

OFFICIAL

# Commission Charter

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## Introduction

The Victorian Gambling and Casino Control Commission (VGCCC) is established under the *Victorian Gambling and Casino Control Commission Act 2011* (the Act) as a statutory body.

The Commission is a body corporate with perpetual succession.

This Charter sets out the authority, role and responsibilities of the board of the Commission.

## Purpose and objectives of the VGCCC

### Purpose of the VGCCC

To ensure integrity, safety and fairness of the gambling industry for all.

### Objectives of the VGCCC

The objectives of the VGCCC are to:

- maintain and administer systems for the licensing, supervision and control of gambling businesses and the casino, for the purpose of:
  - ensuring that the management and operation of gambling businesses and the casino remain free from criminal influence and exploitation through oversight of those gambling businesses and casino and liaison with other regulatory agencies
  - ensuring that gambling is conducted or operated by a gambling business and gaming and betting in a casino, are conducted or operated honestly
  - fostering responsible gambling conducted or operated by a gambling business or in the casino.
- minimise gambling harm and problem gambling.

## Purpose and authority

### Commission purpose

The Commission's purpose is to set the strategic direction, oversee and ensure the Commission's statutory functions, objectives, powers and governance are carried out effectively.

### Commission authority

The Commission's authority is derived from the Act, government policy, Ministerial directions and decision-making guidelines, gambling legislation (as defined by the Act), the *Racing Act 1958* and any other legislation. Other than the powers which cannot be delegated, the Commission may delegate its powers as it considers appropriate.

## Role and responsibilities

### Role of the Commission

The Commission governs and oversees the VGCCC's functions and duties under the Act, gambling legislation (as defined by the Act) and the *Racing Act 1958*.

### Responsibilities of the Commission

#### Strategy and oversight

- Operate within the statutory powers and policies of the VGCCC.
- Ensure that matters reserved for the Commission are clearly identified and that necessary and appropriate delegations are documented, communicated and regularly reviewed.
- Oversee the VGCCC on behalf of the Minister responsible for administering the Act.
- Ensure the VGCCC operates within its establishing legislation, any delegations and rules.
- Ensure the VGCCC complies with legislation and government policies.
- Ensure that government objectives and priorities and the statutory purposes and functions of the VGCCC are achieved in a financially efficient, effective and economical way by:
  - setting the VGCCC's strategic direction
  - overseeing risk management strategy and ensuring risk management is integrated into the VGCCC's strategic planning process
  - approving the annual business plan, key performance indicators, annual budget and policies
  - approving major decisions related to strategic initiatives and policies
  - overseeing the VGCCC's delivery of services and achievement of objectives and performance
  - approving key accountability reports including the Annual Report and performance reports.
- Ensure appropriate and effective governance and compliance frameworks are in place, and regularly review the effectiveness of those arrangements.
- Oversee the financial performance of the VGCCC, including:
  - ensuring the VGCCC implements Victorian Government policy frameworks relating to the requirements of the *Financial Management Act 1994* (FMA Act) and the associated Directions, Instruments and Financial Reporting Directions issued under section 8 of the FMA Act
  - conducting an annual review of the VGCCC's financial and broader governance performance.
- Oversee the workplace, health and safety of the VGCCC.

## Leadership

- Appoint the Chief Executive Officer (CEO) in consultation with the Minister and oversee the performance and remuneration of the CEO.
- Play an active role in building a culture of integrity by modelling the behaviours based on the public sector values and standards consistent with the *Public Administration Act 2004* (the PA Act).
- Build and maintain the VGCCC's reputation and relationship with stakeholders.
- Work with VGCCC's management to develop communication protocols related to the Minister, and other significant stakeholders.
- Inform the Minister of known major risks to the effective operation of the VGCCC, and any activities and strategic issues with potential financial implications for the state.

## Governance

- Review the VGCCC's governance policies and monitor the effectiveness of governance systems and practices.
- Review the selection, appointment, reappointment and replacement of the auditor in conjunction with the Audit and Risk Management Committee and oversee audit activities.

## Tribunal

Make decisions on gambling matters from approving new gaming venues or more gaming machines, to disciplinary actions and reviews.

## Appointment to the Commission

The Chair, Deputy Chair(s) and Commissioners are appointed by the Governor in Council on the recommendation of the Minister.

The Commission consists of a Chair, one or more Commissioners appointed as Deputy Chair and as many additional Commissioners as the Minister considers necessary.

The Commission is to comprise as far as practicable commissioners who together have the following experience: regulatory experience, financial or commercial qualifications or experience, at least 5 years' practice as an Australian legal practitioner and any other qualifications, experience or expertise that the Minister considers relevant.

## Commissioner induction and development

Commissioners are expected to participate in an induction and orientation program upon appointment, including management briefings and site visits.

Commissioners are responsible for undertaking continuing professional development and education to ensure their skills remain relevant to their duties and responsibilities.

## Roles

### Role of the Chair

The role of the Chair is to:

- lead the Commission and ensure compliance with laws and obligations
- develop Commissioners to be a cohesive and effective team
- ensure Commissioners are briefed on matters relevant to their role and responsibilities
- convene meetings of the Commission
- set the Commission's agenda and ensure conflicts of interest or duty are identified and managed
- preside at meetings of the Commission
- arrange for the Commission to conduct inquiries
- ensure all policies adopted by the VGCCC or the Commission are readily accessible to Commissioners
- establish an effective relationship with the CEO, providing advice and direction to help the CEO achieve outcomes in line with the VGCCC's purpose and strategic priorities
- act as the liaison between the Commission and VGCCC management
- inform the Minister about significant issues and events
- advise the Minister and the responsible department of known major risks to the effective operation of the entity, and the management systems in place to address those risks
- manage the Commission's principal relationships (especially with the Minister and CEO)
- represent the VGCCC to external stakeholders as an official spokesperson unless the Chair has delegated this role to the CEO.

The Act confers all the rights, powers, authorities and duties of an employer in respect of the VGCCC and its employees to the Chair.

### Role of the Deputy Chair

The Deputy Chair is responsible for:

- at the Chair's request, supporting the Chair in the performance of their role.
- presiding at meetings of the Commission in the absence of the Chair if there is no acting Chair.
- presiding at hearings for appeals against decisions of the VGCCC under specific sections of the *Gambling Regulation Act 2003* in the absence of the Chair.

### Role of the Acting Chair

The Minister may appoint a Commissioner to act in the office of the Chair if the Chair is absent or, for any other reason, is unable to perform the duties of office.

While acting in the Chair's place, the acting Chair has and may perform all the functions of the Chair.

### Role of the Chief Executive Officer

The Chief Executive Officer is appointed by the Commission in consultation with the Minister.

The Chief Executive Officer is responsible to the Commission for the day-to-day management and administration of the affairs of the Commission.

## Committees

The Commission may from time to time, by resolution, appoint committees of Commissioners, or Commissioners and other persons, as it thinks fit and may discharge, alter, continue or reconstitute any committee appointed.

The Commission may delegate any of its powers and functions to any committee which are permitted to make decisions within the authority of their Commission approved scope and without a meeting being held, by circular resolution.

The Chair of each committee will be determined by the Commission.

Each Committee will be required to undertake an assessment of its own performance against their Charter and report to the Commission on the outcome of the assessment.

## Conduct and values

### Conduct

Commissioners will carry out their duties in accordance with the law and legal requirements set out in the Act, government policy, Ministerial directions and decision-making guidelines, gambling legislation (as defined by the Act), the Racing Act and any other relevant legislation.

Commissioners are required to comply with the Code of Conduct for Directors of Victorian Public Entities, the PA Act, public sector values and VGCCC policies.

In addition to its statutory responsibilities, the Commission will demonstrate the highest levels of appropriate conduct by reflecting the Commission's purpose to ensure integrity, safety and fairness for all, its values and behaviours in its interactions with each other, staff and external stakeholders.

### Values

The Commission's values are:

- Work together
- Respect other people
- Act with Integrity
- Make it happen
- Act with courage and confidence.

## Meetings

The Commission meetings are held according to procedures specified in the Commission Meeting Procedures.

An annual meeting schedule will be prepared in advance, usually in October of the preceding year.

The Chair may convene special meetings in addition to the annual scheduled meetings as required for the efficient conduct of its affairs.

The Commission may meet in person or by electronic means with the expectation that commissioners will endeavour to physically attend nominated 'in person' meetings.

A quorum for a Commission meeting is three commissioners, at least one of whom must be the Chair or Deputy Chair.

## Agenda, papers and minutes

An agenda for each Commission meeting is prepared by the Chair in consultation with the CEO. Any Commissioner may request an item to be included on the agenda provided the Chair has been given prior notice.

The agenda and papers for each Commission meeting will be distributed to Commissioners no less than four working days in advance of monthly meeting and as soon as practicable for urgent special meetings to allow Commissioners to review the papers.

Minutes of each governance and regulatory meeting will be prepared by the Commission Secretary and after approval by the Chair confirmed respectively at the next meeting.

## Resolutions without meetings

The Commission may pass a resolution without a meeting being held if a majority of Commissioners entitled to vote on the resolution, sign a document containing a statement they are in favour of the resolution set out in the document. The resolution is passed on the day the last of those Commissioners sign the document.

Processes for Commission resolutions without a meeting are set out in the Commission Meeting Procedures.

## Disclosure of interests

Processes for disclosure of interests and management of conflict of interests are set out in the Disclosure of Interests Guidelines (Commissioners).

If a Commissioner has an interest in a matter being considered by the Commission, they must as soon as practicable disclose the nature of the interest to the Chair.

If the Chair has an interest in a matter being considered by the Commission, they must as soon as practicable disclose the nature of the interest to the Minister.



### Conflict of interest

Commissioners are not involved in decisions where they have a conflict of interest or material personal interest and have a responsibility to take all reasonable steps to avoid actual, potential or perceived conflicts of interest.

### Performance evaluation

The Commission will evaluate its performance annually including its performance against this Charter and the performance of its Committees.

Processes for performance evaluation are set out in the Commission Performance Assessment Policy.

### Commission Secretary

The Commission Secretary advises the Commission on governance matters, coordinates the completion and distribution of papers, ensures the business at meetings is captured accurately in minutes and that papers and minutes are archived correctly, and also provides support to the Chair and Commissioners.

### Official seal

The official seal is kept by the General Counsel of the Commission and only used with the authority of the Commission as specified by the Official Seal Directions: [000093 - Official Seal Directions.pdf](#)

### Review

The Commission Charter is reviewed annually or as required to ensure it remains consistent with the Commission's statutory objectives, powers, responsibilities and recognised standards of corporate governance.