

Photo courtesy of Mansfield Courier – Mansfield Shire visit new raw water storage. (L-R) Cr Tom Ings, Mansfield Shire chief executive officer David Roff, Goulburn Valley Water (GVW) chairman Don Cummins, Cr Sandie Jeffcoat, Mayor Marg Attley, Cr Jeff Whyte, GVW South East district manager Ken Turner, shire director of sustainable development Kim Steinle and shire engineer Paul Valente)



Corporate Governance

14

Board

The Directors of the Board of Goulburn Valley Water operate under the provisions of the *Water Act 1989* and have responsibility for the corporate governance of the Corporation. 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 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 Managing Director;
- 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 Corporation.

Board Composition

The Board comprises of seven non executive directors appointed by the Minister for Water and the Managing Director. For the period 1 July 2007 to 31 October 2007, the non-executive Directors of the Board were Jennifer Houghton (Chairman), Catherine Scott (Deputy Chairman), Don Cummins, Denis Flett, Michael Hall, Mark Lawlor and Margaret Rae.

On 1 November 2007 the Chairman's position and one non-executive director's position became vacant. The Minister for Water appointed Don Cummins as Chairman and reappointed Denis Flett and appointed Bruce Nicholls as a new director to Board.

The current non executive Directors of the Board are Don Cummins (Chairman), Catherine Scott (Deputy Chairman), Denis Flett, Michael Hall, Mark Lawlor, Bruce Nicholls and Margaret Rae.

Directors of the Board



Don Cummins

Don Cummins, Chairman, lives on a beef farm at Lake Nillahcootie. He was appointed as Chair of Goulburn Valley Water from late November 2007 after a three year term chairing Goulburn-Murray Water from 2004. Don was a maths/science and economics teacher before becoming mayor of Delatite Shire Council and - after leading the break-up of that shire - the inaugural mayor of the new Mansfield Shire Council.

Catherine Scott

Catherine Scott, Deputy Chairman, lives in Bylands near Kilmore and operates a beef cattle stud with husband Mark. 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 the aviation, infrastructure and agriculture sectors. Catherine is also a director of Goulburn Murray Rural Water Corporation, V/Line Passenger Pty Ltd, V/Line Corporation and VicForests. Catherine is Chair of the audit committees of VicForests and V/Line Passenger Pty Ltd. She is a Fellow of the Australian Institute of Company Directors, holds a Bachelor of Science (Honours) degree, a Bachelor of Commerce Degree and Company Director Course Diploma from the Australian Institute of Company Directors.



Denis Flett

Denis Flett, lives in Tatura, is President of the Tatura Football Netball Club and a Member of the South Australian Water Security Council. He is the Manager, Rural Water with Sinclair Knight Merz and his roles in this capacity include Chair of the Independent Audit Group for the Murray-Darling Basin Commission (MDBC), Chair of the Victorian Consultative Committee for the Northern Region Sustainable Water Strategy and working on the development of water accounting in Australia. Denis has a Bachelor of Civil Engineering from Monash University and is a Fellow of Engineers Australia and The Australian Institute of Company Directors. He was the foundation Chief Executive and a Board Director of Goulburn-Murray Water for 11 years and represented Victoria on the MDBC for 10 years.

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, Fairley Leadership Program, Goulburn Valley Grammar School and a member of the Audit Committee of Goulburn Broken Catchment Management Authority.





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 is very supportive of the regional vision of investment to upgrade local irrigation infrastructure and is interested to expand that vision to include a reassessment of the correct balance between consumptive water entitlements and the environmental water reserve.

Bruce Nicholls

Bruce Nicholls B.Comm. Dip Bus., Foundation Fellow, Australian Institute of Company Directors. Now a resident of Mitchell Shire, Bruce is a former Trade Commissioner, Director of State Development in NSW, Public Company Director, Chairman of the Royal Automobile Club of Australia and Trustee of the Committee for Economic Development of Australia. Currently Managing Director of Capital Holdings & Development (CHADCORP)- an investment holding Company, Bruce grazes cattle at Glenaroua and is active in local community groups, including Rotary, Landcare and the CFA.



Margaret Rae

Margaret Rae, lives in Alexandra, has a Bachelor of Arts and is a Graduate Member of the Australian Institute of Company Directors. Her professional career has spanned a range of management roles with Deakin, LaTrobe and Swinburne Universities. Margaret is currently President of the Alexandra District Hospital, Chair of the GVW Operations, Environmental and Safety Committee, Treasurer/ Secretary of the Buxton Rural Fire Brigade and is former Deputy Chair of Lake Mountain Alpine Resort Management Board. She has also been an active member of Waterwatch and a number of other community organisations.

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 Managing Director and General Managers attend all Board Meetings. The General Manager - Corporate Services 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 Chairman convenes the Remuneration and Performance Committee and is an ex-officio member of all other Committees. The Managing Director 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 Corporation's financial records. Richmond Sinnott & Delahunty (Chartered Accountants) have been appointed by the Auditor-General as his Agent for the year ended 30 June 2008. Pitcher Partners are engaged as the Corporation's internal auditors.

The Audit Committee members are Michael Hall (Chair), Catherine Scott and Denis Flett. 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 Chairman, Don Cummins is an ex-officio member of the committee and the Committee Secretary is the General Manager - 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 Corporation.

The Remuneration and Performance Committee members were Jennifer Houghton (Chair), Michael Hall, Catherine Scott and Dennis Flett until November 2007. The new committee members from November are Don Cummins (Chair), Catherine Scott, Dennis Flett and Bruce Nicholls

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, and ensuring the fulfilment of obligations and responsibilities relating to Occupational Health and Safety.

The Operations, Environment and Safety Committee members were Margaret Rae (Chair), Don Cummins, and Mark Lawlor until 31 October 2007. The new committee members from November are Margaret Rae (Chair), Mark Lawlor and Bruce Nicholls. The Board Chairman Don Cummins is an ex-officio member of the committee and the Committee Secretary is General Manager - Technical Services, Allen Gale.

Name	Board Meetings	Audit & Compliance Committee	Remuneration Committee	Operations Environment & Safety Committee
Jenny Houghton (retired 31/10/07)	4/4	*1/1	4/4	
Don Cummins	3/4			1/1
Don Cummins (Chairman 01/11/07)	7/7	*2/3	3/3	*1/3
Catherine Scott	11/11	4/4	6/6	
Denis Flett	11/11	4/4	5/6	
Michael Hall	11/11	4/4	5/6	
Mark Lawlor	11/11			4/4
Bruce Nicholls (appointed 1/11/2007)	7/7		2/2	2/2
Margaret Rae	11/11			4/4

* ex officio member