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**Australian Government**  
**Civil Aviation Safety Authority**

## **CASA PROCEDURES MANUAL**

# **CASA Board Governance Arrangements**

February 2025

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### Acknowledgement of Country

The Civil Aviation Safety Authority (CASA) respectfully acknowledges the Traditional Custodians of the lands on which our offices are located and their continuing connection to land, water and community, and pays respect to Elders past, present and emerging.

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# References

## Acronyms

The acronyms and abbreviations used in this manual are listed in the table below.

**Table 1. Acronyms**

Acronym and abbreviation	Description
CAA 1988 (The Act)	<i>Civil Aviation Act 1988</i>
CAAP	Civil Aviation Advisory Publication
CASA	Civil Aviation Safety Authority
CEO	Chief Executive Officer
Department	Department of Infrastructure, Transport, Regional Development, Communications and the Arts
LIRA	Legal, International and Regulatory Affairs
DAS or Director	Director of Aviation Safety
PGPA Act	<i>Public Governance, Performance and Accountability Act 2013</i>
PGPA Rule	<i>Public Governance, Performance and Accountability Rule 2014</i>
SoE	Minister's Statement of Expectations

## Definitions

Terms that have specific meaning within this manual are defined in the table below.

**Table 2. Definitions**

Term	Definition
Air service provider	An entity that conducts aviation-related activities regulated by CASA (including, e.g., air operators, aerodrome operators, maintenance service providers, aircraft manufacturers, design organisations, flying training organisations).

## Reference material

The reference material used in this manual are listed in the table below.

**Table 3. Reference material**

Document type	Title
CAA 1988 (The Act)	<i>Civil Aviation Act 1988</i>
PGPA Act	<i>Public Governance, Performance and Accountability Act 2013</i>
PGPA Rule	<i>Public Governance, Performance and Accountability Rule 2014</i>

# Revision history

Revisions to this manual are recorded below in order of most recent first.

**Table 4. Revision history**

Version number	Date	Parts and sections	Details
6.1	February 2025	Subsection 2.2.5	Minor amendment
6.0	February 2024	All	Updated to the new approved template.
5.0	December 2023	All	Annual review to address the recommendations in the ICC Review of the Board's Conflict of Interest arrangements (August 2023).
4.0	August 2022	Section 2.3 Subsection 2.5.4	Inclusion of requirements governing the Board as CASA's accountable authority Restriction on relevant industry-related share trading.
3.3	December 2021	All	Final amendments following Board input
3.2	October 2021	All	Clarifying and refining amendments proposed in November 2020
3.1	November 2020	All	Further amendments
3.0	October 2020	All	Minor amendments
2.2	April 2019	All	Include new requirements regarding CEO/DAS travel and the new Board Table of Authority prepared by Governance Branch on behalf of the Board Policies Sub-Committee
2.1	October 2018	1.3.9	Board member travel
2.0	October 2017	All	Updated to align with Minister's Statement of Expectations and new template. Complete review of content
1.5	September 2015	All	Updated, principally concerning matters reserved for the Board
1.4	October 2014	All	Updated for PGPA Act and procedure for decisions without meeting
1.3	October 2013	Chapter 1	Minor amendment
1.2	February 2012	Chapters 1 and 2	Minor amendment
1.1	August 2010	Subsections 4.3.1 and 4.7.1	Minor amendment
1.0	February 2010	All	Initial issue

# 1 General

## 1.1 Appointment of Board Members

Section 52 of the Civil Aviation Act 1988 (the Act) prescribes that the CASA Board consists of:

- a. the Director of Aviation Safety (the Director or the DAS), and
- b. up to 6 Board members (including the Chair and Deputy Chair).

Board members (other than the Director) are appointed by the Minister on a part-time basis. In making appointments to the Board, the Minister must ensure an appropriate balance of professional expertise, but need not ensure that particular sectors of the civil aviation industry are represented (section 54 of the Act).

While Board appointments are made by the Minister, the Chair may recommend candidates based on industry experience or a specialised skillset to complement the Board's current capability (identified through the Board's skills matrix). To identify potential candidates the Chair may establish a selection panel that, as well as the Chair as the head of the panel, may include one current Board member and a representative from the portfolio Department. A merit-based selection process may be followed to identify potential candidates, and the Chair may convey the recommended candidates to the Minister, through the Department. On appointment, CASA will provide an induction process coordinated by the Board Secretary.

The Minister appoints one Board member to be the Chair and another to be the Deputy Chair (section 54 of the Act). Board members (other than the Director) hold office for the period specified in their instrument of appointment, but in no case for a period exceeding 3 years.

A Board member is eligible for reappointment (section 55 of the Act).

The grounds on which the Minister may terminate the appointment of a Board member are set out in section 60 of the Act. Beyond these considerations, a Board member holds office on such terms and conditions (if any) as are determined, in writing, by the Minister (section 61 of the Act).

The Director, who serves as CASA's Chief Executive Officer (CEO), is appointed by the Board after consultation with the Minister (section 74 of the Act) and holds office for the period specified in the instrument of appointment, but in no case for a period exceeding 5 years (section 75 of the Act). The Director is eligible for reappointment.

The Board may appoint a person to act as Director during a vacancy in the office of Director or during periods when the Director is absent from duty or from Australia or is otherwise unable to perform the duties of the office (section 82 of the Act).

The arrangements that will apply to the appointment of an acting Director will be expressed in a CASA Instrument that is signed by the Chair of the Board on behalf of the Board.

A person who acts as Director is paid such remuneration and allowances as the Board determines.

## 1.2 Corporate Governance

### 1.2.1 Minister's Directions

Section 12(1) of the Act provides that the Minister may give the Board written directions as to the performance of its functions or the exercise of its powers.

Directions as to the performance of the Board's regulatory functions shall be only of a general nature. Section 12A(1) provides for the Minister to notify the Board in writing of the Minister's views on the appropriate strategic direction for CASA and the manner in which CASA should perform its functions.

## 1.2.2 Minister's Statement of Expectations

The Minister provides the CASA Board with a 'Statement of Expectations' (SoE) to give greater clarity about government policies and objectives including the strategic direction, operation and performance relevant to CASA in conducting its operations.

The SoE serves as a notice to the Board under Section 12A of the Act.

## 1.2.3 Role of the Board

Section 53(1) of the Act provides that the functions of the Board are to:

- decide the objectives, strategies and policies to be followed by CASA
- ensure that CASA performs its functions in a proper, efficient and effective manner; and
- ensure that CASA complies with directions given by the Minister under section 12B of the Act.

The Board is responsible for the matters set out in the Act, including in particular CASA's strategic direction, risk management and corporate planning. Consistent with its functions, the Board is expected to take a proactive role in setting its agenda and work program. It should not simply react to matters referred to it by CASA management through the Director.

The Board's role is not to manage the day-to-day affairs of CASA. Rather, it must put in place strategies, policies and directions to guide the Director and CASA staff in their conduct of CASA's business. Consistent with the Act, from time to time the Board may make decisions in relation to CASA's activities and may direct the Director to implement those decisions.

The Board is responsible for monitoring CASA's performance against the Corporate Plan. To this end, the Board must ensure an adequate structure for regular reports to the Minister to enable it to acquit its obligation to ensure that CASA is performing in a proper, efficient and effective manner.

All members of the Board are expected to play an active role in the business of the Board. For that purpose, they must attend Board meetings and all meeting-related activities (unless excused by the Chair), read and analyse all relevant and available Board papers prior to meetings, contribute to the deliberations of the Board at its meetings, and keep themselves informed between meetings in relation to relevant CASA and industry issues.

## 1.2.4 Role of the Chair

The position of Chair is not an executive position. The Chair has no special powers over and above those of ordinary members other than the authority to convene Board meetings and to preside at all meetings at which they are present.

The Board may delegate any of its powers to the Chair.

The Deputy Chair acts as the Chair during a vacancy in the office of Chair or during a period when the Chair is absent from duty or from Australia or is for any other reason unable to perform the duties of the office. If the Deputy Chair is unable to act as the Chair, the Minister may appoint another person to act as Chair (section 62 of the Act).

In the absence of the Chair in between Board meetings, the Chair will appoint/identify a Board member to be the representative of the Chair on matters where the Chair's presence is required.

The Chair is expected to meet regularly with the Director to ensure timely responses to issues and to communicate these issues to the Board as appropriate.

## 1.2.5 Role of the Director

The Director is a statutory appointment and holds a full time executive position (section 74 the Act) and is to manage CASA, subject to the directions of, and the policies determined by, the Board (section 73 of the Act). Anything done by the Director in the name of, or on behalf of CASA, is taken to have been done by CASA.

In the day-to-day management of CASA's business, the Director has primary responsibility, subject to such terms and conditions not provided for by the Civil Aviation Act as are determined by the Board in writing.

No individual Board member has the power to direct the Director in the performance of his or her executive and statutory functions. The SoE confirms the Board and the Director, as CASA’s CEO, will work together to enable the effective operation of CASA as the national aviation safety regulator. Responsibility for CASA’s regulatory decision making functions rests with the Director of Aviation Safety.

The Board approves the overseas travel of the Director in advance of the travel date. If travel arrangements are required at short notice, the Chair can approve overseas travel for the Director and notify the Board members at the next meeting.

### 1.2.6 Division of Responsibility between Board and Director

Certain matters are reserved by the Act and the PGPA Act to be dealt with by the Board. In addition, under section 73(1) of the Act, the Board could decide consistently with the Act that certain other specified matters may be dealt with by the Board rather than by the Director acting alone.

The following matters are statutorily reserved to the Board:

Under the Civil Aviation Act 1988:

- preparation of the corporate plan (section 44)
- deciding the objectives, strategies and policies for CASA (section 53(1))
- convening of Board meetings (section 64)
- determination of how Board meetings should be regulated (section 68)
- accepting the Director's resignation and terminating, after consulting the Minister, the Director’s appointment (sections 80 and 81).

Under the Public Governance, Performance and Accountability Act 2013

- preparation of budget estimates (section 36)
- measuring and assessing CASA’s performance (section 38)
- ensuring CASA has an audit committee (section 45); and
- preparation/delivery to the Minister of the annual report (section 46).

The following Table of Authority Criteria apply to the Board’s responsibilities with respect to approval of those policies retained exclusively by the Board:

**Table 1. Table of Authority Criteria for CASA Board**

APPROVE	ENDORSE	INFORM
<p>The CASA Board will <b>own</b> and <b>approve</b> a suite of Board policies, strategic plans and reports which define and support their responsibility as the accountable authority, to meet their broader performance and direction setting obligations including strategic risk and financial management and corporate planning.</p>	<p>The Director will seek CASA Board <b>endorsement</b> for material changes in organisational direction pertaining to Director/Executive Directives, strategic plans and reports which are deemed to have a significant impact on CASA’s stakeholders and /or reputation. Where there is no material change, the Board may be provided with progress updates.</p>	<p>The CASA Board will be <b>informed</b> on the management, direction and outcomes relating to the delivery and governance of organisational functions including service delivery, aviation safety management and regulation, staffing capacity and capability and stakeholder engagement.</p>

The Table of Authority provides guidance to Board members in the exercise of their duties as Australian Government officials.

The Board has retained exclusive authority to approve the following policies and strategies, which will be prepared by the Director and recommended to the Board:

1. Risk Management Policy
2. Financial Management Policy
3. Work Health and Safety Policy
4. Fraud Control and Integrity Policy
5. Treasury Policy
6. CASA Protective Security Policy
7. ICC Complaints Handling Policy
8. Hospitality and Gifts Policy
9. Conflict of Interest Policy
10. Modern Slavery Statement
11. Board, BARC and CEO/DAS Expenditure Policy

The Board and individual Board members will adhere to the principles reflected in the above policies, having regard to the corresponding provisions of the associated instructions and directives, which, by their terms, are applicable to CASA staff.

### 1.2.7 Board Expenses

An independent approval and review process applies to expenses incurred by the Chair, the Board and the Director. A \$500 pre-approval threshold applies to the following expenditure categories:

- Gifts
- Entertainment
- Training
- Memberships

Any International travel for the Director must be approved in advance by the Board Chair.

All expenditure, irrespective of value, should be reviewed in arrears according to the following authority:

- The Chair of CASA's Board will review monthly, in arrears, all expenditure relating to the Board and Board Audit and Risk Committee and its members and the Director, and
- The Chair of CASA's Board Audit and Risk Committee will review monthly, in arrears, all expenditure relating to the Board Chair.

For practical purposes, the CFO will continue to review and approve expenditure requests for the Board and Board Audit and Risk Committee and its members and the CEO/DAS in CASA's Financial Management Information System.

### 1.2.8 Role of the Executive

The Executive consists of CASA staff appointed to positions designated at Executive Manager level and specific SM2 and SM1 staff identified by the Director. The role of the Executive is to provide strategic and operational advice to the Director, to assist the Director in CASA's day-to-day management and, in a manner consistent with the Director's instructions, to administer and direct the activities of areas of CASA's business.

## 1.2.9 Role of the Staff

CASA staff are employed on terms and conditions determined by the Director. Once employed, they are directed to perform the duties of nominated positions within the Divisions, Branches, Offices or Sections of CASA's organisation.

In accordance with the organisational structure, each CASA staff member has a defined reporting and accountability line, through his or her supervisors and managers, to the Director.

## 1.2.10 Communication with the Staff

Members of the Board may communicate directly with members of the Executive. However, the Director and the Board Secretary will be informed about any such communication, and copied into any email exchanges. It is not expected that Board members will need to contact non-executive CASA staff; however, where Board members do contact non-executive staff, they should ensure that the Director and other relevant member(s) of the Executive are aware of the contact and the topic discussed. On occasions where Board members have dealings with CASA staff on non-board matters (for example, in pursuit of non-CASA-related matters or private aviation activity), they should make it clear to those staff members they are not acting in their capacity as a Board member and that they expect to be treated in the same way a member of the public would be treated.

## 1.3 Indemnification and Insurance

Section 61 of the PGPA Act provides that the PGPA Rule may prescribe requirements relating to the granting of indemnities, guarantees or warranties by CASA, as a corporate Commonwealth entity.

Section 62 of the PGPA Act provides that the PGPA Rule may prescribe requirements relating to the obtaining of insurance by CASA, as a corporate Commonwealth entity. Under section 23 of the PGPA Rule, CASA must not insure a CASA official against a liability (other than one for legal costs) arising out of conduct involving a wilful breach of duty in relation to CASA, or arising out of a contravention of sections 27 or 28 of the PGPA Act (duties of officials in relation to use of position and information).

### 1.3.1 Comcover

All of CASA's insurance cover is provided by Comcover. CASA has no commercial insurance.

## 2 Obligations of the Board

### 2.1 Obligations under the *Civil Aviation Act 1988*

In addition to its general functions under section 53 of the Act, the Board must:

- prepare a corporate plan at least once a year and provide it to the Minister (section 44 of the Act).
- keep the Minister informed about significant changes to each corporate plan and matters that arise that might significantly affect the achievement of the objectives of each corporate plan (subsection 44(3) of the Act).
- prepare a revised corporate plan if directed to do so by the Minister (subsection 45(5) of the Act); and
- work with the Director to achieve the outcomes defined in the Minister's Statement of Expectations (section 12A of the Act).

### 2.2 Obligations under the *Public Governance, Performance and Accountability Act 2013*

#### 2.2.1 Annual Report

The Board must prepare an annual report each year that complies with any requirements prescribed by the PGPA Rule (section 46 of the PGPA Act). Additional matters that must be included in CASA's annual report are addressed in section 49 of the Act.

The annual report must be provided to the Minister by 31 October each year. Annual reports are tabled in Parliament.

#### 2.2.2 Budget Estimates

The Board is required to provide budget estimates for CASA for each reporting period, and for any other periods directed by the Finance Minister, in accordance with any written directions by the Finance Secretary (section 36 of the PGPA Act). The budget estimates must present the estimated financial impacts of CASA's activities for the reporting period or other prescribed period, and be accompanied by any information relating to the budget that is required by any direction by the Finance Secretary.

CASA will prepare budget estimates for consideration and approval by the Board before they are provided to the portfolio Department, who are responsible for incorporating CASA's budget estimates into a whole of portfolio submission to the Finance Secretary.

#### 2.2.3 Compliance with Government Policy Orders

Section 22 of the PGPA Act requires the Board to ensure that CASA complies with any applicable government policy order that is made by the Finance Minister. Government policy orders specify policies of the Australian Government with which agencies and other specified Commonwealth entities must comply.

The only Government policy order applicable to CASA is the Public Governance, Performance and Accountability (Charging for Regulatory Activities) Order 2017. That Order specifies the Australian Government policy relating to charging for regulatory activities that is to apply to certain corporate Commonwealth entities, including CASA.

## 2.3 Obligations of the Board as CASA's Accountable Authority

Sections 15 to 19 of the PGPA Act impose the duties set out below on the accountable authorities of all Commonwealth entities.

### 2.3.1 Duty to govern the Commonwealth entity

The Board is required to govern CASA in a way that promotes:

- a. the proper use and management of public resources for which CASA is responsible
- b. CASA's purposes; and
- c. CASA's financial stability.

In making decisions for these purposes, the Board must take into account the effect of those decisions on public resources generally.

### 2.3.2 Duty to establish and maintain systems relating to risk and control

The Board must establish and maintain:

- a. an appropriate system of risk oversight and management for the entity; and
- b. an appropriate system of internal control for the entity, including by implementing measures directed at ensuring officials of the entity comply with the finance law.

### 2.3.3 Duty to encourage cooperation with others

The Board must encourage CASA officials to cooperate with others to achieve common objectives, where practicable.

### 2.3.4 Duty in relation to requirements imposed on others

When imposing requirements on others in relation to the use or management of public resources for which the Board is responsible, the Board must take into account:

- a. the risks associated with that use or management; and
- b. the effects of imposing those requirements

### 2.3.5 Duty to keep responsible Minister and Finance Minister informed

In a manner consistent with the relevant provisions of the Civil Aviation Act and, where applicable, the provisions of the PGPA Rule, the Board must:

- a. keep the responsible Minister informed of CASA's activities
- b. give the Minister or, where required, the Finance Minister, any reports, documents and information in relation to those activities as that Minister requires.
- c. notify the Minister as soon as practicable after the CASA Board makes a significant decision in relation to CASA.
- d. give the Minister reasonable notice if the Board becomes aware of any significant issue that may affect CASA; and
- e. notify the Minister as soon as practicable after the Board becomes aware of any significant issue that has affected CASA.

## 2.3.6 Duty relating to Work Health and Safety (WHS)

Each state and territory has its own work health and safety laws. Board members must be aware of the rules that apply to the Commonwealth. Under the Work Health and Safety Act 2011, Board members have a legal duty to implement and monitor systems to ensure safe working conditions in their workplaces as far as reasonably practical.

## 2.4 Individual Board Members

### 2.4.1 Care and Diligence

A Board member must perform his or her functions, exercise his or her powers and discharge his or her duties with the care and diligence that a reasonable person would exercise if they were a CASA Board member in CASA's circumstances (section 25 of the PGPA Act).

The PGPA Rule may prescribe circumstances in which this requirement is taken to be met.

### 2.4.2 Good Faith and Proper Purpose

Board members must exercise their powers, perform their functions and discharge their duties in good faith and for a proper purpose (section 26 of the PGPA Act).

### 2.4.3 Use of Position

Board members must not improperly use their position at CASA to gain an advantage for themselves or someone else, or to cause detriment to CASA, the Commonwealth or any other person (section 27 of the PGPA Act).

### 2.4.4 Use of Information

Board members who obtain information because they are, or have been, Board members must not improperly use the information to gain an advantage for themselves or someone else, or to cause detriment to CASA, the Commonwealth or any other person (section 28 of the PGPA Act).

The duty of confidentiality that applies for the duration of a member's tenure is an enduring obligation that continues on completion of that tenure.

### 2.4.5 Informing the Chair

Members travelling in their capacity as CASA Board members must advise the Chair and the Board Secretary and receive approval from the Chair.

Members conducting interactions with aviation industry representatives must advise the Chair and include the Director and the Board Secretary in relevant correspondence. All communications with industry by members must be copied to the Chair and include the Director and the Board Secretary if related to CASA business. The duty to notify is expanded in Section 5.1.

## 2.5 Conflicts of Interest

### 2.5.1 Outside Employment

Section 58 of the Act provides that a Board member must not engage in any paid employment that, in the opinion of the Minister, conflicts with the proper performance of the duties of the Board member. Engaging in paid employment that, in the opinion of the Minister, conflicts with the proper performance of a Board member's duties is grounds for dismissal (section 60 of the Act).

The Director must not engage in any paid employment outside the duties of their office except with the Board's approval (section 78 of the Act).

## 2.5.2 Duty of Disclosure

Section 29 of the PGPA Act and section 14 of the PGPA Rule provide that a Board member who has a material personal interest in a matter that relates to the affairs of CASA must disclose details of the interest, orally or in writing, to each other Board member. The notice must include details of the nature and extent of the Board member's interest and how the interest relates to CASA's affairs. The disclosure must be made at a Board meeting, as soon as practicable after the Board member becomes aware of the interest or, if there is a change in the nature or extent of the interest, as soon as practicable after the Board member becomes aware of that change. The details of the notice given must be recorded in the minutes of the Board meeting.

Section 12 of the PGPA Rule provides that a Board member need not disclose a material personal interest if one of the following applies:

- the interest arises in relation to the Board member's remuneration as a Board member
- the interest relates to an insurance policy that covers the Board member as a Board member
- the interest relates to a payment by CASA under a permissible indemnity, or a contract in relation to such an indemnity.

A Board member need not disclose a material personal interest if there is an operative standing notice in relation to the interest.

In considering potential Conflicts of Interest matters, the Board and individual Board members will adhere to the principles reflected in CASA's Conflict of Interest Policy referenced in section 1.2.6, having regard to the corresponding provisions of the associated instruction, which, by its terms, is applicable to CASA staff.

The Board's Conflict of Interest Register is tabled at the commencement of each Board meeting. Members are required to update the register and provide any changes in personal circumstance that require a formal disclosure. Members are also required to identify any conflicts that may arise during the agenda.

## 2.5.3 Standing Notices

A Board member may give other Board members a standing notice of his or her interest in a matter or range of matters. The notice may be given at a Board meeting or individually to the other Board members in writing, provided that the notice is also tabled at the next Board meeting after the notice is given. In any event, the nature and extent of the interest notified must be recorded in the minutes of the next Board meeting. If a new Board member is appointed, the notice must be given by the new Board member in order for it to continue to be operative. Additionally, for the notice to remain operative, a new notice must be given if the nature or extent of the interest materially increases.

The Board Secretary is to maintain an appropriate form for a standing notice. Standing notices will be reviewed and updated annually to confirm they meaningfully set out the nature and extent of interest relevant to CASA's business.

## 2.5.4 Restricted Share Trading

Subject to the exception specified below, a Board member who holds relevant industry-related securities or financial products is required to:

- a. disclose those holdings in the Standing Notice of Material Personal Interests; and
- b. divest themselves of aviation related securities or financial products as soon as is reasonably practical on commencement of their tenure; and
- c. refrain from purchasing further, such securities or financial products during their tenure.

In circumstances where the need for an exception to (b) or (c) should arise, the Board member must seek prior approval from the Chair before action of the kind described in (b) or (c) is taken, noting the Chair may give or withhold approval in his or her absolute discretion.

Exception. A Board member need not act on the requirements mentioned above if the Board member and/or an associate<sup>1</sup> of the Board member has no control over the decisions or actions to trade the securities or financial products involved, including investments in mutual funds, exchange-traded funds or other funds held and managed under similar arrangements.

The provisions relating to conflict of interest expressed elsewhere in this document apply according to their own terms, including that a Board member must make a conflict of interest declaration at any Board meeting or deliberations should a matter arise that relates to any relevant industry-related holding by that Board member.

## 2.5.5 Disclosure of Airline Lounge Membership and Flight Upgrades

Disclosure of airline lounge memberships should be included in a Board member's Standing Notice and in the Conflict of Interest Register, and be subject to annual review. Board members must not solicit an upgrade in service (a flight upgrade). It is permissible for a Board member to accept a flight upgrade offered by an airline that is:

- volunteered by the airline
- of the same nature as that conferred on any other person recognised by the airline on the basis of that other person's loyalty program status, and
- not attributable to his or her position as a member of the CASA Board.

Where an offer of a flight upgrade is made and accepted by a Board member, the member should make a record of the matter, including the following details:

- the date, point of departure, destination and airline operating the flight (or the relevant portion(s) of the flight) for which the upgrade was offered and accepted.
- the class of service on which the member had booked to travel, and the class of service to which they were upgraded.
- a brief description of the circumstances under which the upgrade was offered; and
- a statement confirming that the member did not ask for an upgrade and the extension of the offer was otherwise unsolicited by or on behalf of the member.

This information should be provided to the Board Secretary as soon as practicable, with advice that the information is provided as a disclosure.

The Board Secretary is to maintain a register containing all information (records) of this kind received from members, and organise a process with the Chair to ensure that disclosures of this kind arising since the previous Board meeting are available to be introduced on request.

## 2.5.6 Hospitality and Gifts

All hospitality and gifts provided to Board members must conform with the disclosure requirements contained in the corporate Hospitality and Gifts Policy administered by the Chief Financial Officer. The Board Secretary will maintain a Board Hospitality and Gifts Register.

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<sup>1</sup> An 'associate' of a Board member means the Board member's spouse, domestic partner, dependent child or adult child residing with the Board member, and anyone for whom the Board member makes financial decisions, including a family company, family trust or self-managed superannuation fund.

Service offers, such as flights, provided in circumstances such as onsite industry visits, must be approved in advance by the Chair. The Board Secretary will ensure that CASA meets the full cost of the service, at an appropriately calculated market rate, with no favourable discount applied. Where CASA meets the cost of a service offer, it is not classified as hospitality or a gift, but will be recorded in the Board's register for full transparency.

## 2.5.7 Restrictions on Voting and Being Present

A Board member who has a material personal interest in a matter being considered at a Board meeting must neither be present while the matter is being considered at the meeting nor vote on the matter (section 15 of the PGPA Rule).

However, a Board member with a material personal interest is entitled to be present and vote if one of the following applies:

- the other Board members who do not have a material personal interest in the matter have decided that the Board member is not disqualified from being present or voting (or both) and the decision is recorded in the minutes of a meeting of the Board.
- the Minister has declared, in writing, that the Board member may be present or vote (or both).

## 2.6 Board Code of Conduct

The Board has agreed that the principles reflected in the CASA Code of Conduct applies to members of the Board. The Code of Conduct rests on three primary obligations:

- a duty of care to observe standards of professionalism, equity and justice when dealing with other people in the course of one's CASA employment.
- an obligation to CASA in terms of protecting its integrity and reputation, and or the use, care and responsible management of its resources.
- an obligation to act appropriately when a conflict arises between one's self-interest and his or her duty to CASA and the Australian Government.

### 2.6.1 Complaints against a Board Member

Where the Chair is the subject of a complaint, the complaint should be referred to the Minister.

A complaint against the Deputy Chair or another Board member (including the Director) should be referred to the Chair. The Chair will advise the Board member who is the subject of the complaint that a complaint has been made and, subject to any applicable confidentiality considerations, provide information about the substance of the complaint.

A Board member against whom a complaint has been made shall be entitled to a reasonable opportunity to be heard by the Chair and such other members of the Board, if any, as the Chair may decide to include in respect of the complaint.

The Chair will attempt to resolve the issue fairly.

If the matter remains unresolved, the Chair will raise the matter at the next Board meeting following notification to the other Board members. The Board may deal with the matter at a Board meeting or defer the matter to a special meeting of the Board at which time the Board will decide on appropriate action to resolve the issue fairly.

The *Public Interest Disclosure Act 2013* (PID Act) promotes integrity and accountability in the Australian public sector by encouraging the disclosure of information about suspected wrongdoing, protecting people who make disclosures and requiring agencies to act. The reporting of wrongdoing under the PID Act will protect disclosers from all reprisal action or threats of reprisals because of making a disclosure. Application of the PID will be considered if circumstances warrant consideration by virtue of the complaint being made.

## 3 Board Committees

### 3.1 Establishing Committees

The Board is entitled to establish any standing or ad hoc committees it wishes, and to determine the scope of the activities and responsibilities of each committee.

Section 45 of the PGPA Act requires that CASA must have an audit committee. In CASA, this committee is referred to as the Board Audit and Risk Committee (BARC).

### 3.2 Audit Committee

Section 17 of the PGPA Rule provides that:

- the audit committee must consist of at least three persons who have appropriate qualifications, knowledge, skills or experience to assist the committee to perform its functions.
- the majority of the members of the audit committee must be persons who are not employees of CASA; and
- the Chair, the Director and the Chief Finance Officer must not be members of the audit committee.

The Board must, by written charter, determine the functions of the audit committee. The functions must include reviewing the appropriateness of the Board's financial reporting, performance reporting, system of risk oversight and management, and system of internal control for CASA (section 17 of the PGPA Rule).

#### 3.2.1 Audit Committee Membership

Membership of the Audit Committee shall be determined by the Board in accordance with the applicable provisions of the PGPA Rule.

#### 3.2.2 Audit Committee Reporting Arrangements

At each meeting, the Audit Committee receives a range of regular reports on matters within its charter. The Committee, in light of those reports, provides advice and assurance to the Board on the development of internal controls and systems, corporate governance arrangements and risk mitigation strategies designed to ensure that CASA meets its statutory accounting and reporting requirements and associated obligations under the PGPA Act. The charter enables the Committee to provide advice and assurance to the Board on a range of matters.

The Audit Committee reports to the Board after each meeting.

## 3.3 People and Culture Sub-Committee

The People and Culture Sub-Committee (PCSC) is established by the Board to provide independent advice and assurance on all people and culture related matters to assist the Board to discharge its relevant responsibilities under the Civil Aviation Act 1988 (the Act) and other applicable legislation. The PCSC operates under its own Charter and provides a standing report to each meeting of the Board.

## 4 Board Meetings and Decision Making

### 4.1 Convening of Meetings

The Chair may convene a meeting at any time and must convene a meeting if they receive a written request signed by at least three other Board members (section 64 of the Act).

### 4.2 Frequency and Location of Meetings

#### 4.2.1 Regular Meetings

Section 64 of the Act provides that the Board must hold such meetings as are necessary for the efficient performance of its functions. The Board Secretary will prepare and circulate a program for Board meetings for approval by the Board. Meetings should periodically be held in Regional Offices to provide CASA staff with exposure to the Board.

Board meetings may be held in conjunction with other CASA or industry events, including Executive Strategy Sessions, onsite industry visits and industry 'meet the Board' functions.

Board members will attend each CASA-related event over the course of the three days unless non-attendance in exceptional circumstances is approved by the Chair.

#### 4.2.2 Ad hoc or Emergency Meetings

The Chair may convene additional meetings as required from time to time to deal with time-critical matters. Board members will be given as much notice as possible of these meetings.

### 4.3 Agenda

The Board Secretary will distribute the draft agenda in advance of each meeting to invite members to contribute to the setting of agenda items.

The final agenda for Board meetings is approved by the Chair.

### 4.4 Board Papers

Board papers should be concise and set out relevant information in a logical and clear manner. Each paper should contain an appropriate recommendation to the Board. The Board Secretary shall maintain and provide as required, the standard format for Board papers. Board papers will be made available in digital or hard copy formats depending on the preference of individual Board members. Board papers will be circulated to members 7 days before the scheduled meeting.

### 4.5 Procedure at Meetings

#### 4.5.1 Chair

The Chair must preside at all meetings at which they are present. If the Chair is not present, the Deputy Chair must preside. If the Chair and Deputy Chair are not present, and if the Minister has not otherwise appointed an alternate Chair, the members present are required to appoint one of their number to preside (section 65 of the Act).

## 4.5.2 Conduct of Meetings

Subject to the Act, the Board may regulate its proceedings at meetings as it considers appropriate (section 68 of the Act).

During closed sessions of the Board that are to consider the Director's appointment, terms and conditions or performance, the Director may only be in attendance with the consent of a majority of the other members of the Board.

## 4.5.3 Voting

The Board reaches agreement on matters by consensus. Silence at a meeting in relation to any matter discussed is taken as acquiescence and agreement. If a formal vote either at a meeting or out of session is necessary, matters are determined by the majority of votes of Board members (including the Director) present and voting. The person chairing the meeting has a deliberative vote and, if necessary, a casting vote (section 67 of the Act).

## 4.5.4 Decisions without Meetings

The Board has resolved to establish an "out-of-session decision-making" procedure to enable a decision to be taken without the need to hold a Board meeting (section 70 of the Act). This procedure may include the adoption of a resolution by the Board. The procedures for the Board of CASA to make decisions without meeting are:

### Administration

- Any Board member may request that the Board make a decision outside of a Board meeting.
- Such a request must be submitted to the Board Secretary in writing and contain (a) background information, (b) reasoning, and (c) the form of proposed decision.
- The Board Secretary will circulate this document to all Board members.

### Copies

- Separate copies of the document may be used for signing by Board members if the wording of the document is identical in each copy.

### When the decision is made

- Subject to the requirement of a quorum that is for all intents and purposes the same as a duly convened meeting, a decision is made when a majority of all Board members agree with the decision and signify that agreement by signing a document or sending a written communication (including but not limited to an electronic communication such as a text or email), containing a statement they agree with the decision set out in the document or written communication.
- Such a document or written communication must also state the Board has determined section 70(1) of the Act applies to the decision.
- Each Board member will provide that document or written communication to the Board Secretary after they have signified agreement or disagreement with the proposed decision.
- The Board Secretary will then communicate the result of the Board's decision to all Board members and record the decision in the Register of Board Resolutions, which remains available to all Board members at all times on request.

### Records

- The making of a decision under these procedures must be recorded in the Board's minutes and, if appropriate, the Register of Board Resolutions.
- The Board Secretary will maintain a complete record of all correspondence concerning the decision.
- For the purpose of these procedures, a Board member includes the Director.

## 4.6 Attendance at Meetings

### 4.6.1 Leave of Absence

The Chair may seek leave of absence from the Minister. Other Board members may seek leave of absence from the Chair (section 57 of the Act). Being absent from three consecutive Board meetings without leave of absence is grounds for dismissal (section 60 of the Act).

### 4.6.2 Quorum

The quorum at a Board meeting is four members. However, if only four members are in attendance and one has to leave the meeting because of a conflict of interest under rule 15 of the PGPA Rule, the remaining members constitute a quorum (section 66 of the Act).

### 4.6.3 Meetings Conducted by Telephone or Video

The Board may permit Board members to participate in a particular Board meeting, or in all Board meetings, by telephone or video link (section 33B of the [Acts Interpretation Act 1901](#)). A Board member who participates by telephone or video is regarded as being present at the meeting and has a full entitlement to participate and vote.

## 4.7 Attendance of Staff at Meetings

### 4.7.1 Normal Sessions

The Board Secretary attends normal meetings of the Board. At the Board's discretion, CASA officers may also attend normal meetings of the Board by invitation of the Board, either to attend all or some of the meeting or to present on particular agenda items.

### 4.7.2 Closed Sessions

During closed sessions, a member of the Board will be designated to maintain a suitable record of the discussions and to prepare suitable minutes if the Board elects not to have the Board Secretary present.

## 4.8 Minutes and Records

### 4.8.1 Requirement to Keep Records

Section 69 of the Act provides that the Board must keep minutes of its meetings. Section 71 of the Act provides that the Board must keep a record of Board decisions made without meetings.

Minutes of all Board meetings are prepared by the Board Secretary (except in the case of closed sessions where a designated Board member is responsible for preparing the relevant minutes). Records of Board decisions made with or without a meeting are prepared by the Board Secretary (unless the Board designates a Board member to do so).

The draft minutes of a meeting and draft record of decisions made with or without a meeting are approved at the next Board meeting.

### 4.8.2 Content

The minutes and records set out all decisions of the Board (including any abstentions or dissent). The minutes also record the essence or a summary of discussion at a Board meeting, but are not intended to be a verbatim transcript of the meeting.

From time to time, the Board will decide to make a formal determination which will be prepared as a separate instrument and signed by each Board member (e.g., a determination of an acting Director's terms and

conditions). Such instruments are prepared by the Executive Manager, Legal, International and Regulatory Affairs.

### 4.8.3 Circulation and Approval

Draft minutes of a Board meeting and records of decisions with or without meetings are circulated to all Board members by the Board Secretary as soon as practicable after the meeting or decision to which they relate. Comments on and proposed corrections to the minutes or records should be provided to the Board Secretary prior to the next meeting of the Board. The Board approves the corrected minutes of a Board meeting or corrected record of a Board decision at the next meeting of the Board.

### 4.8.4 Maintenance of Board Records

The Board Secretary maintains a complete record of Board papers for each meeting (comprising the minutes and all papers tabled at the meeting) and a complete set of the records of decisions made with or without meetings.

Copies of these Board papers are kept in secure storage and may only be accessed through the Board Secretary. Appropriate security protocols are applied to records stored in a digital repository such as *Diligent Boardbooks*.

### 4.8.5 Confidentiality

Unless otherwise approved by the Board, Board minutes and records of decisions are not available for general distribution. A copy of the minutes are provided to the CASA executive to allow actions items and directions from the Board to be considered and addressed. Copies of the minutes are provided to the Australian National Audit Office or their nominee, generally at financial year end in preparation of the annual accounts, under section 32 of the *Auditor General Act 1997*.

### 4.8.6 Communique

Following each Board meeting, the Board Secretary will publish a communique from the Chair that provides a brief summary of key matters discussed at the preceding Board meeting. The communique will include details of industry site visits undertaken.

# 5 Correspondence and Communication

## 5.1 General

The *Archives Act 1983* governs access to Commonwealth archival records.

Correspondence between CASA and other government entities and private entities is normally handled by the Director and the Executive.

Board members (other than the Chair) should not generally respond to correspondence personally. The Chair will respond to correspondence addressed to him or her, or to the Board. Alternatively, the Chair may request the Board Secretary or the Director to respond on behalf of the Board or the Chair. Copies of letters to and from the Chair are available for all Board members to peruse on request to the Board Secretary who maintains copies of all such correspondence. Significant correspondence is tabled at each Board meeting for information or discussion.

There are practical challenges and risks for Board members who, as part-time and external officials, commonly use both a CASA email account and other email accounts (on devices other than their CASA-issued device). Two of these risks are properly managed in the manner set out below.

(1) *Generating a Commonwealth record that is searchable and locatable.* All information that is created, sent or received when carrying out CASA business, is a record, and is properly recognised as an account of information or facts, or something that evidences normal business-related actions. Any correspondence to and from Board members that relates to CASA or its business is an official record of the Commonwealth. This includes all CASA-related emails, including those CASA-related email exchanges transacted by and through personal or other non-CASA email accounts. To ensure that all correspondence received or responded to via a personal or other non-CASA email account relating to CASA business is captured as an official record, Board members must provide a carbon copy (i.e., email cc.) to the Board Secretary at the time the message is sent, and forward a copy of a message received to the Board Secretary immediately after receipt. This will ensure all records of CASA business are maintained in the CASA IT environment in a manner consistent with the records management requirements of the *Archives Act 1983*.

(2) *Security.* CASA's IT system is unclassified as it does not hold any information that meets the criteria requiring a higher classification. Any potentially sensitive material (such as matters that may be contained in Board papers) will be distributed through the Diligent Boards software (Diligent). This platform has strict security protocols designed to prevent unwarranted access to this information. Information provided to Board members via email will continue to be assessed on a case-by-case basis to ensure the propriety of that means of transmission, with any matters requiring a more secure means of transfer to be considered for transmission through Diligent.

### 5.1.1 Communications with Industry

The Director is responsible for communications with industry.

The Board has an obligation, through the Minister's Statement of Expectations, to facilitate effective interaction and co-operation between CASA and industry. It is essential for the Board to interact in a transparent manner with the aviation industry and broader aviation community to discuss and remain abreast of current and emerging issues, and potential areas of risk to aviation safety. Any issues raised by industry participants (or the aviation community more generally) directly with Board members should be provided immediately to the Director and copied to the Board Secretary.

The Director is responsible for managing these issues, and relevant outcomes will be advised to the Board. Individual members will not actively engage aviation industry participants to seek their views on specific matters nor arrange onsite visits to participants' premises.

Members attending aviation industry meetings and conferences must make it clear in what capacity they were invited and are attending. Attendance as a Board member of CASA, at any event, must be approved in advance by the Chair.

## 5.1.2 Communications with Government

The Chair will respond to correspondence with Ministers or other government agencies in relation to matters addressed to the Chair. The Chair may also initiate such correspondence. Copies are available for Board members to inspect on request to the Board Secretary who maintains copies of all such correspondence.

Otherwise, correspondence with government is handled by the Director.

## 5.1.3 Communications with the Public/Media

Communications with the public/media are conducted by the Director or, subject to direction by the Director, by CASA's corporate communications area.

The Director will advise the Chair (and other Board members as appropriate) of any significant media communications and interviews, in advance where that is appropriate and practicable. All media enquiries on CASA matters should be referred to the Chair or the Director. The Chair will normally be the media spokesperson for the Board, and any proposed statement by the Chair should, where possible, have the endorsement of the Board.

## 5.2 CASA Web Site

CASA's web site contains general information about CASA, links to the civil aviation legislation and other information. Significant items that appear on the web site are approved by the Director or a person designated by the Director.

Following each Board meeting, the Board Secretary will publish a communique from the Chair that provides a brief summary of key matters discussed at the preceding Board meeting. The communique will include details of industry site visits undertaken.

## 5.3 Press Releases

Press releases are issued only by or under the authority of the Director and, in appropriate cases, the Chair.

## 6 Role of the Board Secretary

### 6.1 Job Description and Responsibilities

The Board Secretary is responsible for facilitating the effective and efficient management of:

- Board and Board Committee meetings
- induction, education and information procedures for Board members
- Board administrative matters
- a high standard of governance at Board level
- the Board's interaction with the Director, Executive and staff
- research and coordination capacity for the Board
- Board compliance and reporting arrangements.

While the duty of recording accurate and sufficient documentation to meet legal requirements is of primary importance, the Board Secretary is also an advisor and resource to the Board and executive management, providing advice and counsel on Board responsibilities and governance.

The Board Secretary is responsible to the Board.

For administrative purposes, the Board Secretary reports to the Director.

# 7 Financial Entitlements of Board Members

## 7.1 Remuneration Tribunal Role

Section 56 of the Act provides that a Board member (other than the Director) is to be paid such remuneration as determined by the Remuneration Tribunal, and such allowances as prescribed.

Section 76 of the Act provides that the Director shall be paid such remuneration as determined by the Remuneration Tribunal and such allowances as determined by the Board, noting that this section has effect subject to the [Remuneration Tribunal Act 1973](#).

## 7.2 Current Remuneration Tribunal Determinations

The current Remuneration Tribunal decision applying to Board members is maintained by the Board Secretary.

## 7.3 Travel

A Remuneration Tribunal Determination applies to travel by Board members and the Director. Members should become familiar with the detail of the Determination, a copy of which is maintained by the Board Secretary.

### 7.3.1 International Travel

Overseas travel requires prior approval of the Board. In urgent circumstances, approval by either the Chair or three other Board members is required, with subsequent ratification by the Board.

A written travel proposal is required and this should contain information on the purpose, proposed schedule and details of the CASA work to be undertaken. Where non-CASA activities form part of the trip, these should be clearly distinguished from official CASA duties.

Board members travelling overseas on Board business are required to provide the Board with a report on their CASA related activities within three months of return.

### 7.3.2 Class of Air Travel

The Remuneration Tribunal Determination prescribes the class of travel to which Board members are entitled.

### 7.3.3 Spouse/Partner Air Travel

Consistent with the relevant Remuneration Tribunal Determination, a Board member may be accompanied by his or her spouse or partner for purposes relating to official business at CASA's expense, but only when the Board has certified in writing that it is demonstrably in CASA's interest, given the purpose of the travel, for the member to be accompanied by his or her spouse/partner. Pre-approval is required by the Chair before a travel booking is confirmed. Where the Board member's partner accompanies them, they may travel in the same class as the member. Where the Chair's spouse or partner is to accompany them on CASA related travel, pre-approval is required by the portfolio Department Secretary or the Minister.

### 7.3.4 Booking Arrangements

Airline bookings and arrangements for payment of travelling allowance are made by either the Board Secretary or the Executive Assistant to the Director. Board members may make their own taxi and accommodation bookings, but, if they prefer, may ask the Board Secretary or the Executive Assistant to the Director to do so on their behalf.

### 7.3.5 Frequent Flyer Points

In accordance with the relevant Remuneration Tribunal Determination, frequent flyer points accrued as a result of travel at CASA expense should not be used for private purposes.

### 7.3.6 Airport Lounges

If requested, CASA will purchase membership of the relevant airline lounges for Board members.

### 7.3.7 Personal/Office Travel Combined

Given the part-time office held by Board members, circumstances may arise where a Board member can combine both official CASA travel and other travel on the one trip. This is acceptable provided that the net cost to CASA is no greater than it would otherwise have been. Board members should carefully record the details of any such travel, in their diaries or elsewhere, in case it is necessary to demonstrate the proper expenditure of CASA funds. Advice relating to potential fringe benefit tax liability will be provided by the Chief Financial Officer if requested.

### 7.3.8 Private Motor Vehicle

Board members may use their own motor vehicles for official travel instead of flying on commercial airlines or using taxis. In such cases Board members will be reimbursed at the rates prescribed for CASA staff plus parking and tolls incurred. Board members should only use their own vehicles rather than taxis/hire cars where the overall cost to CASA is not greater than it would otherwise be.

### 7.3.9 Taxis and Hire Cars

Board members may use taxi or hire car connections between home/place of business and airport and between airport and meeting venue.

### 7.3.10 Travel Allowance

The rate of travel allowance for Board members is determined by the Remuneration Tribunal. The rate per overnight stay varies from location to location. Board members receive travelling allowance at rates shown in the determination. The Board Secretary will arrange payment as required.

### 7.3.11 Accommodation

Board members may make their own accommodation arrangements or may request either the Board Secretary or the Executive Assistant to the Director to arrange accommodation. The cost of accommodation is met from the Travelling Allowance provided and is the responsibility of the Board member where CASA has not pre-paid accommodation.

### 7.3.12 Out-of-Pocket Expenses

Expenses associated with travel (such as meals, laundry, mini bar etc.) are to be paid out of the Board member's travel allowance. Payments for parking, tolls and other necessary expenses should be made on a CASA provided credit card where possible and receipts provided to either the Board Secretary or the Executive Assistant to the Director. If another payment method is required, either the Board Secretary or the Executive Assistant to the Director will arrange for reimbursement on the provision of the transaction receipt. Any extraordinary out-of-pocket expense of an official nature should be referred to the Board Secretary.

### 7.3.13 Hospitality Expenditure

Board members are not entitled to a hospitality allowance. There may however be official occasions on which it is appropriate for a Board member to extend hospitality to a person outside CASA. In these circumstances, reasonable costs will be reimbursed but only with the approval of the Board on a case-by-case basis. Whenever it is practicable, approval should be sought from the Chair prior to the expense being incurred.

### 7.3.14 Accountability, Record Keeping and Audit

Board members do not need to account or acquit the travel allowance they receive for their official CASA travel.

Claims for any extraordinary out-of-pocket expenses should be accompanied by a receipt.

Board members should keep a diary or other notes of expenses incurred on mixed private and official business.

## 7.4 Reimbursement of IT Security Software

CASA has an information security protocol and recognises that it has a fundamental responsibility to safeguard information from unauthorised use or accidental modification, loss or release.

To safeguard information where CASA Board members are required to use their personal email accounts or personal internet service, CASA requires Board members to purchase appropriate internet security software that conducts antivirus scans and removes viruses, ransomware, spyware, rootkits, Trojans, and other associated malware and security threats. Suggested PC security suites include, but are not limited to:

- McAfee
- Symantec Norton
- Trend Micro
- Bitdefender
- Webroot

CASA will reimburse the cost of the internet security software on receipt of an appropriate tax invoice.

## 8 Other Rights and Entitlements of Board Members

### 8.1 Provision of Equipment and Services

At the request of a Board member, CASA may supply equipment such as a mobile telephone, tablet, laptop computer and associated accessories and consumables. The provision of basic equipment requires prior Board approval. The subsequent provision of supplementary equipment, replacement parts or servicing may be authorised by the Director or Board Secretary, but details of such expenditure are to be tabled at the next Board meeting. Provision of, or reimbursement for, consumable items such as copy paper, may be authorised by the Board Secretary. Equipment provided will remain the property of CASA and is to be returned to CASA upon request, or on termination of appointment.

Services may be provided to support CASA equipment, or equipment owned or used by the member in relation to CASA business. Examples include the provision of telephone lines, internet access or special dial-up telephone network access to facilitate communication. Reimbursement of telephone or other communication costs and charges, and provision of or reimbursement for reasonable office supplies used on CASA business is an acceptable charge to CASA. Subject to prior Board approval, payment may be made against an account issued by a third party, such as an employer, in respect of reasonable costs incurred by them in providing administrative services to a Board member in their CASA related work.

#### 8.1.1 Staff Support

Board members will be provided with access to staff support for assistance with official correspondence, typing, research and information gathering via the Board Secretariat. Provision of dedicated staff resources on an ongoing basis to individual Board members, or payment in relation to staff hired by Board members to assist their CASA related work, will only be considered in special circumstances and must have prior Board approval.

#### 8.1.2 Inspection of CASA Files and Documents

Board members have a right to inspect CASA's accounting records at all reasonable times. Board members have a separate right to inspect any CASA records for the purposes of legal proceedings to which the Board member is a party, or that the Board member proposes to bring, or that the Board member has reason to believe may be brought against them. This may need to be qualified to exclude litigation in which the Member is a party, or proposes to bring, where CASA as a party against whom that litigation is or is to be mounted.

#### 8.1.3 Access to Documents

Board members should request access to CASA documents through the Board Secretary.

#### 8.1.4 Access to Legal Advice

With the agreement of the Board, one or more Board members may request legal advice from the Executive Manager, Legal, International and Regulatory Affairs (LIRA) in relation to CASA matters. That advice may be provided by the Executive Manager, as CASA's senior legal officer, another LIRA lawyer or by a member of one of CASA's external legal panel firms. In some cases, it may be necessary or appropriate for such advice to be obtained from the Australian Government Solicitor. Requests for legal advice should be conveyed by the Chair to the Executive Manager, LIRA.

## 8.1.5 Access to Independent Advice

Where the Board, or a Board member, is on notice that there are matters in respect of which advice that is independent of CASA management is required, the Board, or the Board member with Board approval, may obtain that independent advice from a relevant legal service provider. CASA's normal legal panel contract processes would apply.

## 9 Resignation and Dismissal of Board Members

A Board member (other than the Director) may resign by giving signed notice of his or her resignation to the Minister (section 59 of the Act).

The Minister may terminate the appointment of a Board member or more than one Board member (other than the Director) on the grounds set out in section 60 of the Act, namely:

- misbehaviour or physical or mental incapacity
- if the member becomes bankrupt or another specified “insolvency” event occurs (see paragraphs 60(2)(a)(i) to (iv) of the Act)
- if the member engages in paid employment that, in the opinion of the Minister, conflicts with the proper performance of the duties of the member
- if the member, without leave of absence, is absent from three consecutive meetings of the Board
- if the Minister is of the opinion that the performance of the member has been unsatisfactory for a significant period of time.

Additionally, the Minister may terminate the appointment of all or particular Board members (other than the Director) if:

- the Minister is of the opinion that the performance of the Board as a whole, or of CASA, has been unsatisfactory for a significant period of time
- the Board member(s) fail to comply with the obligation under section 12B of the Act to provide documents or information to a Ministerial nominee; or
- in accordance with section 30 of the PGPA Act, the Board member(s) fail to comply with the obligations specified in Chapter 2, Part 2-2, Division 3, Sub-division A (General Duties of Officials) of the PGPA Act.

The Board may, after consulting the Minister, terminate the Director’s appointment under section 81 of the Act:

- for misbehaviour or physical or mental incapacity
- if the Director becomes bankrupt or another specified “insolvency” event occurs
- if the Director, without leave of absence, is absent for 14 consecutive days or for 28 days in any 12 months
- if the Director engages, without the approval of the Board, in paid employment outside the duties of their office; or
- if the Board is satisfied that the Director’s performance has been unsatisfactory.

Under section 30 of the PGPA Act, the Board may terminate the appointment of the Director if the Board finds that the Director has contravened any of the general duties of accountable officials set out in Chapter 2, Part 2-2, Subdivision A of the PGPA Act.

## 9.1 Conclusion of Term/Separation

When the time comes to separate from CASA, the following actions are required before the final payment of director fees can be calculated and released:

- All existing obligations to scheduled meetings and events have been fulfilled:
- All existing commitments in response to out of session requests have been fulfilled:
- A separation meeting with the Board Chair has been held. This meeting should identify:
  - » any Board matters the member feels have not been adequately addressed,
  - » any reflections on process or conduct relevant to the Board,
  - » any opportunities for change or improvement that would benefit the Board, or CASA more generally, and
  - » any specific issues relating to aviation safety or relations with Industry the Chair should be made aware of.
- The Board Secretary has received:
  - » building passes
  - » CASA credit card
  - » any CASA IT equipment—phone, iPad, laptops, etc
  - » confirmation that access to CASA's systems has been removed.