



**The Greater Metropolitan  
Cemeteries Trust**

Lasting memories, peaceful places.

# Trust Charter

**Responsible directorate:** Chief Executive Officer

**Authorised by:** Trust

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# 1. Introduction

The Greater Metropolitan Cemeteries Trust (the Trust) is classified as a Class A Cemetery Trust under the Cemeteries and Crematoria Act 2003 (Vic). The Trust was established on 1 March 2010 as a consequence of amendments to the Act, enabling the consolidation of eight existing cemetery trusts into one. These include locations in Altona, Anderson's Creek, Fawkner, Keilor, Lilydale, Preston, Templestowe and Wyndham.

The Trust is a body corporate with perpetual succession established by Governor in Council pursuant to regulations under the Cemeteries Act 1958 and updated within the Cemeteries and Crematoria Act 2003 (Vic) (the Act).

- The Trust is governed by six to nine Trust Members. The functions of the Trust and Trustees are as prescribed by section 12 and 12B of the Cemeteries and Crematoria Act 2003 (as amended), which is set out in Schedule 1. The powers of the Trust are set out in sections 13 and 14 of the Act. Requirements in respect of the preparation of an Annual Plan and a Strategic Plan are set out in sections 18M and 18N of the Act.
- This Charter provides the framework for the way in which the Trust of The Greater Metropolitan Cemeteries Trust (GMCT) carries out its governance responsibilities.

The GMCT Trust is responsible for the governance of the organisation including the key roles of setting strategic direction, approving the annual budget, monitoring performance, ensuring compliance, developing policy, high level stakeholder management and ensuring that a risk management framework is in place. The Trust delegates day-to-day management of the cemeteries within its control to management via the CEO, subject to documented delegations.

## 2. Trust Composition

### 2.1 Composition of the Trust

The Cemeteries and Crematoria Act 2003 specifies that a cemetery trust shall consist of no less than six (6) and no more than nine (9) members.

Notwithstanding that, where the Trust has fewer than six members from time to time, pending the appointment of more members, any actions and decisions taken by the Trust shall be as effective as if taken by the Trust with a fully constituted membership.

Trust members will be remunerated in accordance with the Victorian Government Gazette.

### 2.2 Trust Member Skills and Attributes

The contribution of each Trust Member to the Trust's governance role is a key element in the success of the cemetery operations. The need for individual trust members to apply a range of appropriate skills and attributes remains an essential component in the ability of the Trust to deliver the required outputs and operate in an ethical and appropriate way.

The Trust includes members with some or all of the following skills to enable informed and balanced decision-making:

- Public company, government or community board experience;
- Strategic planning;
- Understanding of governance processes;
- Business experience;
- Risk management and audit;
- Financial management and accounting;
- Legal;
- Business development;
- Facility development and management;
- Community representation;
- Understanding of government and government enterprises; and
- Industry-specific skills and knowledge

## 2.3 Appointment of Members

Trust Members are appointed by the Governor in Council on the advice of the Minister for Health.

Schedule 1 of the Cemeteries and Crematoria Act 2003 establishes the terms of appointment of Class A Cemetery Trust Members as:

- A member of a Class A Cemetery Trust holds office for the period, not exceeding 3 years, as specified in the instrument of his or her appointment.
- A member of a Class A Cemetery Trust is eligible for re-appointment.
- A member of a Class A Cemetery Trust is appointed on the terms and conditions specified in the instrument of appointment.
- The Public Administration Act 2004 (other than Part 3 of that Act) applies to a member in respect of the office of member.

## 2.4 Expenses, Development and Insurance

All reasonable expenses incurred in carrying out the duties of a Trustee are met by GMCT in accordance with GMCT's Reimbursement of Expenses Policy as varied from time to time.

Trustees are entitled to participate in governance development relevant to performance of their duties as agreed with the Trust Chair.

## 3. Trust Duties

The Trust Members undertake to meet the code of conduct for Victorian public entity Board members issued by the Public Sector Standards Commissioner. Under such standards, all trust members must:

- Act with honesty and integrity.** Be open and transparent in their dealings; use power responsibly; do not place themselves in a position of conflict of interest; strive to earn and sustain public trust of a high level.
- Act in good faith in the best interests of the Trust.** Demonstrate accountability for their actions; accept responsibility for their decisions; do not engage in activities that may bring them or the Trust into disrepute.
- Act fairly and impartially.** Avoid bias, discrimination, caprice or self-interest; demonstrate respect for others by acting in a professional and courteous manner.
- Use information appropriately.** Ensure information gained as a trust member is only applied to proper purposes and is kept confidential.
- Use their position appropriately.** Do not use their position as a trust member to seek an undue advantage for themselves, family members or associates, or to cause detriment to the Trust and ensure that they decline gifts or favours that may cast doubt on their ability to apply independent judgement as a trust member of the Trust.
- Act in a financially responsible manner.** Understand financial reports, audit reports and other financial material that comes before the Trust; actively inquire into this material.
- Exercise due care, diligence and skill.** Ascertain all relevant information; make reasonable enquiries; understand the financial, strategic and other implications of decisions
- Comply with the established legislation,** Act within the powers and for the functions set out in Trust's established legislation and/or ministerial charter.
- Demonstrate leadership and stewardship.** Promote and support the application of the Victorian public sector values; act in accordance with the Directors' Code.

Trust Members are expected to:

- a. Contribute to the Trust
  - attend meetings and prepare appropriately including participating in teleconferences and any unscheduled meetings as required
  - undertake ongoing development
  - serve on at least one Trust Committee
- b. Act properly
  - Operate in accordance with the Act
  - maintain confidentiality by using information received as a Trustee only in accordance with the Act and proper performance of the Trustee's duties, and by not disclosing any Trust matters or decisions without express approval of the Trust Chair
  - declare conflicts of interest by annually completing a standard Declaration of Private Interests form, and at Trust meetings
- c. Represent
  - participate in site visits and ceremonies associated with GMCT events
  - advocate for and represent GMCT when engaging with key stakeholders.

## 4. Trust Roles

The Trust ensures that the organisation meets its strategic and operational objectives and compliance requirements through undertaking the following roles:

- a. Strategic Direction
  - Set the vision and strategic direction for the organisation
  - Develop the Strategic Plan in consultation with the CEO and senior management.
  - Review the Strategic Plan annually including measurable KPI's and undertake a comprehensive strategic planning process every three years.
  - Ensure that the tone and culture of the organisation are in accordance with its Vision and Values
- b. Policy Making
  - Set policy parameters and approve policies and delegations.
  - Review each key policy when due.
- c. Monitor Performance:  
Ensure strategic operational and financial performance is monitored and reviewed, and appropriate internal controls are in place, including regularly monitoring progress against the Strategic Plan, Business Plan and budget.
  - Approve annual budget and financial transactions within delegations.
  - Report on Trust performance against set criteria on an annual basis.
- d. Chief Executive Officer.
  - Select and appoint the Chief Executive Officer to perform the functions set out in section 18M of the Act.
  - Manage the performance of the Chief Executive Officer
  - Endorse appointment of Chief Executive's direct reports with Trust agreed parameters.
  - Ensure ongoing development of Chief Executive Officer and Executive team.
- e. Risk Management
  - Ensure that high-level risks are brought to the attention of the Trust in a timely manner.
  - Ensure a Risk Management Framework with adequate policies, procedures and controls are in place to assess and manage risk.
  - Monitor risk regularly.
- f. Stakeholder Management
  - Maintain positive relationships with major stakeholders including the Minister for Health and senior Departmental officers.

- Engage local communities through the Community Advisory Committee and other appropriate mechanisms.

## 5. Trust Chair

Section 1A of the Cemeteries and Crematoria Act 2003 (Vic) stipulates that The Governor in Council, by instrument, must appoint one of the members of a Class A Cemetery Trust to be chairperson.

A person appointed as chairperson of a Class A Cemetery Trust—

- holds that office for the period not exceeding 3 years; and
- is eligible for re-appointment.

A person appointed as chairperson ceases to hold that office—

- on ceasing to be a member of the Class A Cemetery Trust; or
- on resigning as chairperson but remaining as a member; or
- on the expiry of his or her appointment as chairperson.

### 5.1 Responsibilities of the Chair

The Chair of the Trust holds both a leadership and relationship management role. The Chair:

- has the powers of an ordinary Trustee but can exercise a casting vote if required
- leads the Trust in the conduct of its responsibilities and discharge of its duties
- leads the Trust in ensuring effective governance of GMCT and the achievement of the Trust Roles
- takes reasonable steps to ensure that GMCT has an effective reporting system to enable Trustees to monitor effectively the financial health of the organisation
- interprets Trust policy as required
- in consultation with the CEO, sets the meeting agenda of the Trust and oversees the provision of adequate information to the Trust
- leads an effective relationship with the CEO and the Minister for Health
- represents GMCT in public settings and in speaking publicly on governance issues
- appoints Chairs to Trust Committees, and
- acts on other related matters.

## 6. Trust Committees

Under the Cemeteries and Crematoria Act 2003 as amended (the Act), the Trust is required to establish and operate the following Committees:

- Finance Committee
- Audit and Risk Committee
- Community Advisory Committee
- Executive Performance and Remuneration Committee.

Each Committee shall be chaired by a Trust Member and include three Trust Members, including the Chair, in its membership. External experts may be invited to join committees as observers. Additional Committee Members for the Community Advisory Committee shall be publicly advertised.

Each Committee shall operate within Terms of Reference that are approved by the Trust. The functions and membership of Community Advisory Committee are set out in sections 18E, 181F and 18 G of the Act.

All Trust members will receive copies of minutes and access to all papers and have an open invitation to attend all committee meetings as observers. The Trust may appoint other Committees or Working Groups as required, subject to establishing Terms of Reference that are approved by the Trust.

Trust Committees are advisory and make recommendations to the Trust.

## 7. Trust Meetings

There is an expectation that all Trust members attend a minimum of 75% of meetings. The Minute Secretary will monitor attendance and bring to the attention of the Chair any breach of this expectation.

- a. Meetings may be called or held using any technology determined by the Trust Chair.
- b. The CEO attends all Trust meetings.
- c. Members of the Executive Team are expected to be available to attend Trust meetings.
- d. There is provision for the trust to meet "in Camera" at any Trust meeting.

### 7.1 Frequency

- a. The Trust will meet at least ten times a year, including at least one Strategic Planning Workshop.
- b. The Trust must hold an annual meeting before the 30th December each year which is open to the public.

### 7.2 Quorum

A quorum shall consist of a majority of Trust members, one of whom shall be the Trust Chair or a nominee of the Trust Chair.

### 7.3 Agendas

- a. The Trust Chair is responsible for the development of the Agenda for Trust meetings in conjunction with the Chief Executive Officer.
- b. Items for Agenda shall be submitted two weeks prior to the meeting date unless otherwise agreed.
- c. The Agenda will be circulated together with relevant meeting papers, in electronic or hard copy, if requested to Trust members the week prior to the meeting date.

### 7.4 Minutes

- a. Proceedings, findings and recommendations of all Trust meetings are minuted.
- b. Draft Minutes must be provided to the relevant Chair for review no later than 48 hours following the meeting.
- c. Draft Minutes shall be distributed to all members no later than seven (7) days following the meeting unless otherwise agreed by Trust.
- d. Minutes are approved by the Trust at its subsequent meeting and signed by the presiding Chair at its subsequent meeting.

## 8. Trust Review

- a. The Trust will review its performance annually.
- b. The Executive Performance and Remuneration Committee is responsible for assisting the Trust in reviewing its own effectiveness and performance.
- c. After the completion of the Review, the Trust Charter is reviewed to reflect any changes to Trust practice.

## 9. Terms of Reference Owner

For all queries or feedback regarding this Terms of Reference document, please contact the responsible department below.

Contact	Contact number	Contact email
Chief Executive Officer	9355 3126	Jbriggs@gmct.com.au

The responsible department manager coordinates the implementation, maintenance and review of the Terms of Reference; ensuring stakeholders are aware of their accountabilities.

## 10. Terms of Reference History

March 2010

Charter written

July 2010  
November 2014

Date of adoption  
Charter reviewed

## Schedule 1

### 12A Functions of Class A cemetery trusts

#### (1) The functions of a Class A cemetery trust are—

- (a) to properly and efficiently manage and maintain each public cemetery for which it is responsible;
- (b) to develop, in accordance with this Act, annual plans and strategic plans for the operation of the trust and to monitor compliance with those plans;
- (c) to develop annual business plans, strategies and budgets to ensure the efficient and accountable provision of services under the Act and the long term viability of the cemetery trust;
- (d) to establish and maintain effective systems to ensure that—
  - (i) the services provided by the cemetery trust meet the needs of the communities which it serves; and
  - (ii) the views of those communities are taken into account;
- (e) to oversee the organisational structure of the cemetery trust;
- (f) to employ a chief executive officer (by whatever title called) for the effective operation and management of the cemetery trust and each public cemetery for which it is responsible;
- (g) to monitor the performance of the chief executive officer;
- (h) to ensure there are systems in place to enable effective and accountable risk management, financial management and records management of the cemetery trust;
- (i) to provide leadership, assistance and advice as requested to listed Class B cemetery trusts;
- (j) to establish committees in accordance with the Act and ensure those committees operate effectively;
- (k) to ensure the Secretary is informed as soon as practicable of—
  - (i) any significant issues of public concern in relation to the cemetery trust, cemetery or crematoria services provided by that cemetery trust or the public cemeteries for which that cemetery trust is responsible; or
  - (ii) any significant risks that affect, or may affect, the cemetery trust or cemetery or crematoria services provided by that cemetery trust or the public cemeteries for which that cemetery trust is responsible;
- (l) to develop or adopt a code of conduct for members of the cemetery trust and for staff of the trust;
- (m) to ensure members of the cemetery trust receive adequate training to enable them to meet their obligations as members of the cemetery trust;
- (n) to carry out any other function conferred on a Class A cemetery trust by or under this Act or any other Act.

**(2) In exercising its functions, a Class A cemetery trust must have regard to—**

- a) its obligations in relation to funding of the perpetual maintenance of the public cemetery for which it is responsible; and
- (b) the cultural values and religious values (if any) of the community; and
- (c) the heritage values (if any) of the public cemetery for which it is responsible; and
- (d) the need to ensure that it uses its resources in an effective and efficient manner; and
- (e) the need to ensure that public resources across the cemeteries and crematoria sector are used effectively and efficiently.

**13. General powers of cemetery trusts**

A cemetery trust may do anything necessary or convenient to enable it to carry out its functions.

**14. Powers in respect of more than one cemetery**

If a cemetery trust is responsible for the management of more than one public cemetery, the cemetery trust may manage all the cemeteries as if they were one cemetery.

**16. Immunity of members of cemetery trust**

- (1) A member of a cemetery trust is not personally liable for anything done or omitted to be done in good faith—
  - (a) in the exercise of a power or the carrying out of a function under this Act or the regulations; or
  - (b) in the reasonable belief that the act or omission was in the exercise of a power or the carrying out of a function under this Act or the regulations.
- (2) Any liability resulting from an act or omission that would, but for subsection (1), attach to a member of the cemetery trust attaches instead to the cemetery trust.