



Fitzroy Partnership for River Health Operating Rules

v. 15 August 2019

Table of Contents

1.	Introduction	4
1.1.	The Partners Network	4
1.2.	Membership classes	4
1.3.	Leaving the Partnership.....	5
1.4.	End of the Partnership.....	5
1.5.	Solvency	5
2.	Operation	5
2.1.	Budgeting and Expenditure	5
2.2.	The Management Committee	6
	Membership.....	6
	Role	6
	Remuneration	6
	Conflict of interest	6
	Meetings	7
2.3.	Chairing of the Management Committee	8
	Selection.....	8
	Role	8
2.4.	The Independent Science Panel	8
	Selection.....	8
	Role	8
	Remuneration	9
	Conflict of interest	9
	Meetings	9
2.5.	The host organisation.....	9
	Role	9
2.6.	Intellectual Property	9
2.7.	Conflicts of Interest	10
2.8.	Anti-corruption	10
2.9.	Approvals and Amendments.....	10
2.10.	Communications Plan and Media Protocol	10
2.11.	Data Sharing and Data Confidentiality	11
	Appendix A - Memorandum of Understanding	12
	Appendix B Independent Science Panel Terms of Reference.....	2

Purpose of this document

The Fitzroy Partnership for River Health (FPRH) operating rules outline the purpose, objectives, key personnel and responsibilities of the group. These governance rules provide operational guidelines for the Partnership which includes the Management Committee, The Independent Science Panel, the host organisation, FPRH secretariat and employees.

This Charter will be reviewed annually to ensure membership and FPRH governance and procedures remain current.

Purpose of the Partnership

The purpose of FPRH is to provide an integrated waterway monitoring program that reports publicly on waterway health at the catchment scale. It is a formal collaboration between governments, industry, research organisations and the community that have an interest in the health of the waterways of the Fitzroy Basin. A range of reporting products are produced and include the annual release of a water quality, biological and ecological health report. The FPRH attends a range of community events and regularly engages with various stakeholders to communicate these results as well as represent the network of partners within the Basin.

For the purpose of the FPRH, the Fitzroy Basin reporting region includes 11 catchments (Callide, Lower Dawson, Upper Dawson, Comet, Nogoia, Theresa, Mackenzie, Upper and lower Isaac, Connors and the Fitzroy) and the Fitzroy River Estuary. This is the largest basin draining to the Great Barrier Reef.

Refer to the FPRH website for additional information about products and activities
<https://riverhealth.org.au/>

The management and use of land and water resources impact Fitzroy Basins waterways. Monitoring and reporting on the health and sustainable use of the regions waterways supports better resource management and an informed and engaged community.

Definition of the group

The FPRH is a group of sponsoring organisations who have entered into an agreement to accomplish the stated purpose. It is an unincorporated association that is hosted by a legal entity.

Members

The members of the FPRH are listed in the MOU provided in Appendix A. This list will be updated by the Executive Officer as members join or leave the Partnership.

Joining the Partnership

Membership of the FPRH is open to organisations with a shared commitment to reporting on and supporting the improvement of the health of waterways which are situated within the Fitzroy Basin.

To become a member, the joining party must:

- Read, understand and sign the FPRH MOU;
- Be approved by the Management Committee;
- Pay a membership fee; and
- Organisations who become members must nominate an individual to be considered as their representative on the Partners Network.

1. Introduction

1.1. The Partners Network

The Partners Network is comprised of the individuals who are accepted as representatives of organisations who have become members of the Partnership. The Partners Network shall meet at least twice per year to receive performance reports and contribute to forward planning. The Partners Network elects the Management Committee.

Partners may also:

- Contribute data and information to Partnership assessments and reports;
- Advise the Management Committee regarding the needs and expectations of their organisation/sector/industry; and
- Contribute to working groups.

1.2. Membership classes

There will be two classes of membership:

- Major Partners
- Partners

Partners pay an annual membership fee and an additional financial contribution per environmental authority towards project costs. Annual fees will increase in line with Consumer Price Index.

Major partners are those contributing a minimum of \$25,000 towards annual membership fees.

Any additional contributions based on waterway monitoring obligations and the level of contribution required to attain major partner status is negotiated, reviewed and approved by the Management Committee.

Partners are recognised in all FPRH publications as well as during ongoing annual events and presentations. Members are acknowledged through visibility of company logos on webpages (including social media), report card publications, regular media releases, promotional banners and other publications at community events. Major partners are differentiated from Partners and prioritised. For example, with larger company logos and greater visibility in publications.

1.3. Leaving the Partnership

Partners may withdraw from the Partnership at any time by written notice to the Management Committee. No refund of membership funds is offered relevant to the membership year if a partner decides to withdraw from the Partnership.

1.4. End of the Partnership

In the event that the FPRH ceases to operate, due to uncommitted funds or assets, the Management Committee (or in their absence, the Partners Network) will determine disbursement.

1.5. Solvency

The Executive Officer, through the Host Organisation, will provide regular budget and cashflow projections to the Management Committee to support decision making about solvency of the Partnership. The Management Committee is responsible for managing solvency of the Partnership. A special Management Committee meeting will be called if forecast cash reserves allow for less than 3 months operation.

2. Operation

The Partners Network elects a Management Committee that provides strategic oversight and direction to the FPRH. The Management Committee is supported by an Independent Science Panel. The host organisation is negotiated on a frequency approved by the Management Committee in negotiation with the Host Organisation up to a maximum of 5 years.

2.1. Budgeting and Expenditure

The Host organisation will consult with the Executive Officer to develop and manage an annual budget for report card preparation and promotion. The Management Committee will consider and endorse the budget. It is the responsibility of the Executive Officer to manage the annual budget to ensure it comes in at or under the endorsed budget.

All budgets, income and expenditure are to be reported as an item at each Management Committee meeting.

2.2. The Management Committee

Membership

The Management Committee comprises at least 5 and up to 15 members, including the Chair and Deputy Chair.

The Management Committee is selected from the Partnership organisations represented by the partners network. When electing members to the Management Committee, the partners network should endeavour to strike a reasonable/equitable balance between major partners and partners, extractive and primary industries, government organisations and other partners network members.

Queensland Government Department of Environment and Science and/or Department of Natural Resources and Mines positions on the Management Committee have a particular responsibility to ensure effective communication is maintained between the FPRH and the Queensland Government.

The host organisation is a member of the Management Committee.

The membership of the Management Committee is reviewed as required.

Role

The role of the Management Committee is to:

- Provide strategic oversight, guidance and direction to the activities of the Partnership
- Set membership fees
- Set membership qualifications
- Approve any reduction or waiving of membership fees
- Approve an annual project plan and budget
- Approve an annual communications plan
- Monitor and review risk, performance and budget for Partnership activities
- Approve the public release of Partnership reports
- Approve the membership of the Independent Science Panel
- Receive advice from the Independent Science Panel
- Report performance to the Partners Network; and
- Engage the Partners Network in key decisions

Remuneration

Management Committee members will not be remunerated for their time and associated travel costs.

Conflict of interest

Management Committee members must disclose material personal interests which may constitute any conflict of interest. Declaration of interests will be recorded in the minutes of the meetings. Subsequent involvement in the matter concerned shall be at the discretion of the Management Committee.

Meetings

Meeting frequency

Unless otherwise agreed, the Management Committee will meet once per quarter. At least two of these meetings must be in person.

Meeting notice

Notice of at least fifteen (15) working days must be given in advance of each Management Committee meeting.

Absences and alternates

Management Committee members are expected to attend Management Committee meetings.

Meetings require a quorum of six members. Quorum is set at 1/3 of total membership + 1.

If unable to attend a meeting, members may propose alternate members or proxies from the committee members organisation, at the discretion of the Chair. However, if a Management Committee member cannot attend there is no obligation to provide a proxy. If a quorum can't be met the Chair will invite members of the Partners network to act as a proxy on the Management Committee.

Decision-making processes

The Management Committee will make decisions by consensus. It is the responsibility of the Chair to manage the decision-making processes.

Agenda

The Executive Officer will develop meeting agendas in consultation with the Chair.

Additional agenda items will be sought from the Management Committee prior to meetings.

The agenda will generally include the following:

- Minutes of the previous meeting
- Committee member declaration of interests
- Report from FPRH Executive Officer on progress with Partnership activities
- Finance update
- Report from the Chair of Independent Science Panel
- Any other general business

Papers

The FPRH Executive Officer is responsible for the circulation of Management Committee papers. Whenever possible, papers will be circulated at least five (5) working days prior to the meeting.

Minutes

Minutes will contain decisions made by the Management Committee. Summary of the minutes will be communicated to the Partners network and to the Independent Science Panel.

Working Groups

The Management Committee may establish working groups or sub-groups of the Partnership to progress FPRH objectives as required.

2.3. Chairing of the Management Committee

Selection

The Management Committee will be Chaired by a member of the Partners Network who is elected by the Management Committee from nominees of the that Committee.

The Deputy Chair will be a member of the Partners Network who is elected by the Management Committee from nominees of the Management Committee. The Deputy Chair will act as a proxy for the Chair as required.

Chairing arrangements will be reviewed every two years, or earlier if required.

Role

Develop and manage the agenda with the Executive Officer and conduct the Management Committee meetings, and

Facilitate participation between the Management Committee, the Partners Network and the host organisation.

2.4. The Independent Science Panel

Selection

The Independent Science Panel will be skills-based comprising of 4 to 8 members, including expertise in the following areas:

- Fitzroy catchment resource management and water quality
- Water quality expertise for mining, agriculture, rural and urban sectors
- Freshwater and marine water biochemistry and toxicology
- Freshwater and marine aquatic ecology, and
- Data and information integration, analysis, synthesis, reporting and communication.

The Independent Science Panel Chair and members shall be appointed by the Management Committee. The Chair of the Independent Science Panel is not a member of the Management Committee but reports to it.

Role

The role of the Independent Science Panel is to:

- Provide independent, comprehensive, unbiased scientific and technical advice relevant to the development of the Report Cards
- Guide, review and endorse the monitoring program design and the science behind reporting ready for the Management Committee to consider for approval and public release

Terms of reference for the Independent Science Panel are provided in Appendix B.

Remuneration

The Management Committee shall determine recompense for Panel members time and travel expenses.

Conflict of interest

Independent Science Panel members must disclose material personal interests which may constitute any conflict of interest. Declaration of interests will be recorded in the minutes of the meeting. Subsequent involvement in the matter concerned shall be at the discretion of the Chair, or the Deputy Chair, if the Chair has a potential conflict of Interest.

Meetings

The Independent Science Panel will meet periodically as required by the Management Committee. At minimum, the Independent Science Panel shall meet biannually.

Meeting minutes will be communicated to the Management Committee.

2.5. The host organisation

Role

Established through a host agreement Memorandum of Understanding, the role of the host organisation is to:

- Administer membership revenue and project expenditure in accordance with normal accounting standards and requirements, including audit, acquittal and the normal financial liabilities associated with such a role.
- As available membership fees dictate, work mutually with the Chair to employ or contract an Executive Officer who is responsible for managing all operational arrangements of the Fitzroy Partnership and Partnership staff as required.
- Provide financial management, contract administration and management, communication and GIS and mapping services as agreed at rates to be approved by Management Committee.
- Hold a bank account in the Fitzroy Partnership name.

The host organisation must disclose and seek to resolve to the satisfaction of the Management Committee any material interests which may constitute any conflict of interest.

2.6. Intellectual Property

Title to and Intellectual Property Rights in all material created by the Fitzroy Partnership vests in the Fitzroy Partnership on its creation. Title to and Intellectual Property Rights in all material created by the host organisation vests in the host organisation on its creation. This agreement does not affect intellectual property rights in existing material. Where extensive use is made of the host organisation staff and facilities and/or background Intellectual Property, the host organisation may seek joint ownership in an agreement. The host organisation will hold FPRH Intellectual Property in

trust and in the event of a change in host organisation, rights will be negotiated to protect the ownership of any FPRH materials.

Any publications arising from activities undertaken within the FPRH must acknowledge the Partnership and remain the property of the Partnership. The FPRH may claim copyright in Intellectual Property including software development and other publications. Intellectual property generated as part of the Partnership should be ensured through a formal written agreement which must be consistent with these principles.

2.7. Conflicts of Interest

Partners, Management Committee members, Independent Science panel members or FPRH staff may at times possess (or be perceived to possess) conflicts of interest during FPRH activities. If there is any doubt, the member must declare the concern. Having knowledge or views about FPRH activities does not constitute a conflict, however, the following should be considered:

- Influencing FPRH outcomes. For example, using the position with the FPRH to influence a tender decision, award a contract or influence reports.
- Views or a position that may negatively influence FPRH reputation
- Financial interest or the opportunity to benefit financially from FPRH decisions
- Sharing FPRH information that benefits your organisation
- Conflicting responsibly (eg during FPRH decision processes)

2.8. Anti-corruption

In connection with the Partnership, the Management Committee, the host organisation and the Independent Science Panel must make efforts (for example, through active governance) to ensure that funds provided through this Partnership are not given or promised, directly or indirectly (i.e. through a third party), to anyone in a way which influences them in their role, or encourages them to perform their work disloyally or improperly.

2.9. Approvals and Amendments

The Operating Rules will be approved by the Management Committee. The Management Committee may amend the Operating Rules. Any partner can request amendment of the Operating Rules at any time with requested amendments being tabled, discussed and considered at the next scheduled Management Committee meeting following the request for amendment.

2.10. Communications Plan and Media Protocol

Communication and media activities will be specified and managed according to a Communications Plan. The Communications Plan will be reviewed annually and include media and approvals protocol. The Communication Plan is endorsed by the Management Committee.

2.11. Data Sharing and Data Confidentiality

Waterway monitoring data are currently collected by various partner organisations under different programs across the Fitzroy basin and associated estuarine zones. The Fitzroy Partnership for River Health use these data relating to natural waterways to prepare report cards for health of aquatic ecosystems in the Fitzroy region. A data agreement is signed by both FPRH and the organisation providing data. Data that are obtained and held by FPRH remains de-identified and confidential. FPRH follows a data management plan which stipulates details of quality assurance and data storage.

Data that have been used to formulate FPRH reporting can be provided to the partner that provided it but will not be provided to other Partners within the network. Alternative requests for data for external use of data (such as research studies) must be made to the FPRH Executive Officer and a proforma completed prior to consideration by the Management Committee. In exceptional circumstances, data approval will only be provided following de-identification by site and source.

Appendix A - Memorandum of Understanding

FPRH and Partnership organisations

Background

The Fitzroy Partnership for River Health (Partnership) formalises collaboration between governments, industry, community and research organisations with an interest in the health of the waterways of the Fitzroy Basin. This Memorandum of Understanding supports improved water resource management through the monitoring, assessment, reporting and communication of waterway health in the Fitzroy Basin.

Objectives

This Memorandum of Understanding sets out the agreed arrangements to support cooperation and collaboration between the parties to develop and implement an integrated waterway monitoring program that will report publicly on waterway health at the catchment scale and support improved water resource management by all sectors.

Scope

The scope of the Fitzroy Partnership for River Health encompasses all groundwaters, rivers, off-stream wetlands and estuaries in the Fitzroy Basin, and near-shore coastal and marine environments.

Roles and responsibilities

The parties to this Memorandum of Understanding undertake to:

- Actively participate and contribute to the structures and processes established by the Partnership
- Provide financial support through the payment of an annual membership fee (set by the Management Committee) and any additional financial contributions negotiated annually
- Collaboratively develop and implement monitoring, assessment, reporting and communication activities
- Review and amend these arrangements as necessary to support the achievement of the Partnership's objectives.

Principles

The Partnership adopts the following principles:

- Inclusiveness – the Partnership will provide opportunities for all major resource users, managers and monitoring agencies to participate in and influence Partnership decisions and actions
- Transparency and accountability – the Partnership's decision-making processes are clear, accessible and responsible
- Scientific rigor and independence – the Partnership's monitoring, assessment, reporting and communication activities are conducted in a scientifically rigorous manner

- Integration and alignment – the Partnership’s activities seek to improve the efficiency and effectiveness of regional waterway monitoring and management programs through coordination and collaboration across scales and sectors
- Adaptation– the Partnership will seek to actively evaluate and adjust its activities in response to the outcomes achieved and new knowledge available.
- Capacity building – the Partnership seeks to improve the capacity of all water resource managers to reduce their impacts on regional waterways.

Authority / Limits to authority

This Memorandum of Understanding is a non-binding expression of the intentions of the parties to work collaboratively towards the achievement of the Partnership objectives. There is no legal or financial obligation incurred through participation in this Memorandum of Understanding. The parties maintain their individual discretion to act independently.

Commencement, review and period of the Partnership

This Memorandum of Understanding will commence on 1 July, 2011 and will continue while at least 3 partner organisations support its activities.

The Memorandum of Understanding may be amended at any time by written mutual consent of all parties. Any partner wishing to withdraw from the Partnership may do so by written notice to the other parties. Any additional party wishing to join the Partnership may do so by signed agreement to this document and payment of the annual membership fee or by agreement of the Management Committee.

Operation

The Partnership shall operate through the following structures:

<i>Partners Network</i>	
Objective	A forum that includes all parties to the Memorandum of Understanding. The Partners Network will nominate and endorse a Management Committee and provides strategic feedback to the Management Committee.
Membership	Representatives of all parties to the Memorandum of Understanding
Operation	Meets periodically (at least biannually). Engages with the Secretariat on operational matters. May contribute to groups established by the Secretariat for specific activities e.g. communications.
<i>Management Committee</i>	
Objective	To provide strategic oversight and direction to the activities of the Partnership.
Membership	Members nominated and endorsed by the Partners Network, from the Partners Network. Membership to comprise the host agency, major partners and partners with a balance between extractive and primary industries, governments and other agencies. Membership reviewed periodically
Operation	Meets regularly (at least quarterly). Oversees the Secretariat. Engages the Partners Network in strategic decisions. May contribute to groups established by the Secretariat for specific activities e.g. communications.

<i>Independent Science Panel</i>	
Objective	To provide science advice and quality assurance relevant to the Partnership, to the Management Committee and Secretariat.
Membership	Skills-based membership
Operation	Chair and panel appointed by the Management Committee. Meets periodically as required by the Management Committee (at least biannually)
<i>Secretariat</i>	
Objective	To provide operational support to the Partnership.
Membership	Staff employed or contracted by the host organisation to deliver services for the Partnership.
Operation	Supports and administers all the Partnership groups. Managed by the host organisation, overseen by the Management Committee.
<i>Host organisation</i>	
Objective	To provide an institutional host for the Partnership Secretariat and Partnership activities (financial and staff management).
Operation	To contribute to Partnership decisions as a member of the Management Committee. To operationalise Partnership activities through management of the Partnership secretariat.

Signed for and on behalf of

.....
(organisation)

this day of 20

by

.....
(full name)

.....
(signature)

.....
(position)

who is a duly authorised officer

in the presence of:

.....
(full print name of witness)

.....
(signature of witness)

FPRH Members (August 2019)

Major Partners

Queensland Government

BHP

BMA

Anglo American

Peabody

Glencore

Fitzroy Basin Association

Australian Government

Partners

Santos

Curragh

New Hope Group

Cotton Australia

Origin

Ensham Australia

Jellinbah Resources

CQUniversity

Queensland Resources Council

CQG consulting

Sunwater

Middlemount South

Fitzroy Australia Resources

Kestrel Coal Resources

Rockhampton Regional Council

Appendix B Independent Science Panel Terms of Reference

The role of the Independent Science Panel is to provide independent, comprehensive, unbiased scientific and technical advice relevant to the development of the Fitzroy Partnership for River Health.

<p>Scientific review and advice</p>	<ul style="list-style-type: none"> ➤ Provide independent scientific and technical advice to ensure that the science components of the Partnership activities: <ul style="list-style-type: none"> • have realistic, scientifically defensible, and achievable objectives • are being undertaken in a scientifically credible and cost-effective manner • have been designed, implemented and managed according to best scientific and environmental standards • utilise contemporary, fit-for-purpose methods of data collection, quality assurance and statistical methodologies • integrate the various monitoring and reporting activities of the Partnership, and • communicate the findings in a timely and appropriate manner to both technical and non-technical audiences. ➤ Conduct periodic scientific review of Partnership activities including annual and other reports produced by the Partnership, and make specific recommendations about the direction, content and details of future activities; ➤ Provide advice on the possible inclusion of new and innovative methods to support monitoring and reporting activities; and ➤ Provide advice on knowledge gaps associated with the overall monitoring and reporting activities of the Partnership.
<p>Research linkages</p>	<ul style="list-style-type: none"> ➤ Identify and provide advice on opportunities for linkages to relevant research activities and delivery mechanisms, particularly in relation to innovative science relevant to the priority activities of the Partnership.
<p>Science communication</p>	<ul style="list-style-type: none"> ➤ Synthesise relevant scientific information into clear advice to meet the needs of the Partnership.