

NSW Biodiversity Conservation Trust



PROGRAMS AND DELIVERY
COMMITTEE
CHARTER

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1. INTRODUCTION

The NSW Biodiversity Conservation Trust Board has established the Programs and Delivery Committee (PDC) as a sub-committee of the Board pursuant to clause 29 of the NSW Biodiversity Conservation Trust Board Charter.

This Charter sets out the PDC's objective, authority, composition and tenure, roles and responsibilities, and reporting and administrative arrangements.

2. OBJECTIVE

The objective of the PDC is to provide advice to the Board by considering BCT management proposals regarding program design, program planning, program delivery and BCT performance.

3. AUTHORITY

The Board authorises the PDC, within the scope of its role and responsibilities, to:

- a) obtain any information needed from any employee and/or external party (subject to their legal obligation to protect information)
- b) discuss any matters with relevant external parties (subject to confidentiality considerations)
- c) request the attendance of any employee or Board members at PDC meetings
- d) obtain external legal or other professional advice, as considered necessary to meet responsibilities (the payment of costs for that advice by the BCT is subject to prior approval from the Board).

4. COMPOSITION AND TENURE

The Board will appoint the Chair and members of the PDC. The PDC will consist of at least three members, and no more than five members. Membership is intended to be predominantly drawn from within the BCT Board membership but up to two members may be externally appointed if the Board determines additional expertise is required.

5. ROLES AND RESPONSIBILITIES

The PDC will oversee BCT program design, planning and delivery, BCT performance, and the related operations of the Programs Branch and the Regional Delivery Branch.

The PDC has no executive or decision-making powers and is directly responsible and accountable to the Board for the exercise of its responsibilities. In carrying out its responsibilities, the PDC must at all times recognise that primary responsibility for management of the BCT rests with the Board.

The responsibilities of the PDC may be revised or expanded in consultation with, or as requested by, the Board from time to time.

The PDC is responsible for ensuring that certain Board delegated administrative powers and functions are reviewed and endorsed for Board approval prior to the BCT staff exercising these or incurring related financial expenditure. The PDC will provide advice to the full Board on all matters.

The PDC's advisory roles are stipulated in Table 1.

Table 1: Functions of the NSW Biodiversity Conservation Trust (including as fund manager) under the *Biodiversity Conservation Act 2016* delegated to BCT senior executives

Act section	Short description	Limitations on exercise of delegations	PDC role
Conservation agreements			
5.20(1) 5.21(2)	Enter a conservation agreement Enter a conservation agreement – Crown land	‘Funded’ conservation agreement under Conservation Partners Program (no financial threshold)	Advisory
5.23(2)	Vary conservation agreement (with agreement of BCT and all owners)	Material financial impact (>\$500,000)	Advisory
5.23(4)	Vary or terminate conservation agreement (without consent of owners)		Advisory
Wildlife refuge agreements			
5.30(3)(b)	Terminate wildlife refuge agreement (without consent of owners)		Advisory
Fund Manager of Biodiversity Stewardship Payments Fund			
6.6(1)	Participate in the biodiversity offsets scheme by purchasing, holding, transferring and retiring credits	Credits to be acquired in accordance with Board approved credit acquisition framework and credit acquisition plans. Proactive purchases and reactive purchase >\$1 million.	Advisory
6.31(1)	Apply funds paid into the Biodiversity Conservation Fund (under Div 6) in substitution for relevant number/class of biodiversity credits	Credits to be acquired in accordance with Board approved credit acquisition framework and credit acquisition plans. Reactive purchases >\$1 million.	Advisory
Part 10 Biodiversity Conservation Trust			
10.5(1)(a)	Negotiate, enter into and administer private land conservation agreements	‘Funded’ conservation agreement under Conservation Management Program (no financial threshold)	Advisory
10.5(1)(f)	Use any gifts devices, bequests or contributions received by the Trust for protection and enhancement of biodiversity	Subject to consideration of recommendations for BCT Public Fund management committee.	Advisory
10.6(2)(a)	Buy, sell, hold, mortgage, lease or otherwise deal with land		Advisory

Act section	Short description	Limitations on exercise of delegations	PDC role
10.6(2)(b)	Acquire, transfer or retire biodiversity credits	Credits to be acquired in accordance with Board approved credit acquisition framework and credit acquisition plans. Proactive purchases and reactive purchase >\$1 million.	Advisory
10.6(2)(c)	Enter into private land conservation agreements as land owner		Advisory
10.6(2)(d)	Surrender land vested in the Trust to the Crown		Advisory
10.6(2)(e)	Buy or otherwise acquire, sell, hold, create security interests in access licences and water authorities under the <i>Water Management Act 2000</i>	Material financial impact (>\$250,000)	Advisory
10.8(1)	Acquire property by gift (including power to agree to, and carry out, the conditions of any gift not inconsistent with the functions of the Trust)		Advisory
10.9(2)	Deal with property acquired by gift in contravention of gift condition		Advisory
10.9(3)	Manage property acquired by gift in contravention of gift condition		Advisory
Biodiversity Conservation Regulation 2017			
6.6(1)	Power to use any one or combination of a list of options (within clause 6.6(1)) in applying an amount paid into the BCF towards securing biodiversity offsets (in substitution for relevant class/number that would have had to be retired otherwise)	Credits to be acquired in accordance with Board approved credit acquisition framework and credit acquisition plans. Reactive purchases >\$1 million.	Advisory

6. RESPONSIBILITIES OF MEMBERS

Members of the PDC are expected to:

- a) make themselves available as required to attend and participate in meetings
- b) contribute the time needed to study and understand the papers provided
- c) apply good analytical skills, objectivity and good judgement
- d) abide by the relevant ethical codes that apply to the PDC
- e) express opinions frankly, ask questions that go to the fundamental core of the issue and pursue independent lines of enquiry.

7. REPORTING

The PDC will report to the Board meeting following each committee meeting. The report will make recommendations to the Board based on proposals presented by BCT management. The report will include the PDC's minutes.

8. ADMINISTRATIVE ARRANGEMENTS

8.1 Meetings

The PDC will meet at least four times each year, preceding each of the major quarterly Board meetings. From time to time, the PDC may consider matters out-of-session, particularly where the BCT needs to move quickly in real property or biodiversity credit markets.

The Chair is required to call a meeting if requested to do so by the Board, or another PDC member.

A 12-month forward meeting calendar and a draft agenda for the next meeting will be agreed by the PDC at each quarterly meeting.

8.2 Attendance at meetings and quorums

Meetings can be held in person or by videoconference.

A quorum will consist of a majority of PDC members. For the purposes of a quorum, any BCT Board member can attend a PDC meeting as a PDC member.

Papers circulated out-of-session via email can only be agreed by consensus. If consensus cannot be reached, the Chair must convene a meeting in-person or by videoconference as soon as practicable.

Other Board members may attend meetings of the PDC. The PDC may hold in-camera discussions. The PDC may request BCT staff to attend PDC meetings or participate for certain agenda items.

8.3 Secretariat

The BCT Board Secretary will provide secretariat support to the PDC. The Board Secretary will ensure the agenda for each meeting and supporting papers are circulated at least one week before the meeting, and ensure the minutes of the meetings are prepared and maintained.

PDC minutes, including any attachments, shall be circulated to all members (and meeting observers as appropriate) as soon as practical following the meeting. PDC minutes will be endorsed as a complete and accurate record by the PDC and included in the papers at the next quarterly PDC meeting.

By agreement of the PDC, out-of-session decisions will be verified by the Board or in subsequent in-session meetings. Where agreed, out-of-session decisions shall be recorded in the minutes of the next scheduled PDC meeting.

The minutes of each PDC meeting will be monitored and maintained by the Board Secretary for archiving purposes.

8.4 Conflicts of interest

PDC members must declare any perceived or actual conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic. Details of any conflicts of interest should be appropriately recorded.

Where members or observers at PDC meetings are deemed to have a real, or perceived, conflict of interest, it may be appropriate that they are excused from PDC deliberations on the issue where a conflict of interest exists.

8.5 Induction

New members will receive relevant information and briefings on their appointment to assist them to meet their PDC responsibilities.

8.6 Assessment arrangements

The Board, in consultation with the Chair of the PDC, will establish a mechanism to review and report on the performance of the PDC, including the performance of the Chair and each member, at least biennially. The review will be conducted on a self-assessment basis (unless otherwise determined by the Board) with appropriate input sought from the Board, management and any other relevant stakeholders, as determined by the Board.

8.7 Review of charter

At least biennially, the PDC will review this Charter. This review will include consultation with the Board. Any substantive changes to this Charter will be recommended by the PDC and formally approved by the Board.

Date of PDC Charter review	Approved at BCT Board meeting
[Original] 22 January 2018	BCT Board Meeting 4 on 5 February 2018
25 November 2020	BCT Board Meeting 20 on 1 December 2020
Reviewed PDC Chair – August 2023	BCT Board Meeting 33 on 5 September 2023
Final approved PDC Chair – February 2024	BCT Board Meeting 35 on 5 December 2023
<i>Next scheduled review: 2025</i>	