

BOARD MEMBER CHARTER

PURSUANT TO DARWIN WATERFRONT CORPORATION ACT

DARWIN WATERFRONT CORPORATION (CORPORATION)

Document title	Board Member Charter
Related policy	Conflict of Interest Policy and Procedure – Local Delegations Schedule, Darwin Waterfront Corporation
Adopted date	7 November 2025
Contact details	Corporate and Governance Manager phone: 8999 5109
Approved by	Darwin Waterfront Corporation Board, out of session on 7 November 2025
Date approved	7 November 2025
Document review	Annual
TRM number	58-F25-1255

Version	Date	Author	Changes made
1.0	2016	General Manager	Document created
1.1	2018	General Manager	Annual Review
1.2	2023	General Manager	Annual Review
1.3	2024	Deputy CEO	Annual Review
1.4	2025	Deputy CEO	Annual Review
1.5	2025	Corporate and Governance Manager / Chair	Conflict of Interest (to bring in line with policy) / governance enhancements

Acronyms / Abbreviations	Full form
Act	Darwin Waterfront Corporation Act 2006 (NT)
CEO	Chief Executive Officer
DCEO	Deputy Chief Executive Officer
DWC	Darwin Waterfront Corporation
The Corporations Act	Corporations Act 2001 (Cth)

1. Purpose

- 1.1. The Board is responsible for ensuring the overall performance and good governance of the Darwin Waterfront Corporation (**DWC**). The Board's specific functions and responsibilities include considering and approving strategic direction, establishing key objectives and performance measures and monitoring the performance of the DWC.
- 1.2. The Board has adopted this Charter to outline the manner in which its powers and responsibilities – including those under the Darwin Waterfront Act (NT) (**Act**) and Corporations Act 2001 (Cth) (**the Corporations Act**) – will be exercised and discharged.
- 1.3. The Board is committed to, and expects the highest standards of, corporate governance and strict compliance with the law from all members, senior management and employees of the DWC.
- 1.4. The provisions of the Act prevail over any inconsistency with this Charter.

2. Role of the Board

- 2.1. The Board is responsible to the Minister, as defined by the Act, for the performance of the DWC.
- 2.2. In exercising its functions and powers as set out in this Charter, the Board will at all times recognise its overriding responsibility to:
 - 2.2.a. maintain and encourage good corporate governance standards;
 - 2.2.b. act honestly, fairly and diligently;
 - 2.2.c. act in accordance with laws and regulations;
 - 2.2.d. avoid or manage conflicts of interest;
 - 2.2.e. promote the DWC as a good corporate citizen; and
 - 2.2.f. achieve and maintain community respect.

3. Key Responsibilities

- 3.1. The Members of the Board's functions and responsibilities include:
 - 3.1.a. reviewing and approving corporate strategies, the annual budget and financial plans;
 - 3.1.b. overseeing and monitoring organisational performance and the achievement of the DWC's strategic goals and objectives, particularly those defined by the Act;
 - 3.1.c. ensuring compliance with the Act and more broadly with the principles and objectives of a statutory corporation, including reviewing and overseeing systems of risk management and internal control, and regulatory compliance;
 - 3.1.d. facilitating development and construction consistent with project delivery deeds and other contractual arrangements;
 - 3.1.e. considering management proposals, including material capital expenditure, and providing advice and approvals where appropriate;
 - 3.1.f. monitoring the financial and operational performance of the Darwin Convention Centre under the concession deed and review Business Plans and other associated financial commitments;
 - 3.1.g. managing property under the control or ownership of the DWC and guiding the development and maintenance of civic amenities and facilities;

- 3.1.h. creating, administering, reviewing and amending by-laws as required for good order and management pursuant to the Act;
- 3.1.i. overseeing the levying and collection of rates for municipal services as prescribed by the by-laws;
- 3.1.j. recommending for appointment by the Minister and assessing the performance of the Chief Executive Officer (CEO), and provide input into the operations and staffing requirements of the DWC;
- 3.1.k. delegating the CEO to exercise the powers and functions of the DWC;
- 3.1.l. monitoring financial performance and liaise with the Auditor General;
- 3.1.m. overseeing the effectiveness of management processes in place and approving major corporate initiatives;
- 3.1.n. enhancing and protecting the brand and reputation of the DWC;
- 3.1.o. guiding and overseeing the promotional activities of the DWC, with emphasis on the Darwin Waterfront being a place of residence and business and a venue for public events and entertainment;
- 3.1.p. overseeing the processes for identifying significant risks facing the DWC, and that appropriate and adequate control, monitoring and reporting mechanisms are in place;
- 3.1.q. monitoring the culture of the DWC and, to the extent possible, the Darwin Waterfront;
- 3.1.r. reporting to, communicating with and taking direction from the Minister – including the production of an Annual Report and all other public reporting requirements of the Act.
- 3.2. In carrying out the above functions and responsibilities, the Board may delegate any of its powers to a Board committee, a member, an employee or other person subject to any requirements under the Act or other applicable legislation.

4. Relationship with Management

- 4.1. As described in paragraph 3.1.k, the DWC's CEO has delegated responsibility for managing DWC activities pursuant to the Act, Board policy and Board direction.
- 4.2. The CEO is accountable to the Board for the exercise of authority pursuant to the Act and as delegated by the Board. The CEO and the Deputy CEO (DCEO) will report to the Board on the exercise of these powers on an ongoing basis.
- 4.3. Management must supply sufficient and timely information to the Board to allow it to discharge its duties effectively. The Board must independently assess the information provided by management.
- 4.4. A key function of the Board is to monitor the performance of management according to the strategies and objectives decided by the Board. Members have access to the DCEO at any time. In addition to regular attendance by the DCEO at Board meetings, Board members may seek briefings from the DCEO on specific matters in accordance with the Board agenda, and as otherwise required.
- 4.5. The Board retains the ultimate legal responsibility for the exercise of powers delegated to management. In particular, the Board is responsible for ensuring that powers and functions are in each case delegated in a responsible and appropriate manner, and that the exercise of these powers, as well as any reports and information provided by management, are independently assessed by the Board.

5. Relationship with responsible Minister

- 5.1. As part of the DWC's relationship with the Northern Territory Government, the Board is responsible for:
 - 5.1.a. overseeing compliance by the DWC with any formal directions issued by the responsible Minister under the Act or policies issued by the responsible Ministers, which the DWC is required, or has undertaken, to comply with;
 - 5.1.b. approving and providing the Annual Report to the responsible Minister as required by the Act;
 - 5.1.c. keeping the responsible Minister informed about the DWC's operations, financial performance and financial position and its achievement of objectives in strategic and operational plans; and
 - 5.1.d. ensuring all communications with the Minister are documented and comply with any government protocols.
- 5.2. immediately informing the responsible Minister of any matters that arise that, in the Board's opinion, may:
 - 5.2.a. significantly affect achievement of the strategic and operational objectives of the DWC; or
 - 5.2.b. cause significant political or adverse media attention in relation to the DWC and/or the Darwin Waterfront as a whole.

6. Board Composition

- 6.1. The Minister appoints at least 3 but not more than 7 Board Members. The total Members include one Member holding the position of CEO, as recommended by the Board and appointed by the Minister.
- 6.2. Members must meet any eligibility criteria under the Act, such as not being disqualified under applicable laws.
- 6.3. The CEO is employed on terms and conditions as determined by the Minister. These terms and conditions may be recommended by the Board, are to be documented by the DWC and those approved by the Minister are to be noted by the Board. Under the Act, the final terms and conditions for the CEO is at the absolute discretion of the Minister.
- 6.4. The Board may recommend additional or replacement Members to the Minister with the aim to achieve an appropriate mix of skills, expertise, experience and diversity at the DWC. Appointment is at the absolute discretion of the Minister.
- 6.5. The Minister must appoint a Board Member as Chairperson.

7. Role of the Chairperson

- 7.1. The Chairperson is responsible for:
 - 7.1.a. leading the Board Members in their duties under the Act and pursuant to this Charter;
 - 7.1.b. oversight of the processes and procedures in place to evaluate the performance of the Board, its CEO and committees (if established); and
 - 7.1.c. managing the conduct of Board meetings and facilitating effective discussions at Board meetings by promoting an environment of trust, respect and openness.

Responsibility of Individual Board Members

- 7.2. Each member is appointed pursuant to the terms of a letter of appointment from the Minister.
- 7.3. Each member is expected to observe the highest standards of ethical behaviour.
- 7.4. Members must maintain confidentiality of Board discussions and DWC information, except as required by law. This obligation continues after a member's resignation or cessation of appointment and applies to all information obtained during their term on the Board.
- 7.5. Funded professional development activities for Board Members are available from the DWC, provided it is budgeted, proposed in advance and approved by the Chair or CEO.

8. Interests

- 8.1. Members must:
 - 8.1.a. disclose to the Board any actual, perceived, or potential conflict of interest as soon as they become aware of the interest or circumstance giving rise to the conflict;
 - 8.1.b. where a conflict arises between scheduled meetings, notify the Chair and Board Secretariat as soon as practicable;
 - 8.1.c. Unless the Board decides otherwise, where a conflict (actual or perceived) exists, the conflicted member will be excluded from all considerations of the relevant matter, including receipt of any part of the Board papers or other documents containing any reference to the matter.
- 8.2. Members are expected to advise the Chairperson of any proposed Board or executive appointments to other organisations as soon as practicable.
- 8.3. Disclosure of interests by Board members is a standing meeting agenda item.
- 8.4. The management of interests, including the maintenance of the Register of Interests, annual declaration requirements and management actions will be undertaken in accordance with the *Darwin Waterfront Corporation Conflict of Interest Policy and Procedure – Local Delegations Schedule*.

9. Meetings

- 9.1. The Board will meet at least 6 times a year, or otherwise as convened by the Chairperson and/or as required by the Act.
- 9.2. A quorum for meetings shall be a majority of Members, excluding any declared conflicted Members.
- 9.3. At any time, the Minister may direct the Chairperson to convene a meeting of Members to deal with a matter specified by the Minister.
- 9.4. Meetings may be held in person or via electronic means to facilitate cost effective participation.

10. Charter Review

- 10.1. This Corporation Member Charter is to be reviewed at least annually to ensure it is up to date and relevant to the Board's objectives and responsibilities.
- 10.2. Any amendments must be approved by the Board and notified to the Minister.



Related documents

[Northern Territory Government Boards Handbook](#)

[*Darwin Waterfront Corporation Act*](#)

[Code of Conduct for the Northern Territory Public Sector](#)