



Powers and functions of the Board

The Board operates in accordance with the *Coal Mining Industry (Long Service Leave) Administration Act 1992* ("the Act") which sets out the powers and functions of CLSL. Under the Act the Board has been appointed as the Accountable Authority and CLSL has been established as a Corporate Commonwealth Entity (CCE).

The Board is also subject to the *Public Governance, Performance and Accountability Act 2013* (PGPA Act), which sets out how CLSL must be governed, decision making requirements, risk and control obligations and the duties of Directors and Management.

Within its legislative framework, the Board has determined that as the Accountable Authority, it has a range of responsibilities and requirements. The primary responsibilities include:

Strategic Direction

- Oversee the development of, and approve, CLSL's strategy, corporate plan and budgets
- Monitor CLSL's performance in meeting these plans and objectives
- Recruitment, appointment and termination of, and oversee the performance of the CEO.

Financial and Capital Oversight

- Oversee, review and approve the annual financial reports
- Monitor financial results and performance on an ongoing basis
- Oversee CLSL's accounting and financial management systems
- Approve decisions affecting the funding adequacy of CLSL, including the investment policy and major financing arrangements
- Review, approve and monitor the progress of major capital expenditure, material commitments, and commercial activities in line with the approved Delegations Policy.

Ethical Standards

- Setting and monitoring CLSL's culture, values and principles
- Act to protect and enhance CLSL's reputation and corporate integrity
- Actively promote ethical and responsible decision-making and monitor the system of accountability for ethical practice
- Establish and maintain a code of conduct.

Corporate Governance and Regulatory Compliance

- Establish appropriate standards of corporate governance, statutory and regulatory compliance
- Establish CLSL policy principles consistent with legal requirements and stakeholder expectations, and review their effectiveness



- Approve and monitor the effectiveness of CLSL's control and accountability systems, and review reporting under those systems
- Establish Board Committees and determine their powers and functions
- Determine whether to recommend changes to enabling legislation and regulations
- Assess the performance of the Board, Directors, Board Committees and Committee members.

Risk Oversight

- Comply, and ensure compliance with, the risk management obligation outlined in the PGPA Act which states the "accountable authority of the Commonwealth entity must establish and maintain...an appropriate system of risk oversight and management for the entity..."¹
- Define CLSL's risk appetite
- Perform an annual assessment of CLSL's strategic risks
- Approve the Risk Management Policy and risk consequence/impact Risk Matrix.

Stakeholder Management and Networking

- Effectively represent the range of CLSL stakeholders
- Participate in an active stakeholder engagement strategy and create valued relationships with our communities – regionally, nationally and globally
- Notify the responsible Minister, as soon as practicable, of any significant and material issues that may affect the entity², including any suspected instances of fraud in the early stage of investigation that may be significant.

¹ *Public Governance, Performance and Accountability Act 2013*, p19.

² A significant issue, under section 19 of the PGPA Act, includes significant non-compliance with the finance law.