

# Reef Trust Partnership



## Governance Arrangements

*Including the Partnership Management Committee*



Australian Government

REEF TRUST



Great Barrier  
Reef Foundation

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*Photography: Gary Cranitch, Queensland Museum*

## Preface

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The Great Barrier Reef (the Reef) is the largest living structure on the planet and is so large it can be seen from space. It's home to the most extraordinary array of animals and birds, and is often referred to as the rainforest of the sea. Sir David Attenborough describes it as:

*“one of the greatest, and most splendid natural treasures that the world possesses.”*

Today, however, the Reef is under threat from climate change and local stresses. We need the help of all Australians to protect and restore the Reef. Over the last two decades, the Great Barrier Reef Foundation (GBRF) has drawn together the many groups who are working to protect the Reef. There are hundreds of people and organisations working to achieve this including universities, research institutions, government agencies, scientists, traditional owners and community groups. The GBRF is the place where these myriad groups (large and small) come together to work on the highest priority projects which will have the greatest impact on protecting and restoring the Reef.

Our projects have had a measurable impact on the health of the Reef including monitoring reef health in near-real time (eReefs) to securing the future of green turtles on Raine Island (Raine Island Recovery Project), to developing the first portfolio of projects to address the resilience of reefs adapting to climate change. We also have a track record in innovation, developing solutions such as the RangerBot which detects and addresses threats to coral reefs.

Underpinning this partnership is a record government investment of \$443.3 million to tackle critical issues of water quality and crown-of-thorns starfish control, harness the best science to restore reefs and support reef resilience and adaptation, enhance Reef health monitoring and reporting, and increase community engagement on the Reef.

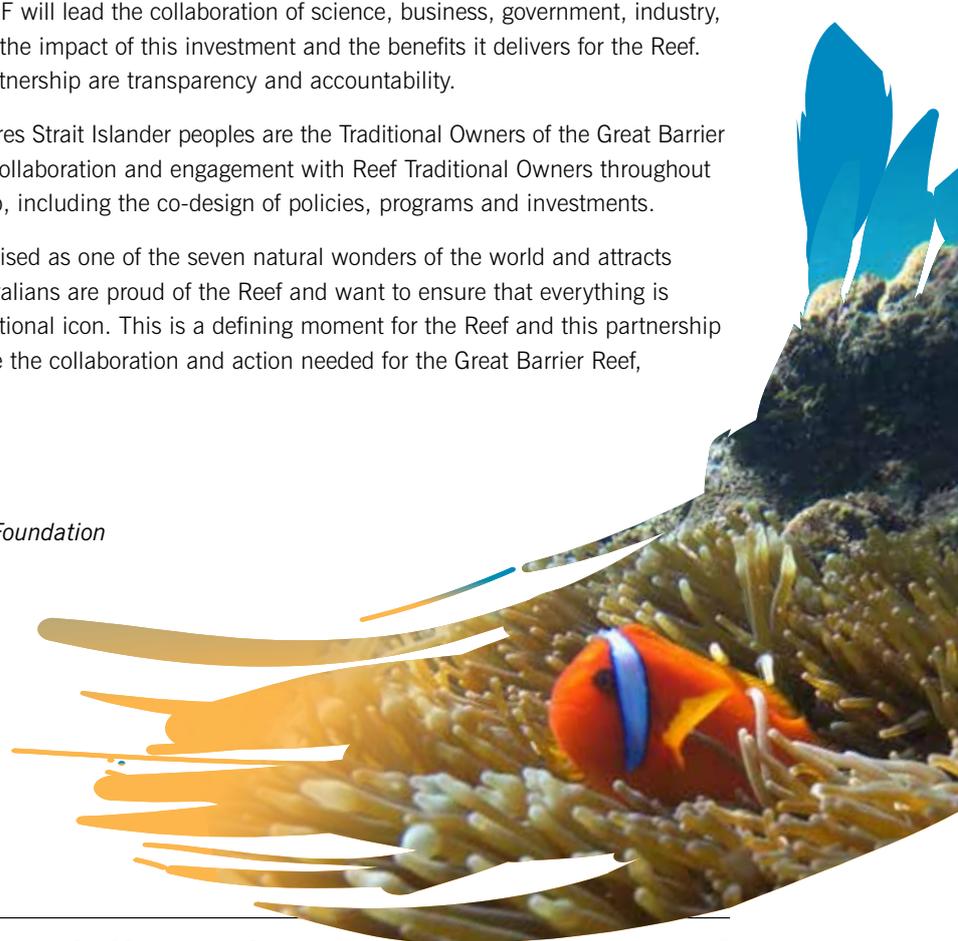
Through the Reef Trust Partnership, GBRF will lead the collaboration of science, business, government, industry, philanthropy and community to amplify the impact of this investment and the benefits it delivers for the Reef. Our guiding principles to deliver this partnership are transparency and accountability.

The GBRF recognises Aboriginal and Torres Strait Islander peoples are the Traditional Owners of the Great Barrier Reef. We are committed to meaningful collaboration and engagement with Reef Traditional Owners throughout the delivery of the Reef Trust Partnership, including the co-design of policies, programs and investments.

The Great Barrier Reef is globally recognised as one of the seven natural wonders of the world and attracts over two million visitors each year. Australians are proud of the Reef and want to ensure that everything is being done to protect and restore our national icon. This is a defining moment for the Reef and this partnership is an unprecedented opportunity to drive the collaboration and action needed for the Great Barrier Reef, now and for the future.

Anna Marsden

*Managing Director, Great Barrier Reef Foundation*



## Purpose of this document

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This document provides an overview of the governance structure for the Reef Trust Partnership and the Component Activities.

## Governance Principles

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The Great Barrier Reef Foundation (GBRF) has always been committed to the highest level of governance, integrity and transparency. This document outlines the governance principles and governance levels as they relate to the Reef Trust Partnership (RTP or the Partnership). These principles include:

- clearly defined roles, responsibilities and accountability;
- an emphasis on integrity and transparency;
- using, building on and aligning with existing governance arrangements, wherever practicable;
- planning and reporting consistently and regularly on performance;
- communicating effectively with the community, our partners and with government;
- being inclusive and respecting and acknowledging traditional owners; and
- clear processes for identifying and managing risks, emerging issues and perceived or actual conflicts of interest.

## Portfolio Level Governance of the Reef Trust Partnership

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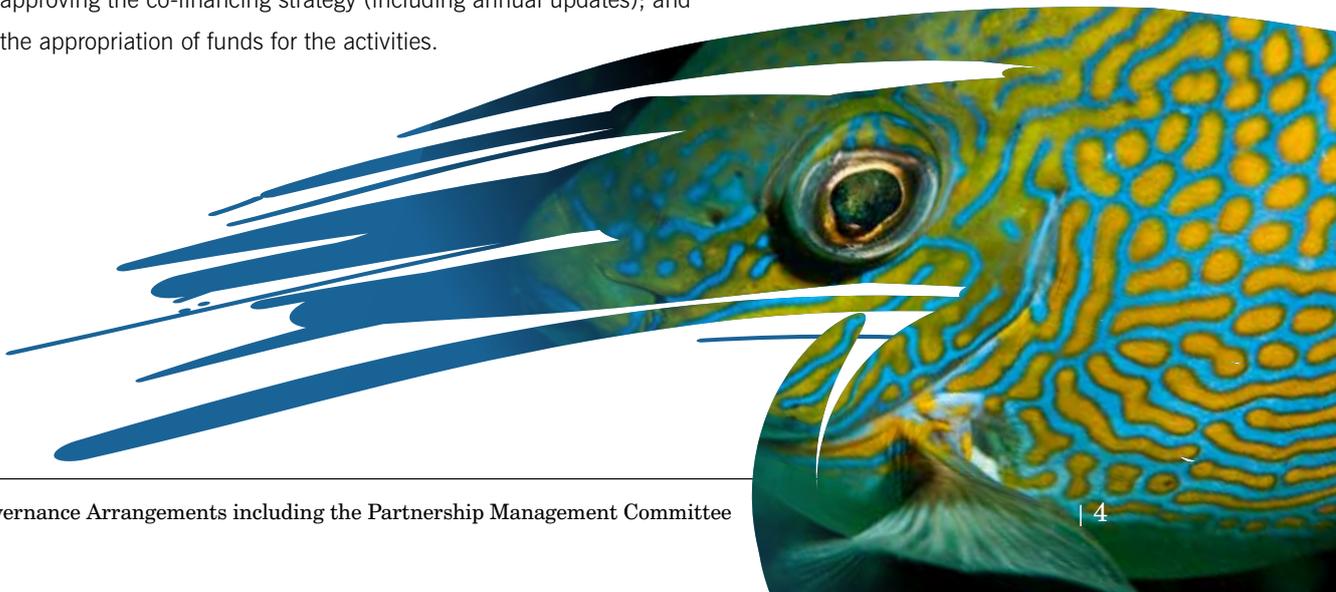
A diagrammatic representation of the governance arrangements is provided in Figure 1.

### GBRF Board

The GBRF Board is an independent, skills-based Board. The Board has overall accountability for the Reef Trust Partnership, as is the case for all GBRF investments.

Guided by recommendations from the Partnership Management Committee (PMC), the GBRF Board, in relation to the RTP, has responsibility for:

- ensuring appropriate governance arrangements across the activities of the RTP;
- oversight of risk management and compliance (supported by the Audit, Risk and Compliance Committee, a committee appointed by the GBRF Board)
- approving annual work plans and relevant business and strategic plans;
- approving the co-financing strategy (including annual updates); and
- the appropriation of funds for the activities.



## **International Scientific Advisory Committee (ISAC)**

ISAC is an Advisory Committee appointed by the GBRF Board. ISAC has an independent Chair and its membership includes executive level representation from GBRMPA, AIMS, CSIRO, QUT, JCU and UQ.

### **ISAC's role is to:**

- provide strategic oversight of the overall GBRF project portfolio;
- ensure that the portfolio aligns with the GBRF mission, purpose and strategic priorities;
- provide assurance that portfolio projects are guided by the best available science;
- guide and oversight the science peer review process;
- ensure that the project portfolio is balanced with regard to innovative versus proven approaches; and
- identify areas of integration across the project portfolio.

## **Partnership Management Committee (PMC) (refer to Terms of Reference in Appendix 1)**

The PMC is an independent committee appointed by the GBRF Board.

The PMC's sole focus is the Reef Trust Partnership.

### **The PMC's role is to:**

- oversight and implement appropriate corporate governance arrangements, including component level governance;
- advise and make recommendations to the GBRF Board on the RTP Investment Strategy and annual work plans;
- provide strategic oversight of the RTP portfolio activity and delivery consistent with the Grant Agreement;
- oversee portfolio performance and performance reporting; and
- oversee and implement a risk management framework.

## **Traditional Owner Working Group (TOWG)**

GBRF is committed to meaningful collaboration and engagement with Reef Traditional Owners throughout the delivery of the Reef Trust Partnership, including the co-design of policies, programs and investments.

To facilitate this a Traditional Owner Working Group (TOWG) will be established, comprising of Aboriginal peoples and Torres Strait Islanders with expertise across a range of areas, such as Indigenous land and sea management, conservation and sustainable use of biodiversity, heritage management, and social and economic development.

Members will be selected via an open expression of interest process guided by selection criteria to be developed. This group will not replace direct communication and engagement with Aboriginal peoples and Torres Strait Islanders.

### **The TOWG's role is to:**

- provide strategic advice to the PMC and GBRF Executive on matters relevant to operationalising and delivering actions in collaboration with Traditional Owners within the RTP;
- ensure the views and knowledge of Great Barrier Reef Traditional Owners are reflected in the development and implementation of the RTP;
- participate in strategic meetings, workshops and stakeholder forums to provide input and advice on matters affecting, or of high importance to, Great Barrier Reef Traditional Owners; and
- communicate with Great Barrier Reef Traditional Owners to ensure application of best practice approaches to respecting, recognising and engaging with Aboriginal and Torres Strait Islander peoples are maintained.

## **GBRF Project Management Office (PMO)**

The PMO is comprised of GBRF staff.

### **The PMO's role is to:**

- undertake project development and management activities;
- track and report on project progress in accordance with the project funding agreement and Board requirements;
- design and implement models for understanding project outcomes, achievements and impacts;
- promote and manage integration and innovation across the components;
- maintain secretariat support to the Board and other Committees appointed by the Board as appropriate;
- assist in the identification and engagement of co-funders; and
- ensure all projects, grantees and delivery partners are compliant with GBRF and RTP policies and procedures including those related to procurement, workplace health and safety (WHS) and the terms of the RTP Agreement.

## **Component Level Governance 2018/2019**

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For the 2018/2019 year, the component level governance will include a Working Group for each of the five components comprised of external experts and advisors.

### **Working Groups will:**

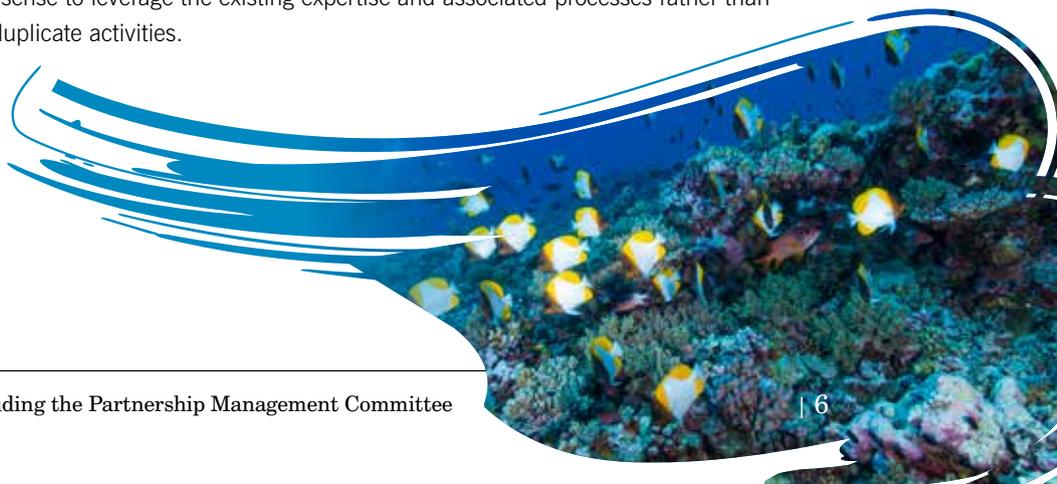
- support the road-mapping, engagement and planning activities that will inform the investment strategy for each component; and
- provide a link to existing and proposed programs and information to ensure alignment and prevent duplication.

## **Component Level Governance Beyond July 2019 – Working Groups**

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In time, the Working Groups within each component will transition to specific models that best support and operationalise the work program while still fulfilling the governance principles. The model selected or applied will depend on the scope, size and nature of each of the component areas.

Core elements of any governance structure for a component might include an overarching steering committee/board, a technical or science advisory group, a Traditional Owner advisory group, and a community or stakeholder group. In some instances, relevant key advisors, advisory groups or structures will already exist in a sector, and it would make sense to leverage the existing expertise and associated processes rather than create new groups that might duplicate activities.



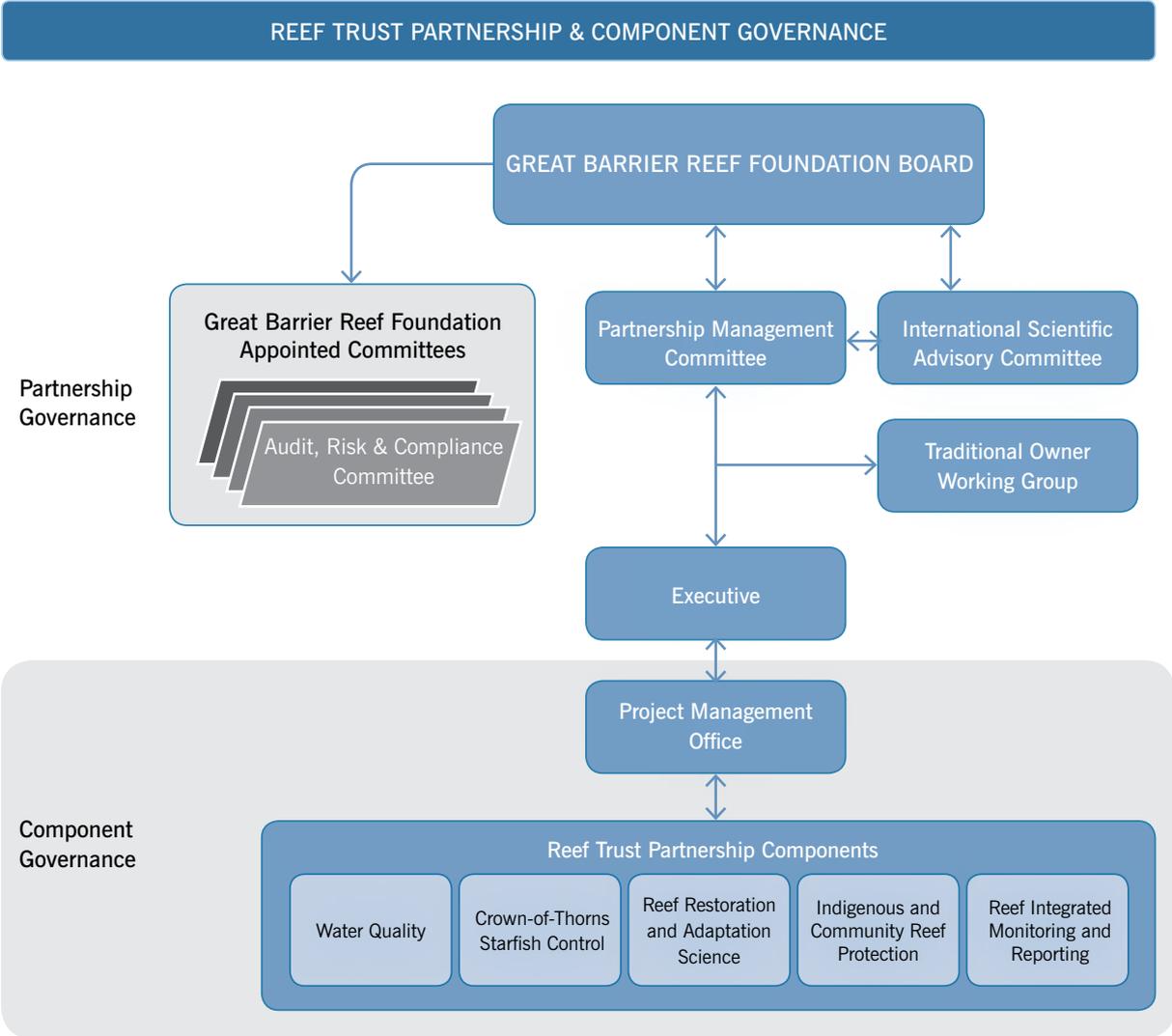


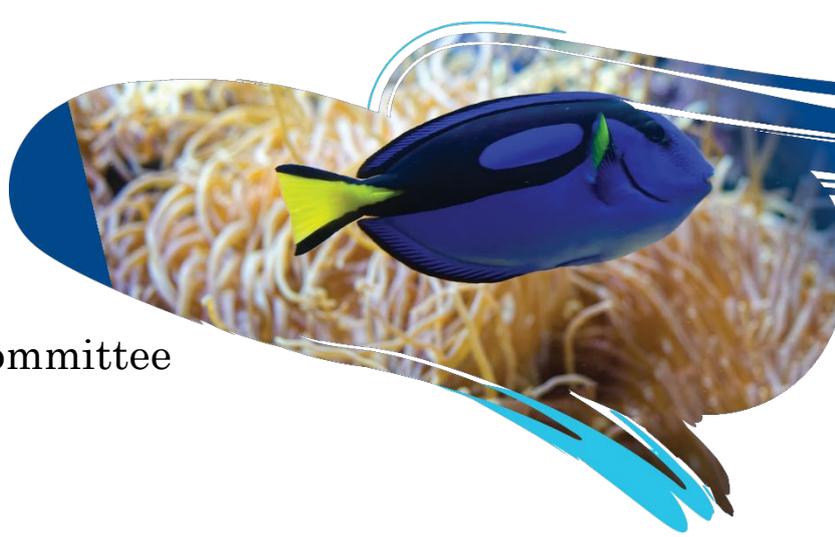
# Process for approving component-level governance

GBRF will work with the relevant partners, stakeholders, Traditional Owners and governance experts to identify the best governance model for each component, based on the activities and objectives of that component. The PMC will review and refine if required, and then make a recommendation to the GBRF Board for the Board's approval.

Each Component area has distinct sets of activities and objectives, and the community and industry circles within which they operate are different. These differences necessarily warrant tailored models which are fit-for-purpose. This document will be updated as new component-level governance arrangements are approved and implemented.

Figure 1: Reef Trust Partnership and Component Governance Arrangements





## Appendix 1

# Partnership Management Committee Charter

## 1 General

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### 1.1 Purpose

The Partnership Management Committee (the *PMC*) was established by the Board of Directors (the *Board*) of the Great Barrier Reef Foundation (*GBRF*) to assist in fulfilling its oversight responsibilities in relation to the Portfolio of projects (the *Portfolio*) delivered through the Reef Trust Partnership (the *Partnership*) which is governed by Grant Agreement between GBRF and the Commonwealth of Australia represented by the Department of Environment and Energy (the *Department*) dated 27 June 2018 (the *Grant*).

### 1.2 Objectives

The PMC was established to assist the Board in identifying and managing the progress, budget allocation, opportunities, risk and reputational aspects of the RTP Portfolio including ensuring that the appropriation of funds is in accordance with the terms of the Grant.

## 2 Constitution

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At a meeting of the Board held on 6 November 2019 the Board resolved to adopt this charter which sets out the composition, roles and responsibilities, structure and membership requirements of the PMC.

## 3 Membership

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### 3.1 Structure

- (a) The PMC shall comprise at least six members, each of whom shall be appointed and/or removed by the Board at its discretion.
- (b) At least one member will be appointed by the Department.
- (c) At least one non-executive director of GBRF shall be a member of the PMC at all times.
- (d) The Board will appoint a chairperson/s (a non-executive director/s), for a period determined by the Board.
- (e) For the avoidance of doubt, the Board may appoint members to the PMC who are neither directors or employees of GBRF. The terms of such an appointment shall be at the discretion of the Board.

### 3.2 Secretary

A GBRF Project Director (appointed by the Executive Director of Projects and Partnership) shall act as the Secretary of the PMC, unless otherwise determined by the PMC.

## **4 Roles and Responsibilities**

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4.1 The roles and responsibilities of the PMC in performing its objectives shall include:

- (a) making recommendations to the Board regarding the delivery of the investment strategy including considering strategic advice received from the Independent Expert Panel and other advisory groups as agreed by the Board in relation to annual investment strategies and annual plans;
- (b) making recommendations to the Board on the appropriation of funds to the Portfolio;
- (c) providing oversight on the progress of the Portfolio including:
  - (i) providing regular reports to the Board regarding progress of the Portfolio against plans and approving reports as a basis for milestone payments where relevant;
  - (ii) approving guidance principles and relevant processes for developing and approving expenditure proposals;
  - (iii) making recommendations to the Board regarding annual plans and budgets;
  - (iv) reviewing the Portfolio design and delivery's compliance with GBRF's contractual obligations under the Grant;
  - (v) identifying strategic partnership and investment opportunities for enhancing the Portfolio; and
- (d) other tasks delegated by the Board from time to time.

### **4.2 Authority and resources**

The Board authorises the PMC, within the scope of their role and responsibilities set out in this Charter, to:

- (a) perform the activities required to address their responsibilities and make recommendations to the Board;
- (b) obtain any information that it requires from GBRF or any of GBRF's employees in order to perform its role and responsibilities;
- (c) Subject to the costs being approved by the Chairman of the Board, in advance, as being reasonable, obtain professional advice regarding GBRF's obligations under the Grant or matters related to the responsibilities set out in 4 above.

Any other matters that are outside the scope of the above list require Board approval. For the avoidance of doubt, the PMC does not have the authority to appropriate funds under the Grant.

## **5 Reporting**

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The PMC shall provide quarterly reports to the Board, through the PMC Chair/s, at least one week in advance of Board meetings. These reports should contain matters relevant to the PMC's roles and responsibilities.

## **6 Meetings**

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### **6.1 Quorum**

The quorum necessary for the transaction of business at a meeting of the PMC shall be five members, which must include:

- (a) The appointed director of GBRF; and
- (b) the appointed member from the Department.

In the absence of the PMC Chairperson/s, PMC members will elect a PMC member to act as Chairperson for that meeting. A duly convened meeting of the PMC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the PMC.

### **6.2 Frequency**

The PMC shall meet quarterly or otherwise more frequently as is necessary to carry out the responsibilities of the PMC. The PMC will meet at such other times as any member of the PMC may request on reasonable grounds.

### **6.3 Voting**

Decision-making is undertaken using a consensus-based approach with voting only enacted when consensus cannot be achieved. In these instances, decisions are decided by a majority of votes of members present and voting. In the case of an equality of votes at a meeting, the chair has the casting vote in addition to the chair's deliberative vote.

### **6.4 Notices**

Unless otherwise agreed by all PMC members, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and information papers relevant to such items, shall be sent to each member of the PMC, and any other person required to attend, no fewer than four business days prior to the date of the meeting.

### **6.5 Attendance**

Only members of the PMC and any other Board member are ordinarily entitled to be present at a PMC meeting. Members of the management team and any other person may attend on invitation of the Chairperson including on a standing basis if the chairperson decides to.

### **6.6 Minutes**

- (a) The Secretary will keep minutes of proceedings and resolutions of all PMC meetings, including the names of those present and in attendance, together with copies of supporting papers. These records will be available to any PMC or Board member upon request.
- (b) Minutes of PMC meetings shall be circulated to all members of the PMC.
- (c) Minutes shall be approved by the PMC, and these approved minutes shall be distributed to all members of the Board for consideration at the next Board meeting.

## 6.7 Conducting Meetings by technology

- (a) The following technology may be used for calling or holding a meeting of the PMC:
  - (i) video;
  - (ii) telephone;
  - (iii) electronic mail;
  - (iv) any other technology which permits each member to communicate with every other member; or
  - (v) any combination of the technologies described in the above paragraphs.
- (b) Where the members are not all in attendance at one place and are holding a meeting using technology by which each member can communicate with the other members:
  - (i) the participating members are, for the purpose of every provision of this Charter concerning meetings of the members, taken to be assembled together at a meeting and to be present at that meeting;
  - (ii) all proceedings of those members conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present; and
  - (iii) the meeting shall be taken to have occurred at the place where the chairperson of that meeting is located, or at such other place where at least one of the participating PMC members is located, as the members may resolve.

## 7 Other procedures

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Other proceedings and meetings of the PMC will be governed by the provisions of GBRF's Constitution which regulate meetings and proceedings of the Board, insofar as they are applicable.

## 8 Review

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At least once every twelve (12) months, the PMC shall conduct a systematic review of its functions, roles, responsibilities and work to determine whether it is functioning effectively by reference to this Charter and GBRF's Constitution. This may also include the review of the other relevant documentation such as audits or external evaluations. The Chairperson and/or the Director appointed to the PMC shall provide a report of the findings to the Board. As part of that review, the PMC shall review and assess the terms of this Charter and make any recommendations for change to the Board.

Adopted by the Board: 6 November 2019

