

Charter



Delivered by the
National Disability
Insurance Agency

National Disability Insurance Agency Board Charter

1. Overview

The National Disability Insurance Agency Board (**Board**) is the governing body of the National Disability Insurance Scheme Launch Transition Agency (**Agency**) established under the *National Disability Insurance Scheme Act 2013 (Act)*. The Board is also the Accountable Authority of the Agency under the *Public Governance, Performance and Accountability Act 2013 (PGPA Act)*.

2. Roles and responsibilities

The functions of the Board are to:

- ensure the proper, efficient and effective performance of the Agency's functions
- determine objectives, strategies and processes to be followed by the Agency, and
- any other functions conferred on the Board by or under the Act, associated regulations or an instruments made under the Act, and any other law of the Commonwealth.

The Board has the power to do all things necessary or convenient to be done for or in connection with the performance of its functions.

Anything done in the name of, or on behalf of, the Agency by the Board, or with the authority of the Board, is taken to have been done by the Agency.

The Board may:

- seek any information it requires from any NDIA employee or external party, and
- obtain outside legal or other professional advice with the approval of the Board chairman.

Matters to be considered in performing functions

In performing its functions, the PGPA Act requires that the Board have regard to:

- governing the Agency in a way that provides for:
 - the proper use and management of public resources (in a way that is not inconsistent with the policies of the Australian Government)
 - the achievement of the purpose of the Agency, and
 - the financial sustainability of the National Disability Insurance Scheme and the Agency
- establishing and maintaining systems relating to risk and control
- encouraging co-operation between officials of the Agency and others, and
- keeping the Minister for the National Disability Insurance Scheme (**Commonwealth Minister**) and the Minister for Finance informed of the activities of the Agency.

The Board must also have regard to:

- any statement given by the Commonwealth Minister setting out strategic guidance for the Agency
- relevant actuarial analysis and advice
- relevant advice and reports provided by the Audit Committee, Risk Committee, People and Remuneration Committee and the Sustainability Committee for the Agency

- formal advice of the Independent Advisory Council, and
- recommendations to the Board as to the effectiveness of NDIA's key human resources management policies, including its diversity policies.

3. Composition

The Board consists of the Chairman and up to 11 other members appointed by the Commonwealth Minister after consultation with, and in the case of members with the support of, the States and Territories.

4. Meetings

Convening meetings

The Board must hold the meetings that are necessary for the efficient performance of its functions. The Chairman has responsibility for convening meetings and must convene at least four meetings each calendar year.

Presiding at meetings

The Chairman will preside over all meetings at which he or she is present. If the Chairman is not present the director nominated by the Chairman presides or if no member has been nominated by the Chairman, the other directors present must appoint one of themselves to preside.

Quorum

At a meeting of the Board, a quorum is constituted by a majority of directors.

However, if:

- a director has a material conflict of interest and is required not to be present during deliberations or decision on a matter, and
- when the member leaves the meeting and there is no longer a quorum present, then
- the remaining members at the meeting constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.

Voting at meetings

Voting on an issue at a well-functioning board is unusual. However, if that eventuality arises, a decision is to be determined by a majority of the votes of the directors present and voting. The member presiding at a meeting has a deliberative vote and, if the votes are equal, a casting vote.

Secretariat

An employee of the Agency will fulfil the role of Board Secretary, and will be responsible for developing, under instruction from the Chairman and the CEO, an agenda for each meeting. The Board Secretary will also ensure that papers are provided to directors at least five and desirably seven days in advance of a meeting.

The Board Secretary will attend Board meetings for the purposes of keeping an accurate record, but will not take part in the meeting. Minutes will be compiled, approved by the Chairman and distributed to all directors within seven working days of the meeting taking place.

Attendance

The Chief Executive Officer (**CEO**) will attend all meetings of the Board unless a conflict of interest arises.

At the invitation of the Chairman members of the NDIA Executive Leadership Team will be invited to attend on an as needed basis.

At the invitation of the Chairman or on the advice of the CEO, other relevant stakeholders can be invited to attend the Board meeting for relevant agenda items.

5. Decisions without Meetings

The Board has determined that it can make decisions without a meeting in the following circumstances:

- all directors have been informed of the proposed decision (or reasonable efforts have been made to inform all members), and
- a majority of directors entitled to vote on the proposed decisions indicate agreement.

Directors are to indicate agreement to a decision by providing written advice to the Board Chairman and Board Secretary of their agreement to the proposed decision. This can be done by electronic signature or by email.

6. Committees

The Board has convened the following committees:

Sustainability Committee: to assist the Board to fulfil its functions in assessing, monitoring, reporting on and managing the financial sustainability of the Scheme.

Audit Committee: to assist the Board in ensuring there is an appropriate internal control framework for the Agency, compliance with legislative obligations and to manage interactions with the Australian National Audit Office.

Risk Committee: to assist the Board in ensuring the Agency has in place systems, policies and procedures to promote compliance with the Risk Management Rules and to provide advice to the Board in relation to sign-off of the Risk Management Declaration.

Information, Communication, Technology and Digital (ICTD) Committee: to assist the Board in the management and oversight of the Agency ICT solution including by advising the Board across its responsibilities for the design, development, delivery and performance of the ICT strategy and systems to support the Agency.

People and Remuneration Committee: to assist the Board in managing elements of its functions around people and remuneration including by considering the performance and appointment of the CEO, organisational structure of the Agency, people development and performance metrics.

The Board will annually confirm membership and charters of each Committee.

All directors may attend any meeting of any committee or request a copy of any committee paper.

Minutes will be kept of the meetings of each committee and provided to all directors within two weeks of the meeting.

7. Relationship with the Commonwealth Minister

The Commonwealth Minister has the power to give a direction to the Agency about the performance of its functions with which the Agency must comply.

The Commonwealth Minister also has the power, with the agreement of the states and territories, to issue a statement setting out strategic guidance for the Agency to which the Board must have regard.

The Board has a duty to keep the Commonwealth Minister and Finance Minister informed as follows:

- keep the Commonwealth Minister informed of the activities of the NDIA
- give the Commonwealth Minister or the Finance Minister any reports, documents and information in relation to those activities as that Minister requires
- notify the Commonwealth Minister as soon as practicable after the NDIA makes a significant decision in relation to itself
- give the Commonwealth Minister reasonable notice if the NDIA becomes aware of any significant issue that may affect the NDIA, and
- notify the Commonwealth Minister as soon as practicable after the NDIA becomes aware of any significant issue that has affected the NDIA.

8. Relationship with the Independent Advisory Council

The Independent Advisory Council (**IAC**) is established under the NDIS Act with the objective of providing (on its own initiative or at the request of the Board) advice about the way in which the Agency delivers the Scheme.

If the IAC provides advice to the Board, the Board must have regard to the advice in carrying out its functions. The Board must also provide a copy of that advice and a statement setting out actions in response to the advice to the Council of Australian Governments Disability Reform Council.

9. Relationship with management

The Board and CEO have distinct roles set out under the Act. Specifically, the CEO is responsible for the day-to-day administration of the Agency and holds sole decision-making authority in relation to certain elements of the Scheme such as deciding an individual's access to the Scheme, approving participant plans, revoking access for participants and registering providers.

In other regards, the Board will establish clear delegations for management, including indicating which powers it reserves to itself. Such delegations will be in written form. In addition, the Board may give written directions to the CEO about the performance of his or her duties with which the CEO must comply.

The Board may also give an instruction to any official of the Agency about any matter relating to finance law.

10. Performance evaluation

The Board will conduct a board review on an annual basis. This review will be conducted by an external party at least once every three years.

Six months prior to a director's term of appointment ending the Board will undertake a board skills and competencies analysis and provide advice to the Commonwealth Minister on the mix of skills and competencies of the Board.

11. Conflicts of interest

Directors must disclose details of any material interest that relates to the affairs of the Agency. Directors will be asked to complete a statement of interests upon taking up their role which will be added to the standing register of interests.

The Board Secretary will circulate an annual declaration of interest form to directors for completion. Directors are required to advise the Board Secretary of any changes to their declarations as they arise. Changes to the register of interests will be tabled at the next Board meeting.

Where a conflict of interest exists with respect to a particular agenda item, the director will not receive a paper in relation to that agenda item. At the meeting, the Board will determine if there is value in the member participating in the discussion, and the process by which the member participates in the discussion, according to the nature of the conflict.

As required by the Act, directors must not engage in paid employment that, in the Minister's opinion, conflicts or may conflict with the proper performance and the member's duties.

12. Conduct and values

Directors will, in all activities associated with their service on the Board, act in a way that upholds and reinforces the values of the Agency and its Code of Conduct.

Records management

Owner	Christopher <small>s47F-personal privacy</small> Board Secretary	Last updated:	June 2021
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Charter



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National Disability Insurance Agency Board Charter

1. Overview

The National Disability Insurance Agency Board (**Board**) is the governing body of the National Disability Insurance Agency (**Agency**) established under the *National Disability Insurance Scheme Act 2013 (Act)*. The Board is also the Accountable Authority of the Agency under the *Public Governance, Performance and Accountability Act 2013 (PGPA Act)*.

2. Roles and responsibilities

The functions of the Board are to:

- ensure the proper, efficient and effective performance of the Agency's functions
- determine objectives, strategies and processes to be followed by the Agency, and
- any other functions conferred on the Board by or under the Act, associated regulations or instruments made under the Act, and any other law of the Commonwealth.

The Board has the power to do all things necessary or convenient to be done for or in connection with the performance of its functions.

Anything done in the name of, or on behalf of, the Agency by the Board, or with the authority of the Board, is taken to have been done by the Agency.

The Board may:

- seek any information it requires from any NDIA employee or external party, and
- obtain outside legal or other professional advice with the approval of the Board chairman.

Matters to be considered in performing functions

In performing its functions, the PGPA Act requires that the Board have regard to:

- governing the Agency in a way that provides for:
 - the proper use and management of public resources (in a way that is not inconsistent with the policies of the Australian Government)
 - the achievement of the purpose of the Agency, and
 - the financial sustainability of the National Disability Insurance Scheme and the Agency
- establishing and maintaining systems relating to risk and control
- encouraging co-operation between officials of the Agency and others, and
- keeping the Minister for the National Disability Insurance Scheme (**Commonwealth Minister**) and the Minister for Finance informed of the activities of the Agency.

The Board must also have regard to:

- any statement given by the Commonwealth Minister setting out strategic guidance for the Agency
- relevant actuarial analysis and advice
- relevant advice and reports provided by the Audit Committee, Risk Committee, People and Remuneration Committee and the Sustainability Committee for the Agency

- formal advice of the Independent Advisory Council, and
- recommendations to the Board as to the effectiveness of NDIA's key human resources management policies, including its diversity policies.

3. Composition

The Board consists of the Chairman and up to 11 other members appointed by the Commonwealth Minister after consultation with, and in the case of members with the support of, the States and Territories.

4. Meetings

Convening meetings

The Board must hold the meetings that are necessary for the efficient performance of its functions. The Chairman has responsibility for convening meetings and must convene at least four meetings each calendar year.

Presiding at meetings

The Chairman will preside over all meetings at which he or she is present. If the Chairman is not present the director nominated by the Chairman presides or if no member has been nominated by the Chairman, the other directors present must appoint one of themselves to preside.

Quorum

At a meeting of the Board, a quorum is constituted by a majority of directors.

However, if:

- a director has a material conflict of interest and is required not to be present during deliberations or decision on a matter, and
- when the member leaves the meeting and there is no longer a quorum present, then
- the remaining members at the meeting constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.

Voting at meetings

Voting on an issue at a well-functioning board is unusual. However, if that eventuality arises, a decision is to be determined by a majority of the votes of the directors present and voting. The member presiding at a meeting has a deliberative vote and, if the votes are equal, a casting vote.

Secretariat

An employee of the Agency will fulfil the role of Board Secretary, and will be responsible for developing, under instruction from the Chairman and the CEO, an agenda for each meeting. The Board Secretary will also ensure that papers are provided to directors at least five and desirably seven days in advance of a meeting.

The Board Secretary will attend Board meetings for the purposes of keeping an accurate record, but will not take part in the meeting. Minutes will be compiled, approved by the Chairman and distributed to all directors within seven working days of the meeting taking place.

Attendance

The Chief Executive Officer (**CEO**) will attend all meetings of the Board unless a conflict of interest arises.

At the invitation of the Chairman members of the NDIA Executive Leadership Team will be invited to attend on an as needed basis.

At the invitation of the Chairman or on the advice of the CEO, other relevant stakeholders can be invited to attend the Board meeting for relevant agenda items.

5. Decisions without Meetings

The Board has determined that it can make decisions without a meeting in the following circumstances:

- all directors have been informed of the proposed decision (or reasonable efforts have been made to inform all members), and
- a majority of directors entitled to vote on the proposed decisions indicate agreement.

Directors are to indicate agreement to a decision by providing written advice to the Board Chairman and Board Secretary of their agreement to the proposed decision. This can be done by electronic signature or by email.

6. Committees

The Board has convened the following committees:

Sustainability Committee: to assist the Board to fulfil its functions in assessing, monitoring, reporting on and managing the financial sustainability of the Scheme.

Audit Committee: to assist the Board in ensuring there is an appropriate internal control framework for the Agency, compliance with legislative obligations and to manage interactions with the Australian National Audit Office.

Risk Committee: to assist the Board in ensuring the Agency has in place systems, policies and procedures to promote compliance with the Risk Management Rules and to provide advice to the Board in relation to sign-off of the Risk Management Declaration.

Information, Communication, Technology and Digital (ICTD) Committee: to assist the Board in the management and oversight of the Agency ICT solution including by advising the Board across its responsibilities for the design, development, delivery and performance of the ICT strategy and systems to support the Agency.

People and Remuneration Committee: to assist the Board in managing elements of its functions around people and remuneration including by considering the performance and appointment of the CEO, organisational structure of the Agency, people development and performance metrics.

The Board will annually confirm membership and charters of each Committee.

All directors may attend any meeting of any committee or request a copy of any committee paper.

Minutes will be kept of the meetings of each committee and provided to all directors within two weeks of the meeting.

7. Relationship with the Commonwealth Minister

The Commonwealth Minister has the power to give a direction to the Agency about the performance of its functions with which the Agency must comply.

The Commonwealth Minister also has the power, with the agreement of the states and territories, to issue a statement setting out strategic guidance for the Agency to which the Board must have regard.

The Board has a duty to keep the Commonwealth Minister and Finance Minister informed as follows:

- keep the Commonwealth Minister informed of the activities of the NDIA
- give the Commonwealth Minister or the Finance Minister any reports, documents and information in relation to those activities as that Minister requires
- notify the Commonwealth Minister as soon as practicable after the NDIA makes a significant decision in relation to itself
- give the Commonwealth Minister reasonable notice if the NDIA becomes aware of any significant issue that may affect the NDIA, and
- notify the Commonwealth Minister as soon as practicable after the NDIA becomes aware of any significant issue that has affected the NDIA.

8. Relationship with the Independent Advisory Council

The Independent Advisory Council (**IAC**) is established under the NDIS Act with the objective of providing (on its own initiative or at the request of the Board) advice about the way in which the Agency delivers the Scheme.

If the IAC provides advice to the Board, the Board must have regard to the advice in carrying out its functions. The Board must also provide a copy of that advice and a statement setting out actions in response to the advice to the Disability Reform Ministers' Meeting.

9. Relationship with management

The Board and CEO have distinct roles set out under the Act. Specifically, the CEO is responsible for the day-to-day administration of the Agency and holds sole decision-making authority in relation to certain elements of the Scheme such as deciding an individual's access to the Scheme, approving participant plans, revoking access for participants and registering providers.

In other regards, the Board will establish clear delegations for management, including indicating which powers it reserves to itself. Such delegations will be in written form. In addition, the Board may give written directions to the CEO about the performance of his or her duties with which the CEO must comply.

The Board may also give an instruction to any official of the Agency about any matter relating to finance law.

10. Performance evaluation

The Board will conduct a board review on an annual basis. This review will be conducted by an external party at least once every three years.

Six months prior to a director's term of appointment ending the Board will undertake a board skills and competencies analysis and provide advice to the Commonwealth Minister on the mix of skills and competencies of the Board.

11. Conflicts of interest

Directors must disclose details of any material interest that relates to the affairs of the Agency. Directors will be asked to complete a statement of interests upon taking up their role which will be added to the standing register of interests.

The Board Secretary will circulate an annual declaration of interest form to directors for completion. Directors are required to advise the Board Secretary of any changes to their declarations as they arise. Changes to the register of interests will be tabled at the next Board meeting.

Where a conflict of interest exists with respect to a particular agenda item, the director will not receive a paper in relation to that agenda item. At the meeting, the Board will determine if there is value in the member participating in the discussion, and the process by which the member participates in the discussion, according to the nature of the conflict.

As required by the Act, directors must not engage in paid employment that, in the Minister's opinion, conflicts or may conflict with the proper performance and the member's duties.

12. Conduct and values

Directors will, in all activities associated with their service on the Board, act in a way that upholds and reinforces the values of the Agency and its Code of Conduct.

Records management

Owner	Christopher <small>§47F-personal privacy</small> Board Secretary	Last updated:	October 2022
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Board Charter

1. Overview

The National Disability Insurance Agency Board (the Board) is the governing body of the National Disability Insurance Agency (NDIA or the Agency) established under the National Disability Insurance Scheme Act 2013 (the NDIS Act).

The Board is also the Accountable Authority of the Agency under the Public Governance, Performance and Accountability Act 2013 (the PGPA Act).

The Board is committed to ensuring the Agency's functions are performed properly, efficiently and effectively to deliver for participants of the National Disability Insurance Scheme (Scheme), their families and carers, and the broader Australian community. The Board is also committed to ensuring the Agency provides a safe and inclusive workplace.

The Board has adopted this Charter to describe its role and functions and to outline the way they will be discharged. This Charter provides a framework for the operation of the Board.

2. Role and responsibilities

The Board is responsible for:

- ensuring the proper, efficient and effective performance of the Agency's functions
- determining the objectives, strategies and processes to be followed by the Agency
- any other functions conferred on the Board by or under the NDIS Act, associated regulations or instruments made under the NDIS Act, and any other law of the Commonwealth.

As the Accountable Authority of the Agency, the Board is also responsible for:

- establishing and maintaining systems of risk management oversight and control
- encouraging cooperation between officials of the Agency and others to achieve common objectives
- keeping the Minister for the NDIS, the Minister for Finance and the Ministerial Council informed of the activities of the Agency, including through quarterly and annual reporting.

In performing its functions, the Board will govern the Agency in a way that ensures:

- the proper use and management of public resources

- the achievement of the purposes of the Agency
- the financial sustainability of the Agency.

The Board must also have regard to:

- any statement given by the Minister for the NDIS setting out strategic guidance for the Agency
- relevant actuarial analysis and advice
- relevant advice and reports provided by the committees of the Board
- advice of the Independent Advisory Council.

When imposing requirements on others in relation to the use or management of public resources, the Board must take into account the risks associated with that use or management, and the effects of imposing those requirements.

3. Authority

The Board has the power to do all things necessary or convenient to be done for or in connection with the performance of its functions.

Anything done in the name of, or on behalf of, the Agency by the Board, or with the authority of the Board, is taken to have been done by the Agency.

4. Membership

The Board consists of the Chair and up to 11 other members appointed by the Minister for the NDIS in accordance with section 127 of the NDIS Act.

5. Meetings

Convening meetings

The Board must hold the meetings that are necessary for the efficient performance of its functions. The Chair will convene at least four meetings each calendar year.

Presiding at meetings

The Chair will preside at all meetings at which they are present. If the Chair is not present, the Board member nominated by the Chair presides or, if no member has been nominated by the Chair, the other members present must appoint one of themselves to preside.

Quorum

At a meeting of the Board, a quorum is constituted by a majority of members.

However, if:

- a member has a material conflict of interest and is required not to be present during deliberations or decision on a matter, and
- when the member leaves the meeting and there is no longer a quorum present, then

the remaining members at the meeting constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.

Voting at meetings

Where voting is required, a decision will be determined by a majority of the votes of the members present and voting. The member presiding at a meeting has a deliberative vote and, if the votes are equal, a casting vote.

Secretariat

The Agency will provide secretariat support for the Board. The Board Secretariat will:

- maintain a workplan for the Board and its committees
- prepare meeting agenda for consideration by the CEO and Board or Committee Chair
- ensure that papers are provided to members at least five working days before a meeting
- ensure that papers and other collateral provided to the Board is useable and accessible
- record and coordinate the resolution of matters arising from Board and committee meetings
- provide administrative and other support to Board members as required.

The Board Secretariat will attend Board and committee meetings for the purposes of keeping an accurate record but will not take part in the meeting. Minutes will be compiled, approved by the Chair and distributed to all members within seven working days of a meeting.

Attendance

The CEO and relevant member(s) of the Strategic Leadership Team (SLT) will attend all meetings of the Board unless a conflict of interest arises.

Other Agency employees may attend for their item(s) only, unless otherwise invited by the CEO or requested by the Board in consultation with the CEO.

Decisions without meetings

The Board can make decisions without a meeting in the following circumstances:

- all members have been informed of the proposed decision (or reasonable efforts have been made to inform all members), and
- a majority of members entitled to vote on the proposed decisions indicate agreement.

Members are to indicate agreement to a decision by providing written advice to the Board Chair and Board Secretariat of their agreement to the proposed decision. This can be done by electronic signature or by email.

6. Committees

The Board has established the following committees:

Sustainability Committee: to assist the Board to fulfil its functions in assessing, monitoring, and reporting on the financial sustainability of the NDIS.

Audit Committee: to assist the Board in ensuring there is an appropriate internal control framework for the Agency, compliance with legislative obligations and to manage interactions with the Australian National Audit Office.

Risk Committee: to assist the Board in ensuring the Agency has in place systems, policies and procedures to promote compliance with the Risk Management Rules and to provide advice to the Board in relation to sign-off of the Risk Management Declaration. The Risk Committee will also assist the Board in management and oversight of risks pertaining to the Agency's major ICT projects and solutions.

Strategic Direction and Participant Outcomes Committee: to assist the Board in developing strategic direction and vision for the Agency and provide oversight and accountability for how the Agency is delivering against the committed vision and direction, including considering options to address outcomes of actuarial reports and projections, and other relevant reports.

The Board has also established a Working Group to assist the Board in the preparation of Quarterly Reports to the Ministerial Council.

The Board will review the membership and charters of each committee annually. All members may attend any meeting of any committee or request a copy of any committee paper.

Minutes will be kept of the meetings of each committee and provided to all members within two weeks of the meeting.

7. Relationship with the Minister for the NDIS

The Minister for the NDIS (the Minister) may, with the agreement of the Commonwealth, states and territories, give the Board a written statement setting out strategic guidance for the Agency.

The Board has a duty to keep the Minister and Finance Minister informed as follows:

- keep the Minister informed of the activities of the Agency
- give the Minister or the Finance Minister any reports, documents and information in relation to those activities as that Minister requires
- notify the Minister as soon as practicable after the Agency makes a significant decision in relation to itself
- give the Minister reasonable notice if the Agency becomes aware of any significant issue that may affect the Agency
- notify the Minister as soon as practicable after the Agency becomes aware of any significant issue that has affected the Agency.

8. Relationship with the Independent Advisory Council

The Independent Advisory Council (**IAC**) is established under the NDIS Act with the objective of providing (on its own initiative or at the request of the Board) advice about the way in which the Agency delivers the Scheme.

If the IAC provides advice to the Board, the Board must have regard to the advice in carrying out its functions. The Board must also provide a copy of that advice and a statement setting out actions in response to the advice to the Ministerial Council.

9. Relationship with the Agency

The Board and CEO have distinct roles set out under the NDIS Act. Specifically, the CEO is responsible for the day-to-day administration of the Agency and has powers under the NDIS Act in relation to certain elements of the Scheme such as deciding an individual's access to the Scheme, approving participant plans, revoking access for participants and registering providers.

The Board may give written directions to the CEO about the performance of their duties with which the CEO must comply.

The Board may also give an instruction to any official of the Agency about any matter relating to finance law.

10. Review

The Board will review this charter on an annual basis. This review will be conducted by an external party at least once every three years.

11. Conflicts of interest

Under the PGPA Act and the PGPA Rules, Board Members must disclose details of any material personal interests they have as soon as practicable, unless the material personal interest relates to:

- their remuneration as an NDIA Board Member
- their insurance against liability as an NDIA Board Member, or
- a payment or contract relating to an indemnity permitted under the PGPA Act.

The PGPA Rule provides that Board members must provide details of:

- the nature and extent of the material personal interest, and
- how the material personal interest relates to the affairs of the NDIA Board.

Board members will be asked to complete a declaration of interests upon taking up their role, and again at least every 12 months during their tenure, which will be added to the standing register of interests.

At each meeting, Board members must disclose details of any material interest that may apply to specific matters on the meeting agenda and ensure that the disclosure is recorded in the minutes of that meeting.

If a Board member has declared a 'material personal interest', and a matter is being considered at a Board meeting which relates to their interest, to avoid a conflict of interest arising the Board member must not:

- be present while the matter is being considered at the meeting, or
- vote on the matter.

Board members are required to advise the Board of any changes to their declarations as they arise. Changes to the register of interests will be tabled at the next Board meeting.

The Board (excluding any conflicted members) will consider what action is required in response to any actual, potential or perceived conflict of interest disclosed by a member and the approval of any action requires the agreement of the majority of the Board (excluding any conflicted members).

The action and result of the voting of any conflict of interest will be recorded in the minutes of meeting and in the register of interests by the Board Secretariat.

12. Conduct and values

Board members will exercise their powers, perform their functions and discharge their duties with care and diligence.

In particular, Board members will:

- promote the objectives of the United Nations Convention on the Rights of Persons with Disabilities (UNCRPD)
- ensure the voices and experiences of people with disability are at the core of Board deliberations and decisions
- promote accessible and inclusive practices through the operations of the Board
- act in an objective, impartial manner, in the best interests of the Board and the Agency
- apply good analytical skills, objectivity and good judgement
- express opinions constructively and openly and raise issues that relate to the Board's responsibilities
- develop an understanding of the Agency's operating context and maintain a focus on participant outcomes
- contribute the time required to meet their responsibilities.

Board members will, in all activities associated with their service on the Board, act in a way that promotes and upholds the values of the Agency and the General Duties of Commonwealth Officials.



Board Charter

1. Overview

- 1.1 The National Disability Insurance Agency Board (**the Board**) is the governing body of the National Disability Insurance Agency (NDIA or the Agency) established under section 123 of the *National Disability Insurance Scheme Act 2013* (**the NDIS Act**).
- 1.2 The Board is also the Accountable Authority of the Agency under the *Public Governance, Performance and Accountability Act 2013* (**the PGPA Act**).
- 1.3 The Board is committed to ensuring the Agency's functions are performed properly, efficiently and effectively to deliver for participants of the National Disability Insurance Scheme (**the Scheme**), their families and carers, and the broader Australian community. The Board is also committed to ensuring the Agency provides a safe and inclusive workplace.
- 1.4 The Board has adopted this Charter to describe its role and functions and to outline the way they will be discharged. This Charter provides a framework for the operation of the Board.

2. Role and responsibilities

Functions

- 2.1 The NDIS Act establishes the following functions of the Board:
 - ensure the proper, efficient and effective performance of the Agency's functions
 - determine the objectives, strategies and policies to be followed by the Agency
 - any other functions conferred on the Board by or under the NDIS Act, associated regulations or instruments made under the NDIS Act, and any other law of the Commonwealth.
- 2.2 In performing these functions, the Board must have regard to:
 - the financial sustainability of the NDIS
 - any statement given by the Minister for the NDIS setting out strategic guidance for the Agency
 - relevant actuarial analysis and advice
 - relevant advice and reports provided by the committees of the Board
 - advice of the Independent Advisory Council.

Duties

2.3 The PGPA Act establishes the following duties of the Board, as the Accountable Authority of the Agency:

- duty to govern the Agency in a way that ensures:
 - the proper use and management of public resources
 - the achievement of the purposes of the Agency
 - the financial sustainability of the Agency.
- duty to establish and maintain systems of risk oversight and management and internal control
- duty to encourage cooperation between officials of the Agency and others to achieve common objectives, where practicable
- duty to keep the Minister for the NDIS, the Minister for Finance and the Ministerial Council informed of the activities of the Agency
- duty to take into account the risks associated with the use or management of public resources when imposing requirements on others in relation to the use or management of public resources, and the effects of imposing those requirements

Compliance

2.4 The Board complies with its functions and duties through:

- preparation of a Corporate Plan each year which sets the objectives and key activities for the Agency
- issuing Accountable Authority Instructions and Financial Authorisations
- establishing and maintaining:
 - Risk Management Strategy and Framework
 - Fraud and Corruption Control plan
- measuring and regularly assessing and reporting on the performance of the Agency through:
 - Annual Report comprising:
 - Financial Sustainability Report
 - Performance Statements
 - Financial Statements
 - Quarterly Report to the Ministerial Council
- approving major contracts which are strategically significant or are above the approved delegations to the CEO.

2.5 The Agency maintains a list of the Board's statutory obligations and provides this to the Board to support annual compliance attestations.

3. Authority

- 3.1 The Board has the power to do all things necessary or convenient to be done for or in connection with the performance of its functions.
- 3.2 Anything done in the name of, or on behalf of, the Agency by the Board, or with the authority of the Board, is taken to have been done by the Agency.
- 3.3 The extent of the Board's delegated authority is set out in the Accountable Authority Instructions and Financial Authorisations.

4. Membership

Membership

- 4.1 The Board consists of the Chair and up to 11 other members appointed on a part-time basis by the Minister for the NDIS. A person is only eligible for appointment as a Board member if the Minister is satisfied that the person is a person with disability, is a person that has lived experience with disability or is a person that has skills, experience or knowledge in at least one of the following fields:
- the provision or use of disability services
 - the operation of insurance schemes, compensation schemes or schemes with long-term liabilities
 - financial management
 - corporate governance.
- 4.2 While the composition of skills and experience of Board members is a matter for the Minister, the Board will regularly review the mix of skills and experience of its members to ensure that the Board operates effectively and is able to discharge its functions to the highest possible standard. The Board will provide advice to the Minister in relation to the skills and experience requirements for future Board appointments.

Induction

- 4.3 Within 14 days of their appointment, new Board members will receive an induction pack containing:
- Overview of Board Operations including:
 - Board and Committee charters
 - Board and Committee meeting schedule
 - Board and Committee workplan
 - Declaration of Interests form
 - Guidance on material personal interests
 - Conflict of Interest Policy
 - Social Media Policy
 - Liability Insurance

- 4.4 New Board members are required to complete the following as part of their induction:
- New Board member information sheet
 - Tax File Number (TFN) Declaration Form
 - Superannuation Choice Form
 - NDIA Pre-Engagement Pack
 - Security Clearance Request Form
 - Declaration of Interest form.
- 4.5 The Board Secretariat will arrange for new Board and Audit and Risk Chairs to meet with the Auditor General as part of their induction.

Ongoing professional development

- 4.6 Board members are encouraged to undertake continuing professional development relevant to the functions of the Board.
- 4.7 The Board Secretariat will organise annual information sessions for Board members on their duties as the Accountable Authority.

Remuneration

- 4.8 Board members are paid the remuneration and allowances determined by the Remuneration Tribunal, including for Committees of the Board.
- 4.9 The Remuneration Tribunal (Official Travel) Determination (the Determination) sets out the provisions that apply when Board members, as holders of a part-time office, travel for official business. These provisions are separate to the travel arrangements that apply to Agency staff.
- 4.10 The principles that Board members must consider when making travel arrangements are, specifically:
- the necessity of travel and potential alternatives to travel, such as teleconferencing or videoconferencing
 - the total cost of travel, including value for money
 - any travel-related administrative guidelines put in place by their agency
 - the flexibility to maintain an appropriate balance between work and home responsibilities, as well as safety and security.
- 4.11 The following pre-approvals are required for Board travel:
- Board Chair – approval is required by another NDIA Board Member
 - Board members – approval is required by the Board Chair
- 4.12 Written email evidence of pre-approvals must be provided to the Board Secretariat so that the approval can be recorded in the Agency's systems.

5. Meetings

Convening meetings

- 5.1 The Board must hold the meetings that are necessary for the efficient performance of its functions. The Chair will convene at least 4 meetings each calendar year. The Chair must convene a meeting within 30 days of receiving a written request to do so from another Board member.
- 5.2 The Board has determined that it will meet on a 6-weekly cadence.
- 5.3 The Board Secretariat will assist the Board to plan its forward meeting schedule by providing the Board with a forward workplan, including meeting dates, ahead of the start of each calendar year.

Presiding at meetings

- 5.4 The Chair will preside at all meetings at which they are present. If the Chair is not present, the Board member nominated by the Chair presides or, if no member has been nominated by the Chair, the other members present must appoint one of themselves to preside.

Quorum

- 5.5 At a meeting of the Board, a quorum is constituted by a majority of members.

However, if:

- a member has a material conflict of interest and is required not to be present during deliberations or decision on a matter, and
- when the member leaves the meeting and there is no longer a quorum present, then

the remaining members at the meeting constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.

Agenda

- 5.6 The Chair determines the agenda for meetings. Board members may propose agenda items for the Chair's consideration.
- 5.7 The Agency supports the Chair to determine the agenda by providing a draft agenda of matters on the Board's workplan and other matters proposed by the Agency for Board consideration. The agenda is to be structured in a way that reflects the key outcomes of the Agency that the Board has determined in the Corporate Plan.

Voting at meetings

- 5.8 Matters for decision of the Board are resolved through a vote and will be determined by a majority of the votes of the members present and voting. The member presiding at a meeting has a deliberative vote and, if the votes are equal, a casting vote.

In camera

- 5.9 The Board will hold a standing in camera session at each meeting with the CEO present, unless otherwise determined by the Board.
- 5.10 The Board may determine to hold an in camera session at any time during a meeting, with attendance determined by the Board.

5.11 In camera sessions are not minuted unless requested by the Board.

Secretariat

5.12 The Agency has established a dedicated Board Secretariat function which provides secretariat and other support for the Board. The Board Secretariat will:

- establish and maintain a 3-year forward workplan for the Board and its committees
- prepare meeting agenda for consideration by the CEO and Board or Committee Chair
- ensure that papers are provided to members at least 5 working days before a meeting
- ensure that papers and other material provided to the Board is useable and accessible
- record and coordinate the resolution of matters arising from Board and committee meetings
- provide administrative and other support to Board members as required.

5.13 The Board Secretariat will attend Board and committee meetings for the purposes of keeping an accurate record but will not take part in the meeting. Minutes will be compiled and approved by the Chair within 2 weeks of a meeting and distributed to all members at the following meeting.

Attendance

5.14 The CEO and relevant member(s) of the Strategic Leadership Team (SLT) will attend all meetings of the Board unless a conflict of interest arises.

5.15 Other Agency employees may attend for their item(s) only, unless otherwise invited by the Board in consultation with the CEO.

Decisions without meetings

5.16 The Board can make decisions without a meeting in the following circumstances:

- all members have been informed of the proposed decision (or reasonable efforts have been made to inform all members), and
- a majority of members entitled to vote on the proposed decisions indicate agreement.

5.17 Members are to indicate agreement to a decision by providing written advice to the Board Chair and Board Secretariat of their agreement to the proposed decision. This can be done by electronic signature or by email.

6. Committees

6.1 The Board has established the following committees:

Sustainability Committee (SusCo)

Audit & Risk Committee (ARC)

Strategic Direction and Participant Outcomes Committee (SPDO).

- 6.2 The Board will review the membership and charters of each committee annually to ensure appropriate skills and a rotation of knowledge and expertise through the committees. All members may attend any meeting of any committee or request a copy of any committee paper.
- 6.3 In determining the membership of the Audit and Risk Committee, the Board have regard to the PGPA Rule and Department of Finance guidance regarding suggested skills for membership as set out in the Board Skills Matrix.
- 6.4 In carrying out its work, each committee, through the Chair and CEO will have access to appropriate resources (e.g. opinions of senior management and, where necessary, independent advice).
- 6.5 Each committee must report to the Board on the outcome of its work and, where appropriate, makes recommendations to the Board, where decisions are required.
- 6.6 Minutes of each committee meeting are to be prepared and included with the meeting papers for the next meeting of the Board. The committee chairs will provide verbal reports to the Board after each committee meeting of key recommendations and discussions of the committee which they chair. Each committee will prepare an annual written report.
- 6.7 Each committee is comprised of members who are best suited to effectively participate in achieving the objectives of the committee. The specific membership requirements of each committee are set out in its charter.
- 6.8 Minutes will be kept of the meetings of each committee and provided to all Board members at the following Board meeting.

7. Relationships

Minister for the NDIS

- 7.1 The Minister for the NDIS (the Minister) may, with the agreement of the Commonwealth, states and territories, give the Board a written statement setting out strategic guidance for the Agency.
- 7.2 The Board has a duty to keep the Minister and Finance Minister informed as follows:
- keep the Minister informed of the activities of the Agency
 - give the Minister or the Finance Minister any reports, documents and information in relation to those activities as that Minister requires
 - notify the Minister as soon as practicable after the Agency makes a significant decision in relation to itself
 - give the Minister reasonable notice if the Agency becomes aware of any significant issue that may affect the Agency
 - notify the Minister as soon as practicable after the Agency becomes aware of any significant issue that has affected the Agency.

Ministerial Council

- 7.3 The Board must give the Ministerial Council a copy of each of the following when, or as soon as practicable after, the Board members give the copy to the Minister or the Finance Minister:
- information, a report or a document given to the Minister or the Finance Minister
 - particulars of a decision or issue notified to the Minister
 - an annual report given to the Minister.
- 7.4 The Board members must provide a copy of information the Agency gives the Minister or a host jurisdiction Minister to the Ministerial Council as soon as practicable after the Agency gives the information to that Minister.
- 7.5 As soon as practicable after any of the following events happens to a person, the Board members must tell the Ministerial Council:
- appointment of the CEO by the Board
 - resignation of the CEO
 - termination of the CEO.

Independent Advisory Council

- 7.6 The Independent Advisory Council (IAC) provides advice to the Board (on its own initiative or at the request of the Board) about the way in which the Agency delivers the Scheme.
- 7.7 The IAC Principal Member is a member of the Board and provides updates to the Board on IAC activity at each meeting of the Board.
- 7.8 The Board requests advice from the IAC through formal resolution of the Board.
- 7.9 If the IAC provides advice to the Board, the Board must have regard to the advice in carrying out its functions. The Board must also provide a copy of that advice and a statement setting out actions in response to the advice to the Ministerial Council.

Chief Executive Officer

- 7.10 The CEO is appointed by the Board and is responsible for the day-to-day administration of the Agency. The CEO is to act in accordance with the objectives, strategies and policies determined by the Board.
- 7.11 The Board may give written directions to the CEO about the performance of their duties with which the CEO must comply.
- 7.12 The Board may also give an instruction to any official of the Agency about any matter relating to finance law.

Scheme Actuary

- 7.13 The Scheme Actuary is nominated by the Board and is responsible for assessing and reporting on the financial sustainability of the NDIS, including estimates of future expenditure.
- 7.14 If the Scheme Actuary has significant concerns about the financial sustainability of the NDIS, or the risk management processes of the Agency, they must report those concerns to the Board as soon as reasonably practicable.

Reviewing Actuary

- 7.15 The Reviewing Actuary is nominated by the Board and is responsible for reviewing and reporting to the Board on actuarial assessments and advice received by the Board.
- 7.16 If the Reviewing Actuary has significant concerns about the financial sustainability of the NDIS, or the risk management processes of the Agency, they must report those concerns to the Board as soon as reasonably practicable.

8. Conflicts of interest

- 8.1 Under the PGPA Act and the PGPA Rules, Board members must disclose details of any material personal interests they have as soon as practicable, unless the material personal interest relates to:
- their remuneration as a NDIA Board member
 - their insurance against liability as a NDIA Board member, or
 - a payment or contract relating to an indemnity permitted under the PGPA Act.
- 8.2 The PGPA Rule provides that Board members must provide details of:
- the nature and extent of the material personal interest, and
 - how the material personal interest relates to the affairs of the NDIA Board.
- 8.3 Board members must not engage in any paid employment that, in the Ministers opinion, conflicts or may conflict with the proper performance of the member's duties.
- 8.4 Board members will be asked to complete a declaration of interests upon taking up their role, and again at least every 12 months during their tenure, which will be added to the standing register of interests.
- 8.5 Board members are required to advise the Board of any changes to their declarations as they arise. Changes to the register of interests will be tabled at the next Board meeting.
- 8.6 At each meeting, Board members must disclose details of any material interest that may apply to specific matters on the meeting agenda and ensure that the disclosure is recorded in the minutes of that meeting. To assist Board members in making timely declarations, 3 weeks prior to a Board or Committee meeting, the Board Secretariat will provide a copy of the Agenda to Board and/or Committee members and request members review the agenda and advise the Board Secretariat of any items that represent a Conflict of Interest and how they propose to manage it.

Managing disagreements on COI issues

- 8.7 If there is any disagreement between Board members or Committee members (as the case may be) as to whether:
- a Board or Committee member has a 'material personal interest' that relates to the affairs of the NDIA, for the purposes of section 29(1) of the PGPA Act; and / or
 - whether a matter before the Board or Committee relates to a Board or Committee member's material personal interest (as the case may be), for the purposes of section 15 of the PGPA Rule,
- then the Board or Committee (as the case may be) may seek independent advice on the issue, to be arranged by the Board Secretariat.

- 8.8 If any disagreement between Board or Committee members as described above arises in the course of a Board or Committee meeting (as the case may be), the Board or Committee meeting should be brought to an end for the purpose of then seeking independent advice before proceeding on a matter. The disagreement on the COI question should be documented in the meeting minutes.
- 8.9 If after receiving independent advice the Board or Committee (including the conflicted Board member or Committee member) is in agreement on the issue, the COI is to be managed in accordance with the other procedures set out in this Standard Operating Procedure.
- 8.10 If notwithstanding the receipt of independent advice on the issue the Board members or Committee members (as the case may be) are still in disagreement on the matter (ie the relevant Board member or Committee member disagrees with the conclusions in the independent advice), the Board or Committee could consider writing to the Minister on the matter to seek their views. For example, the Board or Committee could request that the Minister either provide a declaration on the matter or otherwise act to address the matter under the NDIS Act or the PGPA Act.

Engagement with COI items in meetings

- 8.11 Where a known COI exists, the Board Secretariat will (as far as practicable) structure meeting agendas so that the COI items are grouped together, thereby supporting the conflicted Board member to enter and exit the meeting only once.
- 8.12 Subject to the exception below, if a matter in which the Board member has disclosed a personal interest is being considered at a meeting of the Board or a Committee, the Board member must not:
- be present while the matter is being considered at the meeting; or
 - vote on the matter.
- 8.13 Minutes will accurately detail the recusal of Board members at Board and Committee meetings due to COI, with times of meeting entry and exit noted. If:
- the responsible Minister for the NDIS has declared, in writing, that a Board member may be present or vote (or both) at Board or Committee meetings; or
 - the Board member or Committee members who have not disclosed a material personal interest in the matter have decided that the Board member is not disqualified from being present or voting (or both) at a Board or Committee meeting, and the decision is recorded in the minutes of a meeting of the Board or Committee, then the Board member or Committee member may be present or vote (or both) in accordance with the declaration or decision.
- 8.14 Subject to any Ministerial declaration on a matter, the unconflicted Board members or Committee members may determine what the most appropriate COI removal or management approach should be adopted. The unconflicted Board members or Committee members may request that the conflicted Board member or Committee member not be present while these deliberations occur. Any COI removal or management approach agreed will be documented in the Register of Interests maintained by the Board Secretariat.

- 8.15 For the purpose of enabling the Board or a Committee to make a fully informed decision as to whether a conflicted Board member or Committee member should be permitted to be present or vote (or both) at a Board or Committee meeting, the unconflicted Board members or Committee members may request further information prior to making a decision.
- 8.16 The Board or a Committee may request that the Board Secretariat obtain further independent advice on a matter if it requires further assurance on a matter which could relate to a declared interest.
- 8.17 Board or Committee members who have declared a material personal interest in a matter and are nonetheless permitted to be present or vote (or both) in relation to the matter, are to be reminded by the unconflicted Board members or Committee members that they are still subject to legal duties to:
- to act honestly, in good faith and for a proper purpose; and
 - not misuse their position or any information obtained by virtue of their position.
- 8.18 In all instances where the Board or a Committee permits a Board member with a material personal interest to be present or vote (or both) on a matter relating to the declared interest, the Board or Committee should be confident that this decision does not otherwise impair the integrity of the decision-making of the Board or Committee as a whole.
- 8.19 The action and result of the voting of any conflict of interest will be recorded in the minutes of meeting and in the register of interests by the Board Secretariat.

9. Conduct and values

- 9.1 Board members will exercise their powers, perform their functions and discharge their duties with care and diligence.
- 9.2 In particular, Board members will:
- promote the objectives of the United Nations Convention on the Rights of Persons with Disabilities (UNCRPD)
 - ensure the voices and experiences of people with disability are at the core of Board deliberations and decisions
 - promote accessible and inclusive practices through the operations of the Board
 - act in an objective, impartial manner, in the best interests of the Board and the Agency
 - apply good analytical skills, objectivity and good judgement
 - express opinions constructively and openly and raise issues that relate to the Board's responsibilities
 - develop an understanding of the Agency's operating context and maintain a focus on participant outcomes
 - contribute the time required to meet their responsibilities.
- 9.3 Board members will, in all activities associated with their service on the Board, act in a way that promotes and upholds the values of the Agency and the General Duties of Commonwealth Officials.

10. Performance

10.1 The Board will review its performance, and the performance of its committees, on an annual basis. The Board has adopted the following criteria to be considered as part of the review:

Board structure and operations

- Members understand their roles and responsibilities
- Board and committee meetings operate effectively
- Board and committees have the right skills and experience necessary to discharge their functions
- Charters are fit for purpose
- Meeting agenda cover the Board or Committee's key priorities and functions

Board's governing of the Agency

- The Board's strategic direction for the Agency is clear and implemented
- The Board's monitoring of policies, systems and strategy is effective
- The Board's control framework is fit for purpose
- The Board complies with its statutory obligations

Relationships

- The relationship between the Board and CEO is effective
- The relationship between the Board and Minister is effective
- The Board has effective mechanisms to ensure it is engaging with community.
- The Board has regard to feedback and advice from stakeholders

11. Review

11.1 The Board will review this charter on an annual basis. This review will be conducted by an external party at least once every 3 years.

Date of approval: 20 March 2025

Next review: March 2026