

## 1. Acknowledgement of Country

Alpine Resorts Victoria (ARV) acknowledge the Traditional Owners and First Nations peoples with connection to Victoria's alpine country and pay its respects to their Elders past and present.

Groups with formal recognition and Registered Aboriginal Party status over the areas of Victoria's six alpine resorts are:

- Gunaikurnai Land and Waters Aboriginal Corporation
- Taungurung Land and Waters Council
- Wurundjeri Woi-wurrung Cultural Heritage Aboriginal Corporation

Other groups that care for and have connection to the Victorian high country include the:

- Dhudhuroa Waywurru Nations Aboriginal Corporation
- Duduroa Dhargal Aboriginal Corporation
- Dalka Warra Mittung Aboriginal Corporation
- Jaithmathang Traditional Ancestral Bloodline Original Owners First Nation Aboriginal

### **Commitment to a safe and respectful workplace**

ARV is committed to a safe and respectful workplace in which Aboriginal people feel safe, valued and able to fully participate within their human and cultural rights.

## 2. Purpose of the Policy

The Board Charter for Alpine Resort Victoria defines the respective roles and responsibilities of directors appointed to the Board (both individually and collectively) and the policy and legal environment within which ARV operates.

## 3. Definition

Corporate governance is a broad-ranging term which, amongst other things, encompasses the rules, relationships, policies, systems, and processes whereby authority within organisations is exercised and maintained.

### **The Australian Institute of Company Directors states**

Governance is about relationships. It concerns the relationships of the people involved with an organisation, both between each other and with the organisation itself, and the ways that the expectations of these relationships are understood and met.

Governance enables authority to be exercised appropriately and for the people who exercise it to be held to account. Good governance is about the effective way decisions are made and power is exercised within an organisation. It concerns itself with the Board's activities and culture, and the Board's relationship with the organisation's management and stakeholders. Ultimately, good governance is the framework that ensures the organisation can meet its mission.<sup>1</sup>

### **The Victorian Public Sector Commission advises:**

Governance encompasses the processes by which public entities are directed, controlled and held to account. It includes the processes whereby decisions important to the future of a public entity are taken, communicated, monitored and assessed.

### **Governance in the public sector is built on:**

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<sup>1</sup> <https://www.aicd.com.au/good-governance.html>

- Constitutional, legal and government frameworks
- Government decision making and reporting
- Authorisations and delegations in decision-making
- Accountability, transparency, integrity, stewardship, efficiency and leadership
- Values and codes of conduct
- Effective risk management
- The integrity bodies – protecting public entities against crime and misconduct.

Governance gives practical meaning to public sector accountability obligations. For such public entities, governance defines the relationships between the Board, senior management, the minister, portfolio department, stakeholders and integrity bodies.<sup>2</sup>

**Fiduciary – The Australian Institute of Company Directors advises:**

“The relationship between a director and a company is fiduciary in nature, meaning that a director undertakes to act in the interests of the company and not in his or her own interests.

The overriding duty of a fiduciary is the obligation of undivided loyalty. This obliges the director to act honestly, in good faith and to the best of his or her ability in the company’s interests. A director must not allow conflicting interests or personal advantages to override the company’s interests. Nor should a director participate in deliberations of the Board if the director has personal interests or duties that may conflict with those of the company. The company to which the director has been appointed must always come first.”

**Shareholder** - Shareholders are also stakeholders in a corporation, but stakeholders are not always shareholders. In a public sector context, the Victorian Government is effectively the ‘owner’ and shareholder representative of ARV on behalf of the Victorian public with the Minister<sup>3</sup> accountable to the Victorian parliament and the Victorian public for ARV’s performance.

**Stakeholder** – a stakeholder is any individual, group, or party that has an interest in an organisation and the outcomes of its actions.

## 4. The Role of Alpine Resorts Victoria’s Board

The role of the Board is to govern the organisation so that ARV fulfils its obligations under the *Alpine Resorts (Management) Act 1997* (the ARM Act) and delivers its aims and outcomes while acting ethically and prudently and remaining within the law. This involves ensuring good corporate governance, determining and approving corporate strategy and providing guidance and oversight to senior management.

The Board and management usually act as ‘partners’, but the Board has ultimate responsibility and must also exercise independent judgement.

### 4.1. Board Focus

The Board’s focus is on the achievement of the objects of the ARM Act, together with those set out in other planning and policy documents of its shareholder, the Victorian Government and in adopted and approved plans of ARV.

### 4.2. Legislative and Governance Framework

The sources of legal responsibility of the ARV Board members include:

- The Alpine Resorts (Management) Act 1997.
- State and Commonwealth legislation.
- The common law, particularly regarding the fiduciary nature of directors’ roles; and
- The Integrity Framework, released by the Department of Environment, Land, Water and Planning (DELWP), which incorporates the Director’s Code of Conduct issued by the Victorian Public Sector Commission (VPSC) and other matters set out in the Public Administration Act (2004) [PAA] including the public sector values of:
  - Responsiveness
  - Integrity
  - Impartiality
  - Accountability

<sup>2</sup> <https://vpsc.vic.gov.au/governance/governance-structure-and-roles/governance-structure/> always come first.<sup>2</sup>

<sup>3</sup> the Minister for Environment and Climate Action is the accountable Minister for administration of the *Alpine Resorts (Management) Act 1997*

- Respect
- Leadership
- Human Rights

Pursuant to the ARM Act, the Board is the governing authority of Falls Creek, Lake Mountain, Mount Baw Baw, Mount Buller, Mount Hotham and Mount Stirling Alpine Resorts.

The objects of Alpine Resorts Victoria are as provided in Section 1B of the ARM Act and the specific functions or responsibilities of the Board in relation to those objects are as laid out in Section 21 of the ARM Act.

While the ARM Act is the principal governing legislation, there are many other Acts which have an important influence on the day to day management of the six resorts, and the Board has a legislated responsibility to carry out any other function conferred on the Board by or under the ARM Act or any other Act.

Other Acts for which ARV has legislative and regulatory obligations are detailed in ARV Legislative and Regulatory obligations BP.G.10 though this list is not exhaustive. It is essential that management is fully acquainted with the content of ARV's enabling legislation and other relevant legislation and regulations pertaining to their area of responsibility, and that any amendments are quickly identified and complied with where appropriate.

Operating underneath this body of legislation is the Board's policy framework. Policies record and promulgate the Board's position on key issues and provide a reference point for decision making on matters of importance to the resort. As a Victorian Government statutory authority, ARV is also required to comply with a range of Victorian Government policies which may have a bearing on the way in which the six resorts operate. These statements can take a variety of forms and are usually issued through Ministerial / Departmental channels.

Management should facilitate a cyclical Board policy review process to ensure the Board's policies are kept current. Reviews shall be designed to continuously improve the policies and work practices under which the organisation operates and reflect changes in business/operations, legislation, technologies and best practice trends. It is essential that management and staff are familiar with the content of the Board's policies and other relevant Victorian Government policy, to facilitate supporting structures, processes and practices for policy compliance.

The provisions of the Corporations Act 2001 do not apply directly but much of their effect is generally applicable due to the provisions of other Victorian legislation including the Financial Management Act 1994. Any Board member who becomes a director of a subsidiary or associated entity of ARV should however be directly subject to the Corporations Act and its compliance obligations.

Responsibility for compliance management is not directly the responsibility of Board members, but rests with the CEO, who may delegate specific compliance management functions to executive management and other ARV employees. Management should develop a framework to monitor and improve legislative compliance within the organisation, and report regularly thereon to the Board and relevant sub-Committees. The Board shall be provided with specific compliance reports as and when required and an annual compliance report as part of the Standing Directions / Financial Management Compliance Framework attestation process to enable it to discharge its oversight responsibility in this regard.

### **4.3. Board Meetings**

Board meetings are held at least eight times per year. The Board Chairperson and CEO agree on Board meeting agenda and papers are circulated to provide sufficient time for Board members to review.

### **4.4. Extraordinary meetings**

The procedure for calling an extraordinary meeting of the Board is pursuant to section 32 of the ARM Act. The procedure for calling an extraordinary meeting of the Board is on an 'as needs' basis and the urgency/time sensitive nature of the matter to be discussed or resolved. The Chairperson should call an extraordinary meeting when required.

### **4.5. Circular resolutions**

Circular resolutions are an available mechanism that allows for a resolution to be passed without a meeting of Board Members. Circular resolutions are used when timing for a decision is required prior to the next scheduled Board meeting. It should not be used for matters which require extensive presentations by management or discussion amongst Board Members. Proposed circular resolutions must be approved by the Chairperson person prior to circulation to Board Members. The circular

resolution should be reported to the next scheduled Board meeting and recorded in the minutes of that meeting.

## 4.6. Responsibilities of Board Members

**Board members are expected to:**

- Attend, be prepared and participate in a constructive manner at Board meetings
- Participate, as far as reasonably possible in events and functions of the six Victorian Alpine Resorts, where the attendance of Board members is appropriate
- Be prepared to contribute to the functioning of ARV through membership of standing and ad hoc committees of the Board and through membership of selection or other committees as may be required from time to time
- Be prepared to contribute to the promotion and advancement of the six Victorian Alpine Resorts as may be requested
- Maintain the confidentiality of information obtained in the course of one's duties
- Have read and understood the good practice guidelines set down for members of public sector Boards; and
- Observe the requirements of the Code of Conduct set out in this Board Charter and any operational protocols adopted for conduct of Board members and meetings.

## 4.7. Integrity Framework (consolidated Code of Conduct)

A binding ARV Board Integrity Framework (consolidated Code of Conduct) has been prepared for ARV that is consistent with the integrity Framework adopted for Victorian public entity Board members within the DELWP portfolio which incorporates the integrity standards that Board members must comply with and some integrity obligations within the PAA that are of a higher source than the VPSC Directors' Code of Conduct (e.g. sections 7, 8, 13A, 79, 80, 81, 82 and 85 of the PAA).

Further information is available from the following link: [DELWP Integrity Framework](#). An overview is provided in the Integrity Framework – Guidance Note.

**Key requirements are as follows:**

- Act with honesty and integrity. Be open, responsive and transparent in your dealings; use power responsibly; do not place yourself in a position of conflict of interest; strive to earn and sustain public trust of a high level.
- Act in good faith in the best interests of the public entity. Demonstrate accountability for your actions; accept responsibility for your decisions; do not engage in activities that may bring you or the public entity into disrepute.
- Act fairly and impartially. Avoid bias, discrimination, caprice or self-interest; demonstrate respect for others by acting in a professional and courteous manner.
- Use information appropriately. Ensure information gained as a director is only applied to proper purposes and is kept confidential.
- Use your position appropriately. Do not use your position as a director to seek an undue advantage for yourself, family members or associates, or to cause detriment to the public entity; ensure that you decline gifts or favours that may cast doubt on your ability to apply independent judgement as a Board member of the public entity.
- Act in a financially responsible manner. Understand financial reports, audit reports and other financial material that comes before the Board; actively inquire into this material.
- Exercise due care, diligence and skill. Ascertain all relevant information; make reasonable enquiries; understand the financial, strategic and other implications of decisions
- Comply with the establishing legislation, or its equivalent, for your public entity. Act within the powers and for the functions set out in your public entity's establishing legislation and/or ministerial charter.
- Demonstrate leadership and stewardship. Promote and support the application of the Victorian public sector values, act in accordance with the Directors' Code.
- Respect and promote the Charter of Human Rights and Responsibilities by making decisions and providing advice consistent with human rights and actively implementing, promoting and supporting human rights.

**For members of the Board, management and employees of ARV this means:**

- a) Acting always in the interest of ARV as a whole.
- b) Avoiding actual or potential conflicts of interest.
- c) Not acting improperly by using the position to gain an advantage for oneself or another.
- d) Exercising powers for their proper purposes and retaining discretionary powers.
- e) Acting in accordance with human rights.
- f) Exercising due care, skill and diligence in one's duties.

#### **4.8. Notes on conduct:**

- a) Exercise of skill and care includes the responsibility to have informed oneself to the extent reasonably necessary to make a judgement.
- b) Delegation of responsibility is not a shield for this responsibility.
- c) In circumstances where a Board member possesses or is appointed to a Board on the basis of specialised skill, knowledge or experience, they are expected under the law, in addition to understanding the business of the organisation, to use that special knowledge or experience in the affairs of the organisation.

#### **4.9. Dispute Resolution**

In the event of a dispute between Board members, Board Dispute Resolution should be applied.

#### **4.10. Roles and responsibilities of the Chairperson, Board Members, and CEO**

These roles are described in general terms in the publications available here:

The Victorian Public Sector Commission (VPSC) and are adopted by the Board of ARV in principle to guide its operations and are further developed as set out in this Board Charter and in the CEO's contract, annual plans and KPIs.

#### **4.11. Responsibilities of Alpine Resorts Victoria in respect of Board Members**

**Alpine Resorts Victoria is responsible for:**

- Providing Board members with complete and accurate information in respect of all matters to be considered by the Board or a Committee of the Board and in respect of all of the Board's identified functions, in sufficient time to allow proper consideration.
- Providing such legal and financial advice as may be necessary to enable members to discharge their director's duties.
- Providing members with access to records of Board proceedings and material placed before the Board and retaining such information for access as may be needed.
- Ensuring that all requirements in respect of the Board as set out in the Act, and other applicable legislation and compliance requirements and processes approved by the Board, are met.
- Providing such administrative assistance as may be required from time to time including accommodation and / or reimbursement of expenses incurred by Board members in attendance at Board, Committee and other meetings and in attending events and functions at each Resort.
- Ensuring that all requirements in respect of the Board as set out in the Act, and other applicable legislation and compliance requirements and processes approved by the Board, are met; and
- Maintaining adequate levels of insurance cover to indemnify and keep indemnified each member of the Board and annually confirming this to Board members.

#### **4.12. Board Evaluation**

The Board of ARV must ensure that procedures are in place for an annual Board evaluation (section 81(1)(d)(i) PAA).

Independent assessment should occur every two years. The Board should engage an independent governance consultant who is experienced in public sector performance assessment.

Evaluation should include:

- Assessing the performance of individual members (section 81(1)(d)(i) PAA)

- Dealing with poor performance by members (section 81(1)(d)(ii) PAA); and
- Resolving disputes between members (section 81(1)(d)(i) PAA).

#### 4.13.Improving performance

Board members should be offered appropriate opportunities for improving their Board skills. Where areas of poor performance are identified, Board members should be given the opportunity to improve their Board skills as soon as possible.

#### 4.14.Major Risk

Consistent with section 81(1)(b) of the PAA, if the collective or individual performance of Board member(s) poses a major risk (existing or emerging) to the effective operation of the organisation, the Minister and the Secretary of DELWP should be notified of the risk and of the management systems that are in place to address the risk.

#### 4.15.Members' and Officers' indemnity

ARV will take out appropriate insurance cover on behalf of Board members for civil damages for breach of duty, negligence or breach of trust but only if the members conduct does not constitute a wilful breach of duty.

Insurance should be maintained for each member of the Board for at least seven years after they cease to hold office.

### 5. Functions of the Alpine Resorts Victoria Board

The Functions of the ARV Board include

#### 5.1. The Strategic Direction

- Shaping, approving, and reviewing the six Victorian Alpine Resort's vision (external), mission (operational goals and values), and strategic and operational plans being the Resort's Strategic Management
- Plan an annual Corporate Plan and Budget in accordance with the ARM Act and the Alpine Resorts 2020 Strategic Plan
- Monitoring ARVs progress generally against performance indicators and, more specifically, against targets.
- Determining the planning framework for the six Victorian Alpine Resort's and the future development of the Resorts including environmental management plans.

#### 5.2. Chief Executive Officer

The Board is responsible for the appointment of the Chief Executive Officer (CEO) and setting performance goals and monitoring of the CEO performance. The appointment of the CEO must be done in accordance with the Victorian Government Public Entity Executive Remuneration Policy (PEER Policy)<sup>4</sup>.

The CEO is responsible for the day-to-day management of the organisation subject to oversight of the ARV Board and must consult the Board with respect to the matters specifically reserved to it or decisions of a strategic nature.

**The CEO duties are to:**

- Work with the Board to build an appropriate organisational culture and promote the public sector values
- Be accountable for planning, coordinating and directing the operations of the organisation to achieve strategic, financial and operating objectives as agreed with the Board
- Formulate and recommend business and financial strategies and plans to develop the organisation's business and to implement these plans to achieve agreed performance targets

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<sup>4</sup> <https://www.vic.gov.au/public-entity-executive-remuneration-policy>

- Faithfully, diligently and with care and skill perform the duties and exercise the powers consistent with the position of a CEO.

### **5.3. Key Policies, Legislation and Compliance**

- Overseeing the establishment of key Board policies for ARV.
- Defining Board policies and procedures consistent with Government and community expectations where those expectations are relevant and can be identified.
- Contributing to the development of legislation and regulations governing and guiding the management of Victoria's Alpine Resorts.
- Overseeing ARV's compliance with relevant legislation and policies, including with obligations set out in the ARM Act.
- Overseeing compliance of other Resort operators and stakeholders with relevant legislation and policies to the extent this is within the powers of the Board.

### **5.4. Risk Management**

- Overseeing the Board's risk management.
- Overseeing the protection and enhancement of the Resort's risk management and reputation to the extent that it is within the powers of the Board to influence.

### **5.5. Control and Accountability**

- Preparing and approving the alpine resorts strategic plan.
- Preparing and approving resort specific Management Plans (MP) for each of the six alpine resorts.
- Considering the adequacy of the financial and resource requirements model linking the management plans to ARV's capital and strategic plans and to the annual Corporate Plan and budget.
- Approving the Board's Corporate plan and supporting budget and financial plans, including capital and project expenditure budgets and business cases.
- Approving individual major capital and strategic expenditure projects or as otherwise specified in the budget approval.
- Monitoring ARV's performance against the budget and plans.
- Overseeing ARV's asset management.
- Overseeing the sound management of ARV.

### **5.6. Commercial Partnerships and Activities**

- Approving major ARV's commercial ventures, including involvement in any partnership, joint venture, company or legal entity.<sup>5</sup>
- Overseeing the effective operation and performance of significant commercial activities and contracts.

### **5.7. Visitation and Customer Experience**

- Ensuring adequate procedures for the improvement, maintenance and monitoring of guest experience and satisfaction at each of the six alpine Resorts, and data collection and analysis on visitation and asset utilisation.

### **5.8. Alpine Resorts Victoria's Culture**

- Satisfying itself that the Board is fulfilling its obligations to its shareholder, guests, business operators, community and other stakeholders both as regards its operations and initiatives and the general experience of dealing with ARV.
- Satisfying itself that ARV is fulfilling its obligations to staff both as regards its employment practices and their general development

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<sup>5</sup> major capital expenditure projects are defined as being individual projects worth in excess of \$0.5 million or such other amount as is set out in financial delegations

## 5.9. Satisfying itself that ARVs culture:

- Is culturally safe for Aboriginal peoples
- is consistent with ARV's vision and values
- is consistent with the Victorian public sector values
- facilitates investment and strategic partnership; and
- encourages positive views and promotes the six Victorian Alpine resorts as all year-round destinations to the wider community.

## 5.10. Board's Own Affairs

- Establishing procedures to meet the Board's responsibilities.
- Ensuring clear delegations as required.
- Managing the Board's own performance.

## 6. Committees of the Board

The work of the Board shall be supported by Standing Committees of the Board and such ad hoc committees as may from time to time be agreed upon, and in accordance with Board (and sub-committee) meeting and decision-making policy)

Section 35 of the ARM Act allows the Board to delegate any of its functions or powers under the ARM Act, the regulations or any other Act or regulations to a Standing committee.

### 6.1. Standing Committees

The Standing Committees of the Board are:

- Finance, Audit and Risk
- First Nations and Stakeholder Engagement
- Strategic Planning, Asset Management and Commercial Operations; and
- People, Culture and Remuneration.

Each Standing Committee shall have a Charter that is approved by the Board. The Board should also appoint the Chairperson and members to the Committee. Section 34(2) of the ARM Act allows for Board committees to comprise Board directors and any other person able to give expert advice to the committee.

The Standing Directions issued under the Financial Management Act 1994 require ARV to establish an Audit committee. It is not uncommon for Boards to combine risk, finance and audit responsibilities into a single Standing Committee.

The Board should review the membership of each Standing Committee, its Chairperson and its Charter at least every second year. The membership, Chairperson and Charter of a Standing Committee may be reviewed outside this frequency were agreed by the Board.

The Board should review the performance of each Standing Committee annually.

### 6.2. Ad hoc Committees

Each ad hoc Committee of the Board shall have a Terms of Reference that is approved by the Board. The Board should appoint its representatives to the ad hoc Committee.

At the date this policy was most recently reviewed and adopted, the only ad hoc Committee is the Arts and Cultural Development Committee at Falls Creek Alpine resort (ACDC).

The Board should review the membership of each ad hoc Committee, its Chairperson and its Terms of Reference annually. The membership, Chairperson and Terms of Reference of an ad hoc Committee may be reviewed outside this frequency where agreed by the Board.

The Board should review the performance of each ad hoc Committee annually.

### 6.3. Committee Charters

A link to the Standing Committees Charters, once developed will be included:

## 6.4. Stakeholder consultative committees

Section 23 of the ARM Act requires ARV to establish a stakeholder consultative committee at each of the six alpine resorts. Each stakeholder consultative committee must have members who represent persons whose interests ARV considers are likely to be affected by the promotion, operation, management, development and use of the resort in respect of which the committee is appointed (s23(2)).

S23(3) outlines the functions of the SCC are in relation to providing the opinions to ARV with regard to:

- (a) matters relating to the promotion, operation, management, development and use of the resort; and
- (b) strategic matters affecting alpine resorts and surrounding communities; and
- (c) the development of the alpine resorts strategic plan; and
- (d) matters relating to contributions fixed under section 13 and fees.

Terms of Reference for the SCC have been prepared in consultation with representatives of stakeholder groups and endorsed by the Board.

## 7. Board Dispute Resolution

### 7.1. Key Principles

The key principles are:

- a) Relevant obligations: the Board operates in accordance with all relevant obligations.
- b) Respect, courtesy and balance: Board members treat one another with respect and courtesy. They participate in Board discussions in an active and constructive manner. There is a balanced opportunity for each Board member to ask questions, express ideas and offer opinions.
- c) Public interest: the Board acts in the public interest at all times, collectively and individually. Disputes are avoided where possible. If a dispute occurs, it is resolved as soon as possible in the public interest.
- d) Good faith: Board members who are in dispute make a reasonable, thorough, and conscientious effort to resolve the dispute in an informal manner. They act in good faith throughout the dispute resolution process.

### 7.2. Relevant Obligations

Disputes between Board members should be resolved in accordance with all relevant obligations and with good public sector governance practice, including:

- the establishing Act, being Alpine Resorts (Management) Act 1997
- the public sector values in section 7 of the Public Administration Act 2004 ('PAA');<sup>6</sup>
- the requirement in section 81(1)(d)(iii) of the PAA to ensure that adequate procedures are in place for resolving any disputes that arise between Board members
- the Directors' Code of Conduct<sup>7</sup> and similar requirements in section 79 of the PAA and in the common law (e.g., to act honestly and legally)
- any directions, guidelines and/or statements of obligation or expectation issued by the Minister
- government policy; and
- all other laws and obligations that bind the agency.

### 7.3. Definition of a dispute

For the purposes of this policy, a 'dispute' exists if:

- two or more Board members have difficulty working together (e.g., for reasons not covered under professional differences); and
- the situation is unduly affecting the ability of a Board member, or the Board collectively, to perform their duties in an effective and efficient manner.

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<sup>6</sup> The public sector values are: integrity, impartiality, accountability, respect, responsiveness, human rights, and leadership

<sup>7</sup> Issued by Victoria's Public Sector Standards Commissioner pursuant to section 63 of the PAA.

A difference of opinion in relation to a strategic, business, policy or other decision that is to be made by the Board is not a dispute and should be resolved in accordance with the Board's policy on Meetings and Decision making.

#### **7.4. Disputes involving subcommittee members**

The definition of a dispute may be extended to cover subcommittee members who are not Board members, to the extent that the Board determines is in the public interest.

#### **7.5. Avoiding and resolving disputes**

Board members should treat one another with respect and courtesy and should perform their duties in a constructive manner, in accordance with the Board's policy on Meetings and Decision making. Disputes should be avoided where possible. If a dispute arises, the parties should act in good faith to resolve it as soon as possible in the public interest.

#### **7.6. Informal resolution must be attempted**

If a dispute arises, the Board members in dispute (the 'parties') should make a reasonable, thorough, and conscientious attempt to resolve it on an informal basis.

The Chairperson should actively guide the parties towards informal resolution of the dispute.<sup>8</sup> Other Board members should assist, where required.

#### **7.7. Noting the existence of a dispute**

Where attempts to resolve a dispute on an informal basis are ongoing but the Chairperson is of the view that the Board should be notified of the existence of the dispute (e.g. because it may pose a major risk to the effective operation of the agency), the matter should be placed on the agenda of the next Board meeting for noting and/or monitoring.

#### **7.8. Notice of an unresolved dispute**

If a reasonable, thorough, and conscientious attempt to resolve a dispute on an informal basis is not successful, the Chairperson should place the matter on the agenda of the next Board meeting. At the meeting, the Board should invoke the formal dispute resolution process if it is satisfied that:

- a) a dispute exists
- b) proper and sufficient effort (i.e., a reasonable, thorough, and conscientious attempt) has failed to resolve the dispute on an informal basis; and
- c) the formal resolution process should be completed before the term of appointment of a party to the dispute expires or otherwise terminates and thereby ends the dispute.

#### **7.9. Formal dispute resolution process**

Where the Board decides to invoke the formal dispute resolution process:

An independent, suitably qualified mediator should be appointed who is acceptable to all the parties. If the parties cannot agree on a mediator DELWP shall be approached to nominate a mediator who should be asked to organise a mediation using its mediators, in consultation with the parties and the Chairperson.

- The parties should co-operate with the mediator, provide all reasonable assistance, and otherwise actively work in good faith to resolve the dispute.
- The Chairperson should actively support the formal dispute resolution process. Other Board members should support the process and, where appropriate, actively contribute to it.
- Where a dispute is resolved, unless good reason exists otherwise, the outcome should be recorded in writing by the mediator and signed by the parties, who should each receive a copy and should consent to the Chairperson receiving a copy.
- If the dispute cannot be resolved and it is continuing to unduly affect the operation of the agency, DELWP should be contacted for advice.

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<sup>8</sup> If the chair is a party to the dispute, this role will be undertaken by the deputy chair or other member nominated by the board

## 7.10. Notification to the Minister and the Secretary

Consistent with section 81(1)(b) of the PAA, if a dispute poses a major risk (existing or emerging) to the effective operation of the agency, the Minister and the Secretary of DELWP should be notified of the risk by the Board Chairperson and of the management systems that are in place to address the risk.

## 8. Key related policies and other documents

- Dispute resolution
- Meetings and Decision making

## 9. Contact for further info

Board members who are unsure about the Board Charter should discuss with the Board of ARV. ARV staff who wish to discuss the Board Charter should contact the Chief Executive Officer for advice.

## 10. Regular review of this policy

The Board should review this Board Charter every two years, commencing from 2022 or more frequently, if required, to keep up to date with changes to laws, government policy, etc.

This Charter may only be amended by the Board as a whole. The Board may receive advice from a variety of advisory processes including the Chief Executive Officer (CEO), auditors, and external reviewers. The Charter and each page thereof shall specify the date adopted and any later modifications thereto.

## 11. Authorisation and documents parameters

<b>Document Reference</b>	BP.G.1	<b>Owner:</b>	Board
<b>Approved By:</b>	Board	<b>Approval Date:</b>	11/11/2022
<b>Last Amended:</b>	NA	<b>Next Review Date:</b>	30/09/2024
<b>Comments:</b>	This policy replaces all Board Charters within all Victorian Alpine Resorts from the date of approval.		