes
Government Tier	$7,500	Gladstone Regional Council	Yes
	$80,000	Australian Government	Yes
	$350,000	Queensland Government	Yes
Research Partners			
	50% leverage for science work, AND $7,500 that would get refunded when conducting science work on a 50% leverage basis	Universities, Research Organisations	Yes
Honorary Partners			
	Nominal $50	Community (GREAN nominee)	Yes
	Nominal $50	Traditional owners	Yes
	Nominal $50	Conservation (GREAN nominee)	Yes
Invitees			
	N/A	Melissa Price MP Leanne Enoch MP Glen Butcher MP Ken O'Dowd MP Matt Burnett Mayor	No
	N/A	ISP Chair	No

2.4. Leaving the Partnership

Partners may withdraw from the Partnership at any time by written notice to the Management Committee C/- Secretariat.

The Management Committee may request a partner leave the Partnership at any time should they act contrary to the interests of the Partnership.

2.5. End of the Partnership

In the event of the Partnership winding up, with uncommitted funds or assets, the Management Committee will allocate these across all contributing partners on a pro rata basis based on contributions. Individual partners can choose if their allocated funds are:
- returned to the individual partner; or,
- distributed to an organisation with values and a vision compatible with the Gladstone Healthy Harbour Partnership.

3. Operation

All members of the Partnership may participate in Partnership meetings to receive performance reports, elect the Management Committee and contribute to forward planning.

The Management Committee provides program oversight of Partnership activities.

The management committee will be made up of representatives from the community partners, industry partners, government partners and research partners.

3.1. Partnership Meetings

Partnership meetings are comprised of the representatives of Partnership member organisations. The full Partnership shall meet at least twice per year to receive performance reports, elect a Chair and the Management Committee (when applicable), and contribute to forward planning.

Decision-making processes
The Partnership will make decisions by consensus. It is the responsibility of the Chair to manage the decision-making processes.

3.2. Chairing of the Partnership and Management Committee

3.2.1. Selection
The CEO of Fitzroy Basin Association, Mr Paul Birch, will be the inaugural Chair of the Gladstone Healthy Harbour Partnership.

Chairing and Deputy Chairing arrangements will be reviewed every year by the Management Committee.

3.2.2. Role
The Chair will
- Develop (with assistance from the secretariat) and manage the agenda and conduct the Partnership and Management Committee meetings, and
- Facilitate contact between the Management Committee, the Partnership and host organisations.

3.3. The Management Committee

3.3.1.Membership

The Management Committee comprises 10 members including the Partnership Chair. The Management Committee members are selected by the Partnership, from the Partners and are comprised of 3 community, 3 industry, 3 government and 1 research representative. Community Partnership members will elect the community representatives on the management committee. Industry Partnership members will elect the industry representatives on the management committee. Government Partnership members will elect the government representatives on the management committee. Research Partnership members will elect the research representative on the management committee. A ballot will be used if consensus between sector partners is unable to be reached.

The membership of the Management Committee is for two years and elected on a senate rotating basis, or earlier if required.

The Chair of the GHHP Independent Science Panel is not a member of the Management Committee, but reports to it. Management Committee members will not be remunerated by GHHP for their time.

3.3.2.Role

The role of the Management Committee is to:
- Implement GHHP decisions e.g. strategic plan, monitoring program, communications plan etc.
- Ensure Secretariat conducts the day-to-day operations required for the functioning of the GHHP, ISP and the conduct of GHHP programs
- Address matters raised by or affecting partners
- Prepare documentation (assisted by Secretariat) for GHHP meetings, implementing GHHP decisions or for making operational decisions.

3.3.3.Conflict of interest

Management Committee members must disclose material personal and professional interests which may constitute any conflict of interest. Declaration of interests will be recorded in the Minutes of the meeting. Subsequent involvement in the matter concerned shall be at the discretion of the Management Committee.

3.3.4.Meetings

Meeting frequency

Unless otherwise agreed, the Management Committee will meet at least once every second month in Gladstone or via teleconference.

Meeting notice

Notice of at least 5 working days must be given in advance of each Management Committee meeting.

Absences and alternates

Management Committee members are expected to attend Management Committee meetings. If unable to attend a meeting, Management Committee members may propose alternate members or proxies, at the discretion of the Chair.
- If a management committee member can't attend there is an obligation to provide a proxy.
- Nomination of a proxy from the absentee committee member's organisation or another organisation from the same sector is encouraged.

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Observers
One observer per management committee member may attend a management committee meeting to assist the member. They are passive observers, not able to vote and may have to leave the room for some discussions.

Decision-making processes
The Management Committee will aim to make decisions by consensus but a 70% majority will be used in the event of an impasse. It is the responsibility of the Chair to manage the decision-making processes.

Agenda
The GHHP Secretariat will assist the Chair, in consultation with the Management Committee members, to develop the agenda.

The agenda will generally include the following:
- Minutes of the previous meeting
- Reporting on progress of Partnership activities
- Report from the Chair of Scientific Advisory Panel
- Any other general business

Papers
The GHHP Secretariat is responsible for the circulation of Management Committee papers. Whenever possible, papers will be circulated at least 5 working days prior to the meeting.

Minutes
Minutes will contain decisions made by the Management Committee. Minutes will be distributed to the Partnership.

Working Groups
The Management Committee may establish Working Groups as it sees fit. All Partnership members can nominate to be part of working groups. Examples of working groups could include a science working group and a communications working group.

3.4. Communication Operating Procedures

The GHHP Chair (or delegated officer) can speak on behalf of GHHP.
The GHHP ISP Chair (or delegated officer) can speak on behalf of the GHHP ISP.

All other partners can talk about their involvement in GHHP based on the agreed and approved key messages. All other partners should not speak on behalf of GHHP.

All partners can use all communications products developed by the partnership.

3.5. GHHP Report Card Operating Procedures

- GHHP approves the vision of a healthy harbour
- GHHP approves the program design using the recommendations from the key deliverables outlined in the GHHP Independent Science Panel terms of reference including the identification of monitoring and research duplication and gaps
- GHHP Independent Science Panel provides report card content recommendations to GHHP Management Committee

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- GHHP Management Committee (and communications working group) reviews and recommends the release of the GHHP report card to the GHHP.
- GHHP approves and releases the report card.

3.6. Host Organisation
3.6.1. Role of FBA
3.6.1.1. GHHP Secretariat
The role of the GHHP Secretariat is to:
- organise meeting venues, catering, presentations, agendas and minutes
- collate and report on partners' views
- manage GHHP information
- follow up agreed actions to ensure partners' obligations are met.
- Manage the Project Plan within the strategic direction and budget as approved by the Management Committee.
- Regularly report to the Management Committee on progress with the project activities (the Project Plan), the budget and risk issues.
- Provide operational support to the Partnership, the Management Committee and the GHHP Independent Science Panel, including arranging and supporting meetings, papers and minutes.

3.6.2. Role of Host
3.6.2.1. Holding and administrating current GHHP funding
The role of the host when holding and administrating current GHHP funding is to:
- Perform the roles outlined in Clause 3.6.1.1 as part of the GHHP Secretariat role
- Manage membership revenue and project expenditure in accordance with normal accounting standards and requirements, including audit, acquittal and the normal financial liabilities associated with such a role.
- Employ or contract a project manager and any other staff or contractual arrangements necessary to deliver the project, consistent with project budget and requirements. Manage staff or contractual arrangements as required, such as the GHHP ISP Science Convenor.

3.6.3. Role of Gladstone Regional Council
3.6.3.1. Secretariat for the GHHP Community Reference Group – currently GREAN sub committee
The role of the Secretariat for the GHHP Community Reference Group is to:
- organise community reference group meeting venues, catering, presentations, agendas and minutes of the GHHP community reference group
- collate the community reference group's views
- manage community reference group information
- follow up agreed actions at community reference group meetings and GHHP meetings and management committee meetings to ensure the reference group's obligations are met.

3.7. Approvals and Amendments

The first draft of the operating rules will be approved by the Partnership. Once in place, amendments may be made by the Management Committee.

Addition or deletion of sections must be approved by the Partnership.

The Gladstone Healthy Harbour Partners are:

- Australia Pacific LNG (Industry)
- Australian Institute of Marine Science (Research)
- Australian Government (Government)
- Boyne Smelters (Industry)
- Central Queensland University (Research)
- Commonwealth and Scientific and Industrial Research Organisation (Research)
- CQG Consulting (Industry)
- Dhou Woolkoom (Community)
- Fitzroy Basin Association (Community)
- Gidarjil Development Corporation (Community)
- Gladstone Area Water Board (Community)
- Gladstone Ports Corporation (Industry)
- Gladstone Regional Council (Government)
- Gladstone Region Environmental Advisory Network (Community)
- Gladstone LNG/Santos (Industry)
- Griffith University (Research)
- NRG Gladstone Operating Services (Industry)
- Orica Australia (Industry)
- QGC (Industry)
- Queensland Alumina Limited (Industry)
- Queensland Energy Resources (Industry)
- Queensland Government (Government)
- Rio Tinto Alcan Yarwun (Industry)
- The University of Queensland (Research)
- Wiggins Island Coal Export Terminal (Industry)