



»» CORPORATE GOVERNANCE

Board

The Board of Goulburn Valley Water operates under the provisions of the *Water Act 1989* and has responsibility for the corporate governance of the Authority. The Board is responsible for setting strategic direction, establishing goals and objectives for executive management and monitoring the business on behalf of its customers and the Victorian Government. Key corporate governance responsibilities of the Board include:

- The adoption and monitoring of Goulburn Valley Water's Corporate Plan, Water Plan and Statement of Obligations;
- Monitoring operational and financial performance on a regular basis;
- Ensuring that risk management systems are in place to cover environmental, operational and financial risks;
- Appointing, establishing objectives and reviewing the performance of the Chief Executive Officer;
- Ensuring that Goulburn Valley Water has policies and procedures to satisfy its legal and ethical responsibilities; and
- Reporting to and communicating with the Victorian Government and other stakeholders on the financial and operational performance of the Authority.

Board Composition

The Board comprises seven members appointed by the Minister for Water, Environment and Climate Change.

For the period 1 July 2006 to 31 January 2007, the members of the Board were Jennifer Houghton (Chair), Catherine Scott (Deputy Chair), Bruce Chamberlain, Denis Flett, Michael Hall, Allan Layton and Margaret Rae.

On 1 February 2007 five Board positions became vacant and the Minister for Water, Environment and Climate Change reappointed three existing and two new Board members for a three year term.

The current members of the Board are Jennifer Houghton (Chair), Catherine Scott (Deputy Chair), Don Cummins, Denis Flett, Michael Hall, Mark Lawlor and Margaret Rae.

Board Members



Jennifer Houghton

Jennifer Houghton, Chair, resides at Longwood and has been a member of Goulburn Valley Water Board since November 1997. Jennifer was appointed as Chair in November 2005. She has an extensive background as an educator, is a commercial pilot and a Director of the Aerospace, Defence and Maritime Foundation. Jenny is a former Board Member of the Kangan Batman Institute of TAFE. She follows her passion for aviation and education and has been recognised for her contribution both nationally and internationally. She established and operates an award winning vineyard in the foothills of the Strathbogie Ranges. She has a Bachelor of Education and is a Fellow of the Australian Institute of Company Directors. She is vitally interested in the health and prosperity of communities in regional Victoria.

Catherine Scott

Catherine Scott, Deputy Chair, lives at Bylands near Kilmore and operates a beef cattle stud. She is an experienced board member and senior executive with over 15 years experience in the finance/investment banking industry with a strong focus on infrastructure and agribusiness funding. Catherine has a unique combination of investment banking and corporate experience in aviation, infrastructure and agriculture sectors. Catherine is a Non-Executive Director of V-Line Passenger Pty Ltd and VicForests. She is Chair of the V-Line Passenger and VicForests Audit Committees. She holds a Bachelor of Science (Honours) degree, a Bachelor of Commerce Degree and is a Fellow of the Australian Institute of Company Directors.



Don Cummins

Don Cummins, lives on a beef farm between Benalla and Mansfield at Lake Nillahcootie with his wife Pam and was appointed to the Goulburn Valley Water Board in February 2007. Don was a maths/science and economics teacher before becoming mayor of Delatite and - after leading the break-up of that shire - the inaugural mayor of the new shire of Mansfield. He has been the Chair of Goulburn-Murray Water since 2004 and is a director of the Goulburn Broken CMA. He holds a Bachelor of Economics and a Bachelor of Education and is a Graduate member of the Australian Institute of Company Directors.

Denis Flett

Denis Flett, lives in Tatura and was appointed to the Goulburn Valley Water Board in November 2005. Denis is the Manager Rural Water with Sinclair Knight Merz, the Chair of the National Program for Sustainable Irrigation and President of the Tatura Football Netball Club. He was previously the foundation Chief Executive and a Board Director of Goulburn-Murray Water and a Victorian Commissioner of the Murray-Darling Basin Commission. He holds a bachelor of Civil Engineering degree from Monash University, is a Fellow of the Institution of Engineers, Australia and a Fellow of The Australian Institute of Company Directors.



Board Members (continued)



Michael Hall

Michael Hall, lives in Shepparton and has a Bachelor of Arts majoring in Economics and Accountancy. Michael is a member of the Institute of Chartered Accountants of Scotland and Australia, a Registered Tax Agent and a Registered Company Auditor. Michael is currently a Partner in charge of Audits and Wealth Management at MB&M Business Solutions. Michael is active in a range of community roles including Shepparton Golf Club, Member of the Board of Fairley Leadership Program and the Finance Committee of Goulburn Valley Grammar School. He is a Director of and Chairman of the Audit Committee of Goulburn Valley Division of General Practitioners Ltd, and a Member of the audit Committee of Goulburn Broken Catchment Management Authority. Michael is also a member of the Australian Institute of Company Directors.

Mark Lawlor

Mark Lawlor lives in Merrigum, in the heart of irrigation country, and is Managing Director of a successful contract fencing company. Mark has been involved in the Victorian water industry since 1991 and served on the Boards of Goulburn Valley Water from 1994 until 2000 and Goulburn Murray Water from 2001 until 2004. He holds a Graduate Diploma in Environmental Management from La Trobe University with a particular focus on issues relating to the Murray-Darling Basin and Company Directors Course Diploma from the Australian Institute of Company Directors. Mark maintains an active involvement in local Landcare and CFA.



Margaret Rae

Margaret Rae has a background in both the public and private sectors and a well established professional career in the university sector of higher education particularly in the areas of policy analysis, development and application, strategic planning, financial management and legislative matters. Through extensive experience on a range of boards and committees, including two terms as Deputy Chair of the Lake Mountain Alpine Resort Management Board and current appointments as President of the Alexandra District Hospital Board and Treasurer for the Buxton Rural Fire Brigade, Margaret brings a range of skills to bear on the complex issues managed by the Board in conducting its core business and in future planning and development initiatives. For the past eight years Margaret has also been an active member of the Goulburn Broken Waterwatch Monitoring Group and has developed a keen interest in the health of our rivers.





Board Meetings and Committees

Board meetings are scheduled for the first Wednesday of each month except January. Additional meetings are convened from time to time as circumstances arise and periodic infrastructure inspections and consultation meetings are undertaken throughout the year. The Chief Executive and senior executives attend all Board Meetings. The Director – Corporate Services Peter Quinn is the nominated Board Secretary and provides advice to the Board on governance matters.

The Board has established three Committees to assist in carrying out its functions and responsibilities. The Chair convenes the Remuneration and Performance Committee and is an ex-officio member of all other Committees. The Chief Executive attends meetings together with senior executives as required. Minutes of Committee meetings are presented to the full Board.

The Audit and Compliance Committee is delegated the task of overseeing all financial matters including appointment of auditors, review of audit programs, adequacy of internal financial controls, operating and accounting policies and controls. The Victorian Auditor-General is responsible for the audit of the Authority's financial records. Richmond Sinnott & Delahunty (Chartered Accountants) have been appointed by the Auditor-General as his Agent for the year ended 30 June 2007. Pitcher Partners are engaged as the Authority's internal auditors.

The Audit Committee members are Michael Hall (Chair), Catherine Scott and Margaret Rae until February 2007 and then Denis Flett joined the Committee. All members are independent in character and judgement and there are no relationships or

circumstances which could affect, or appear to affect, their judgement. The Board Chair, Jennifer Houghton is an ex-officio member of the committee and the Committee Secretary is the Director – Finance, Graeme Jolly.

The Remuneration and Performance Committee reviews the performance and remuneration of senior executives within the policy parameters issued by the Government Sector Executive Remuneration Panel (GSERP). The Committee, on behalf of the Board, strives to attract, retain and motivate senior executives of the quality required to provide sound performance and leadership of the Authority.

The Remuneration and Performance Committee members are Jennifer Houghton (Chair) Michael Hall, Catherine Scott and Denis Flett joined the committee in January 2007.

The Operations, Environment and Safety Committee is responsible for ensuring the effective management of operational risks; reviewing operational/environmental performance and compliance with water quality guidelines and the Environmental Management System; ensuring the fulfilment of obligations and responsibilities relating to Occupational Health and Safety.

The Operations, Environment and Safety Committee members were Allan Layton (Chair), Bruce Chamberlain, Denis Flett and Margaret Rae until February 2007. The committee members from February are Margaret Rae (Chair), Don Cummins, and Mark Lawlor. The Board Chair Jennifer Houghton is an ex-officio member of the committee and the Committee Secretary is Director – Technical Services, Allen Gale.

Board Members Attendance					
Name	Board Meetings	Special Board Meetings	Audit & Compliance Committee	Remuneration Committee	Operations Environment & Safety Committee
Jennifer Houghton	11/11		3/4*	2/2	1/4*
Catherine Scott	11/11		4/4	2/2	
Bruce Chamberlain (retired 31/1/07)	5/6				2/2
Denis Flett	10/11		2/2	2/2	2/2
Michael Hall	10/11		4/4	2/2	
Allan Layton (retired 31/1/07)	6/6				2/2
Margaret Rae	10/11		2/2		2/2
Mark Lawlor (appointed 1/2/07)	5/5				2/2
Don Cummins (appointed 1/2/07)	4/5				1/2

* ex-officio member