



GEOGRAPHE CATCHMENT COUNCIL CHARTER

November 2025

1. Introduction

Geographe Catchment Council (GeoCatch) Inc (the Organisation) operates within the SWNRM region, collaborating with Commonwealth, State and local government, Traditional Owners, landholders, local businesses and the wider community.

Natural Resource Management (NRM) work often involves statutory interfaces (e.g., biodiversity, water, coastal and biosecurity laws) and funding programs.

This Charter sets out the role, responsibilities, composition and conduct of the Organisation including its relationship with the Department of Water and Environmental Regulation (the Department) and the Minister for Water (the Minister).

The Organisation operates within its Constitution, Ministerial Advisory Committee Terms of Reference, relevant laws and policies and funding obligations.

This Charter reflects the Australian Institute of Company Directors (AICD) [Not-for-Profit Governance Principles](#) and [Governance Manual for WA Government Boards and Committees](#), published by the WA Public Sector Commission (PSC). This Charter may be amended by the Board to remain fit-for-purpose.

2. Scope and Application

This Charter applies to all members and the Board's committees. The provisions of this Charter are derived principally from the Constitution, all related governance policies and requirements of the *Associations Incorporation Act 2015* (WA).

It is the responsibility of all Board members to read, acknowledge and understand the information contained in this Charter.

3. Governance Framework

GeoCatch is an incorporated not-for-profit organisation. It is a community based natural resource management group established to protect, restore and enhance the natural resources of the Geographe catchment. GeoCatch is supported by a team of staff employed by the Organisation and remunerated through funded programs and GeoCatch reserves.

Geographe Catchment Council is made up of nine community members and six members representing government agencies and local government and works in close partnership with the Department of Water and Environmental Regulation. In addition to being an incorporated body, it is also a ministerial advisory committee established in 1997 under the Water and Rivers Commission Act. This Act was rescinded in 2008 and the committee was transitioned to s109 of the *Water Agencies (Powers) Act* (1984).

The Geographe Catchment Council is listed in the [Public Sector Boards and Committees Register](#)

The Geographe Catchment Council ministerial advisory committee provides advice to the Department of Water and Environmental Regulation in regard to community engagement in waterways management within the Geographe catchment and is a member of the Vasse Taskforce supporting community engagement objectives for Revitalising Geographe Waterways.

Consistent with Public Sector Commission guidelines, the Minister has provided the Council with a statement of expectations outlining key matters that the Minister's boards and committees are expected to address.

The governance framework of the Organisation consists of:

- a) this Charter;
- b) the Constitution;
- c) the Ministerial Advisory Committee Terms of Reference
- d) the *Associations Incorporation Act 2015 (WA)*.
- e) funding agreements and grant conditions; and
- f) internal policies and procedures.

The Board governs, with management provided by the GeoCatch Coordinator who is authorised to manage day-to-day operations including staff management, operational expenditure within budget, project delivery, contracts under set thresholds, and media consistent with approved positions and protocols.

The Department provides office premises and IT support to the GeoCatch staff under a co-location licence agreement.

4. Role of the Board

The Board is accountable for the overall governance and strategic leadership of the Organisation. Key responsibilities include:

- Strategy and policy – approve vision, purpose and values; set and monitor strategy and NRM priorities; monitor and review the annual Business and Implementation Plan, approve relevant policies and procedures
- Stewardship and compliance – ensure compliance with laws, funding agreements and relevant Governance Standards; oversee ethical conduct
- Financial oversight – approve budgets, major contractual or project commitments; monitor financial performance and solvency
- Risk and Insurance – set risk appetite; oversee risk management and internal controls; ensure appropriate insurance (including members and staff)
- People and culture – appoint, support and review performance of the Coordinator; demonstrate strategic leadership supporting the values of the Organisation and oversee workplace health and safety at a governance level
- Stakeholders – build trusted relationships with members, funders, partners and communities; uphold transparency and accountability

5. Board Composition, Skills and Appointment

The Board includes nine community members, two local government and five government agency representatives. A skills matrix aligned to NRM (e.g., waterway management, ecology, agriculture, Indigenous engagement, community development, governance, finance, legal, risk, data/monitoring and evaluation) and a diversity and inclusion lens is used to identify areas of need.

Recruitment for appointing community members must begin with an expression of interest process and proceed in accordance with the Constitution. Review of nominations and recommendations are undertaken by an independent panel and its recommendations are provided to the Minister for Water.

Community members are appointed by the Minister in accordance with the Constitution, normally for terms of up to four years, with an ability to serve consecutive terms. A member may serve an additional period if their replacement has not been appointed.

Government agency members are nominated and appointed by their organisation. Local government positions are reserved for the President of the Shire of Capel and Mayor of the City of Busselton or their delegated representative.

6. Members' Duties and Responsibilities

Members must comply with duties under the Constitution, law and this Charter, including to:

- act in accordance with the Code of Conduct and other policies relevant to their role
- inform themselves about matters presented to the board for consideration and regularly participate in meetings, both formal and informal
- act with reasonable care and diligence;
- act in good faith in the best interests of the Organisation and for a proper purpose;
- not misuse their position or information;
- disclose and manage conflicts of interest;
- ensure the financial affairs of the Organisation are managed responsibly; and
- not allow the Organisation to trade while insolvent.

Members will prepare for and attend meetings, contribute constructively, and maintain confidentiality.

7. Chair and Deputy Chair

The Chair leads the Board, facilitating effective governance, agenda setting, board performance and constructive relationships with staff and stakeholders. The Chair is elected at the AGM by nominations from members of the Board. The Deputy Chair may act in the Chair's absence.

The Chair has responsibility for:

- providing effective leadership and support for members, building group cohesion and effectiveness
- ensuring that the Organisation gives clear strategic direction and that this is maintained through subsequent decisions and actions
- encouraging and demonstrating high standards of conduct and performance within the Organisation
- participating in engagement with stakeholders, and encouraging and enabling engagement by members, consistent with the stakeholder engagement strategy or relevant plan
- leading board meetings efficiently, encouraging members rather than directing them, enabling contribution from members, seeking consensus, and identifying and facilitating the resolution of differences where they exist
- signing and executing documents on behalf of the Organisation, consistent with any instrument of authorisation or relevant policy

- ensuring that the Organisation takes proper account of guidance provided by the Department and others and
- representing the community on the Vasse Taskforce providing engagement support on behalf of the Vasse Taskforce and Revitalising Geographe Waterways.

8. Executive members

The Chair, Deputy Chair, Treasurer Secretary and Deputy Treasurer Secretary form the Organisation's Executive, supporting effective governance, including agenda setting and liaison with the Coordinator and Finance and Administration Officer. Details of their roles and responsibilities are provided in the Constitution.

9. Committees of the Board

The Board may establish committees/working groups with approved terms of reference.

10. First Nations Engagement and Cultural Governance

The Organisation acknowledges the Traditional Owners and Custodians of Country across the Geographe Catchment and pays respect to Elders past and present. The Board commits to culturally safe, respectful and mutually beneficial engagement with First Nations peoples across its activities.

Principles:

- Early and ongoing engagement on Country;
- Recognition of cultural authority and decision-making processes;
- Free, prior and informed consent for activities affecting cultural heritage or Indigenous knowledge;
- Respect for Indigenous cultural and intellectual property;
- Appropriate data governance and confidentiality for Indigenous knowledge;
- Equitable benefit-sharing and procurement opportunities.

Governance measures include:

- development of a GeoCatch Reconciliation Action Plan (RAP) to include provision for:
 - introduction of culturally appropriate induction and protocols for members and staff;
 - inclusion of Indigenous outcomes and measures in strategy development and
 - purposeful engagement opportunities.

11. Stakeholder Engagement

The Board promotes transparent communication with funders, partners and the wider community.. The Stakeholder Engagement Working Group implements the GeoCatch Communication and Engagement Strategy and provides its feedback to the Board.

12. Risk Management and Assurance

The Board approves the Risk Management Policy and Framework, sets risk appetite, and review key risks at least quarterly. Insurance coverage is reviewed annually.

13. Financial Oversight

The Board has oversight of administration and project budgets and monitors performance against its funding agreements and approved administration budgets. Financial statements are prepared in accordance with applicable standards and reporting thresholds. The Board will ensure appropriate reserves, cash management and investment policies.

The assets and income of the Organisation are applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members of the Organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Organisation.

In the event of the Organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another association incorporated under the Act or for charitable purposes.

14. Board Meetings and Protocols

The Board meets at least six times per year. A schedule of meetings and Board annual work plan is agreed in advance.

The Executive meets two weeks prior to the board meeting to set the agenda which is approved by the Chair. Members may request agenda items through the Chair.

Papers are prepared to a standard format and circulated at least seven days prior to a meeting. A quorum is if not less than 50% of the members are present either personally or by proxy or by any other means including electronically. Decisions are decided by a majority of votes cast on a show of hands or by poll. Meetings may be held by technology.

Minutes are taken by the Finance and Administration Officer providing a summary that includes, for each item:

- key points of discussion
- reasons for decision
- significant issues and circulated within ten business days of a meeting.

Minutes are approved by the Chair at the next available meeting.

Members are expected to attend all scheduled and special meetings. Attendance may be achieved by telephone or other means of instantaneous communication, with Microsoft Teams currently given as the preferred method for remote attendance. Absence of any member from a meeting will be recorded in the minutes. If a member is unable to attend a meeting, notice should be given at the earliest opportunity to the Chair prior to the meeting. An unplanned absence of which notice has been given will be recorded as an apology.

15. Conflicts of Interest

Members must follow the approved policy and procedures and disclose all actual, potential or perceived conflicts of interest and update the register promptly. A conflicted member will abstain from deliberation and voting unless the Board determines otherwise in accordance with law and policy.

16. Suitability of Responsible Persons

The Organisation will take reasonable steps to ensure its responsible persons are not disqualified under relevant laws and are suitable for their roles, including through checks at appointment and periodically thereafter.

17. Board Evaluation and Professional Development

The Board will undertake annual evaluations of its performance, including its committees and implement a development and training plan. The Organisation has a commitment to the ongoing development of its members, in the pursuit of advancing the quality of its work. In order to continually improve performance, all members are encouraged to undergo ongoing professional training and development in relevant fields. This will generally be the responsibility of the individual; however, members are encouraged to participate where such activity is available from GeoCatch or Department-led events. All members are required to complete training on Accountable and Ethical Decision Making within three months of appointment and to repeat the training annually. The Department provides access to these courses and maintains a register of training completion.

18. Member Induction

New members receive an induction covering the Constitution, this Charter, strategy and plans, key risks, funding arrangements, policies, protocols and program overview.

19. Member Remuneration and Expenses

As a Ministerial Advisory Committee, Community Members receive remuneration, travel expenses and other allowances from the State Government, via the Department of Water, at rates recommended by the Public Sector Commission. Their activity as a ministerial advisory committee is governed by the Ministerial Terms of Reference.

20. Confidentiality

Members will keep non-public information confidential and use it only for organisational purposes.

21. Media and Advocacy

Public statements on behalf of the Organisation are made by the Chair or Coordinator (or their delegate) in line with agreed protocols and funding obligations. Advocacy positions will be evidence-based, aligned to strategy and respectful of partnerships. They will also be aligned with the obligations and Code of Conduct of a Ministerial Advisory Committee.

22. Safety, Environment and Field Activities Oversight

The Board oversees governance for workplace health and safety and environmental compliance relating to field activities and staff, including volunteers and contractors. Management will maintain incident reporting and ensure appropriate training, permits and risk assessments.

23. Review of this Charter

This Charter will be reviewed at least annually and approved by the Board.

24. Definitions

Board – the Geographe Catchment Council members.

NRM – Natural Resource Management.

RAP – Reconciliation Action Plan.

25. Related GeoCatch Documents

- Constitution.
- Code of Conduct.
- Conflict of Interest Policy.
- Risk Management Policy and Framework.
- Reconciliation Action Plan (to be developed)
- Finance policies.
- Communications and Engagement Strategy
- Ministerial Advisory Committee Terms of Reference