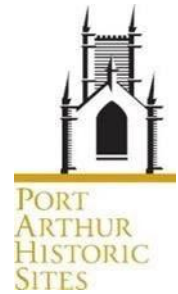


BOARD CHARTER

Revised June 2026



1. INTRODUCTION

The Port Arthur Historic Site Management Authority (PAHSMA) is a statutory authority established under the Port Arthur Historic Management Authority Act 1987 and operating in accordance with the *Government Business Enterprise Act 1995*. The Authority operates with sound commercial practice while preserving and promoting Tasmania's historic convict sites.

1.1 Primary Functions

PAHSMA's primary functions are set out in the enabling legislation these include to:

- Operate efficiently with sound commercial practices and achieve a sustainable commercial rate of return that maximises value for the State Government.
- Perform identified community service obligations efficiently and effectively.
- Preserve and maintain the historic sites as examples of major British convict settlements and penal institutions.
- Coordinate archaeological activities and promote understanding of the sites' historical and archaeological significance.
- Promote the sites as tourist destinations and provide adequate visitor facilities.
- Use best endeavours to secure financial assistance through grants, sponsorship and other means.
- Undertake any other functions approved in writing by the Shareholding Ministers.

1.2 Scope of Charter

The *Government Business Enterprise Act 1995* serves as PAHSMA's Constitution and prevails over this Charter to the extent of any inconsistency. While the Board's formal duties, functions and responsibilities are prescribed by the enabling legislation and Ministerial Charter, this Charter sets out the Board's governance framework and operating principles.

The Board adopts the Tasmanian Corporate Governance Framework together with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations as guiding governance standards, to the extent that they are consistent with applicable legislation.

2. BOARD ROLE AND RESPONSIBILITIES

2.1 Overall Role

The Board is accountable to the Shareholding Ministers for PAHSMA's overall direction, management, operation, performance, and corporate governance.

The Board's role is to:

- Set PAHSMA's strategic direction.
- Oversee management performance.
- Ensure compliance with applicable legislation, Ministerial Charter and lawful directions.
- Appoint, support and monitor the performance of the Chief Executive Officer.

2.2 Reserved Powers and Key Responsibilities

In addition to matters required by law, the Board reserves the following powers and responsibilities:

- Providing leadership to PAHSMA within a framework of prudent and effective controls that enable risk to be identified, assessed and managed.
- Endorsing PAHSMA's values, standards, and culture, and monitoring adherence to them
- Ensuring obligations to Shareholding Ministers are met, including compliance with lawful directions.
- Engaging effectively with Shareholding Ministers and key stakeholders
- Recommending appointment or removal of the Chief Executive Officer and Directors in accordance with applicable legislation.
- Establishing Board committees and approving delegations to the Chief Executive Officer and Senior Management.
- Approving the Corporate Plan, Statement of Corporate Intent, annual budget, and key strategies including risk management and compliance frameworks.
- Monitoring strategic and financial performance, including progress against approved plans and targets.
- Monitoring management performance and ensuring appropriate accountability practices are in place.
- Overseeing compliance with legal, regulatory and policy requirements.
- Conducting annual performance evaluations of the Chief Executive Officer and Board in accordance with government guidelines.
- Ensuring the effectiveness of internal audit functions and control systems.
- Overseeing the identification, assessment and management of key risks, including financial, operational and strategic risks.
- Ensuring the conservation, protection and integrity of the historic sites in accordance with statutory obligations.
- Providing required reports to Shareholding Ministers, including the Annual Report, quarterly financial reports, and other required reporting.

- Keeping Shareholding Ministers informed of significant issues including key risks, performance outcomes and material operational matters.

2.3 Delegation Framework

The Board maintains a formal Delegations Framework that specifies matters reserved for the Board, sets out authorities delegated to management and is reviewed regularly in accordance with Government guidelines.

The Board may delegate its powers to the Chief Executive Officer and Senior Management to support the effective operation of PAHSMA, subject to the Government Business Enterprise Act 1995, the Port Arthur Historic Site Management Authority Act 1987.

The Board may authorise the Chair to appoint an Acting Chair where required.

3. ROLES AND RESPONSIBILITIES

3.1 Chair

The Chair provides leadership to the Board, Chief Executive Officer, and PAHSMA, and is responsible for ensuring the Board fulfills its obligations under this Charter, the enabling legislation, the Corporate Plan and the Ministerial Charter.

The Chair's responsibilities include:

- Developing and maintaining effective relationships with Shareholding Ministers and key stakeholders.
- Representing the views of the Board to Shareholding Ministers and the public, and ensuring the Board understands the views of the Shareholding Ministers.
- Providing leadership on governance matters and promoting appropriate Board behaviours consistent with PAHSMA's values. Supporting and maintaining an effective working relationship with the Chief Executive Officer.
- Chairing Board meetings and facilitating open, constructive and effective discussion.
- Fostering high-quality debate and encouraging independent thinking.
- Leading the performance and evaluation of the Board and Chief Executive Officer.
- Managing conflicts involving Directors or the Chief Executive Officer.
- Leading Board succession planning and Director recruitment processes.

3.2 Individual Directors

Directors have personal duties and responsibilities to PAHSMA. Each Director must:

- Act in good faith in the best interests of PAHSMA and for proper purpose.
- Act with care, skill and diligence.
- Exercise independent judgement in decision-making.

- Avoid conflicts of interest and improper use of information or position and disclose any material personal interests promptly.
- Not improperly use information or their position as Director.
- Maintain confidentiality of Board information, both during and after their tenure
- Act positively to prevent PAHSMA from becoming insolvent, and to prevent a debt being incurred while PAHSMA is insolvent.
- Comply with legal and regulatory obligations and act within the spirit of PAHSMA's values
- Prepare for, attend and actively participate in Board meetings, Committee meetings, and other Board activities.
- Work constructively and collegially with the Chair and other Directors.
- Support Board decisions once made.

3.3 Board Administrative Support (Office of the CEO)

Governance and administration support to the Board is provided through the Office of the CEO, which supports the Board through the Chair.

The governance support function includes:

- Advising the Board and its Committees on governance matters and compliance with Board policies and procedures.
- Coordinating Board business, including meetings, agendas, papers, minutes and action tracking
- Providing a liaison point between the Board and Executive Leadership Team.
- Facilitating access to independent professional advice as requested by the Board or its Committees.

3.4 Chief Executive Officer

The Chief Executive Officer (CEO) is responsible for the strategic development and day-to-day management of PAHSMA and is accountable to the Board.

The CEO is the Head of Agency under the State Service Act 2000 and is responsible for promoting and complying with the State Service Principles.

The CEO's responsibilities include:

- Implementing the strategic direction set by the Board.
- Achieving performance targets and objectives as set by the Board.
- Managing PAHSMA's operations, finances and workforce in an effective, efficient and ethical manner.
- Ensure appropriate systems are in place to identify, assess and manage risks.
- Ensuring the Board receives accurate, timely and relevant information to support informed decision making.
- Maintaining effective relationships with stakeholders.

The CEO is appointed by the Premier on the recommendation of the Portfolio Minister, following a recommendation by the Board. The Board conducts an annual performance appraisal of the CEO within 90 days after the end of each financial year, assessing both organisational and individual performance against agreed measurable goals.

4. BOARD COMMITTEES

The Board establishes committees to assist in the discharge of its responsibilities.

The Board:

- Must establish an Audit Committee in accordance with the Government Business Enterprise Act 1995; and
- May establish such other committees as it considers appropriate.

Committees operate in accordance with Board approved charters, which set out their composition, responsibilities and reporting requirements. All committees provide regular reports to the Board, and the Board retains overall responsibility for all decisions and outcomes.

4.1 Board Committees (Delegated Authority)

The following Board Committees are established to support the Board in carrying out its responsibilities:

- Audit, Risk and Governance Committee (ARGC) – established in accordance with the Government Business Enterprise Act 1995.
- People and Culture Committee.

Board Committees operate under delegated authority from the Board, as set out in their respective charters.

4.2 Advisory Committees (No Delegated Authority)

- Port Arthur Community Advisory Committee (PCAC).
- Cascades Community Advisory Committee (CCAC).
- Port Arthur Conservation Advisory Committee (PACAC).

Advisory Committees do not exercise delegated authority and do not make decisions on behalf of the Board. Their role is to provide advice and recommendations to consideration by the Board.

4.3 Committee Reporting and Participation

Each committee operates under a Board-adopted charter setting out composition, responsibilities, and administration. All committee minutes and recommendations are tabled at the next Board meeting. Non-executive Directors may attend any committee meeting where there is no conflict of interest.

5. BOARD MEMBERSHIP

5.1 Composition and Appointment

- The Board comprises the Chair and such number of other Directors as determined in accordance with the Government Business Enterprise Act 1995 and applicable Treasurer instructions.
- The Chief Executive Officer may be appointed as a Director but must not be appointed as Chair. The Board seeks to maintain an appropriate balance of skills, experience, expertise, and diversity supported using a Board skills matrix.
- The Board supports the Tasmanian Government's Women on Boards Strategy 2020-25.
- The Chair and Directors are appointed by the Governor on joint recommendation of the Shareholding Ministers having regard to recommendations from the Board and in accordance with applicable Treasury Guidelines for Government Businesses – Board Appointments.

5.2 Skills, Experience and Attributes

- Members will be appointed having regard to the skills, experience, expertise and attributes required to effectively discharge the responsibilities of the Board.
- Collectively, members should bring an appropriate mix of capabilities relevant to PAHSMA's operations, including governance, strategic oversight and other areas as determined by the Board.
- In considering appointments, regard will be made to the Board skills matrix and the need to maintain an appropriate balance of skills, experience and diversity across the Board and its Committees.
- No specific formal qualifications are prescribed; however, members are expected to possess the capability and experience necessary to contribute effectively.

5.3 Terms of Appointment

The Chair may be appointed for a maximum of three terms of up to three years each (nine years total). Directors may be appointed for a maximum of two terms of up to three-years each (six years total). Reappointment is subject to satisfactory performance and the ongoing needs of the Board.

5.4 Independence and Conflicts of Interest

Directors are expected to be independent and must disclose any actual or perceived conflicts of interest. Directors must promptly disclose any material personal interest in matters being considered by the Board to the Chair. Such disclosures are to be recorded in Board minutes and advised to Shareholding Ministers as required. The Office of the CEO maintains a Register of Directors' Interests, which is updated following each disclosure.

A Director may be removed in accordance with applicable legislation for failure to disclose material personal interests.

5.5 Confidentiality

Directors must maintain strict confidentiality of Board information, discussions and decisions at both formal and informal meetings both during and after their tenure.

Directors must recognise that their statutory role is distinct from that of the Executive and must exercise appropriate discretion and confidentiality.

5.6 Behavioural Protocol

The Board is committed to maintaining a professional and constructive culture. In exercising its functions, the Board will:

- Support and challenge senior management to enable effective decision making.
- Conduct discussions in a respectful, courteous and professional manner.
- Focus on strategic matters and avoid unnecessary operational detail.
- Act in a manner consistent with PAHSMA's values and uphold collective accountability.

5.7 Remuneration

Directors are remunerated in accordance with Government Guidelines.

Committee sitting fees may be paid as determined by Shareholding Ministers, having regard to Board recommendations.

6. ACCESS AND COMMUNICATION

6.1 Access to Management

The Board maintains a constructive working relationship with the Chief Executive Officer, Executive Leadership Team and, through them, all employees of PAHSMA. Directors may request access to the Executive Leadership Team or members of management through the Chief Executive Officer and should advise the Chair of such requests. Committee members may have direct access to relevant senior management where this supports the effective discharge of committee responsibilities.

Directors have ready access to the Office of the CEO. Directors may, where appropriate provide expert advice in a supporting capacity. In doing so Directors must not interfere with management responsibilities or bypass established communication.

6.2 Independent Professional Advice

The Board acting collectively and each Director individually may obtain independent legal or other professional advice at PAHSMA's expense with the approval of the Chair. Board Committees may also obtain independent professional advice on the same basis.

6.3 Access to External Auditors

Board members may meet with external auditors through the Chair of the Audit, Risk and Governance Committee.

7. BOARD MEETINGS

7.1 Meeting Frequency and Format

The Board meets at least five times per calendar year. The Chair may call additional meetings with reasonable notice. Meetings may be held in person, by telephone, video conference, or other approved means. All meetings include an in-camera session for Directors only.

7.2 Presiding and Quorum

The Chair presides at all meetings at which they are present. In absence of the Chair, the Directors will appoint a Director to preside. A quorum is a majority of the appointed Directors. Each Director has one deliberative vote. Decisions are decided by a majority of votes cast. In the event of a tied vote, the matter is resolved in the negative (no casting vote).

7.3 Resolutions Without Meetings

The Board may make decisions by circular resolution without a meeting. Circular resolutions will be distributed electronically and must be distributed to all eligible Directors and require unanimous approval. Approved resolutions are recorded in the minutes of the next Board meeting.

7.4 Meeting Attendees

The Chief Executive Officer and administrative support (Office of the CEO) attend Board meetings by standing invitation, except during in-camera sessions. Other attendees may be invited by the Chair as appropriate. In-camera attendance is at the Chair's discretion.

7.5 Agenda and Papers

The Office of the CEO maintains an annual Calendar of Topics to support effective planning of Board business. The Chair with support of the Office of the CEO compiles agendas ensuring the Board's information needs is met. Board papers are distributed electronically to Directors at least one week prior

to each meeting. The Office of the CEO may prevent distribution of papers to Directors with known conflicts. The Chair decides whether late papers will be accepted.

Directors are encouraged to raise questions with the Chief Executive Officer or Office of the CEO in advance of meetings where possible.

7.6 Minutes

Minutes of Board meetings record formal decisions and key discussion points. Draft minutes are prepared within ten working days and provided to the Chair for review. Following approval by the Chair, draft minutes are circulated and entered into the Minutes Register within thirty days.

Directors may request dissenting views be recorded. Minutes are adopted at the next Board meeting, signed by the Chair, and entered into the Minutes Register.

Adopted minutes may only be amended by formal Board resolution, with original minutes marked with the change and resolution date.

7.7 Managing Interests in Meetings

Board meeting agendas include an opportunity for Directors to declare any conflicts of interests. A Director with a material personal interest in a matter must not be counted toward quorum, must leave during deliberations, and must not participate in decisions on that matter unless otherwise approved by the Board and must not be present when the Board considers their participation.

Disclosures are recorded in minutes, added to the Register of Directors' Interests, and advised to Shareholding Ministers.

7.8 Board Business Communication

The primary communication link between Directors and employees of PAHSMA on substantial Board matters is through the Chief Executive Officer (or delegate). The Chief Executive Officer exercises judgment on communicating Board matters to the broader workforce and consults with the Chair when in doubt. Directors should raise questions or concerns regarding Board matters through the Chief Executive Officer in the first instance.

7.9 Retention of Board Papers

The Office of the CEO maintains complete electronic records of Board and Committee papers for the statutory period per PAHSMA's Records Disposal Schedule. Current and former Directors may access papers for up to seven years after directorship concludes. Directors are discouraged from keeping their own sets of papers.

8. INDUCTION AND DEVELOPMENT

The Board provides induction materials for new Directors to support their understanding of PAHSMA, its operations, governance framework and statutory obligations. The Board also supports ongoing professional development opportunities in accordance with the Guidelines for Tasmanian Government Businesses – Director Induction, Education and Training.

9. PERFORMANCE EVALUATION

The Board conducts evaluations of the performance of the Board, its Committees, individual Directors and key executives. Performance evaluations are undertaken at least annually and assess performance against both measurable and qualitative indicators, in accordance with applicable government guidelines. The Chair provides individual face-to-face feedback to Directors; and a nominated Director provides feedback to the Chair. The Board considers external independent assessments at least every three years. Performance evaluation processes are included in the Annual Report's corporate governance section and provided to Shareholding Ministers.

10. CHARTER REVIEW AND PUBLICATION

This Charter is reviewed at least every three years, or more frequently if required, and is published on PAHSMA's website.

11. PAHSMA SEAL

PAHSMA's seal is held by the Office of the Chief Executive Officer on behalf of the Board. The use of the seal is recorded and managed in accordance with PAHSMA's policies and procedures.

A handwritten signature in black ink, appearing to be 'JJ' followed by a long horizontal stroke.

26 Jun 2026

Jacqueline Jennings (JJ)