



# ACT Teacher Quality Institute Board Charter



## Introduction

This Charter documents the authority, role, responsibilities and operation of the Board of the ACT Teacher Quality Institute and the role and responsibilities of individual members of the Board.

## Authority

### Authority to Act

The ACT Teacher Quality Institute (the Institute) is established by the *ACT Teacher Quality Institute Act 2010* (the Act). The Act establishes the Institute as a Territory Authority with a governing board. Therefore, the financial responsibilities of the Institute's Board are spelled out in s56 of the *Financial Management Act 1996 (FMA)*, the role of the Institute's Board is spelled out in s77 of the *FMA*, and the appropriate governance arrangements of the Institute are spelled out in Part 9 of the *FMA*.

## Role and responsibilities of the Board

### Role of the Board

Consistent with sections 56 and 77 of the *FMA*, the key roles of the Board are to:

- (a) set the Institute's policies and strategies
- (b) govern the Institute consistently with the Act (and other relevant legislation)
- (c) ensure, as far as practicable, that the Institute operates in a proper, effective, and efficient way
- (d) ensure, as far as practicable, that the Institute complies with applicable ACT Government policies
- (e) ensure the efficient and effective financial management of the Institute (including all the relevant matters listed in s56(3)(a)-(h) of the *FMA*).

### Responsibilities of the Board

In performing its role, the Board's specific responsibilities include:

- setting the Institute's annual operational plan and annual budget
- monitoring the Institute's performance against the targets in the annual operational plan
- monitoring the Institute's financial performance against the annual budget
- establishing and determining the functions and membership of Board Committees
- ensuring that there are adequate processes in place to comply with legal and accounting requirements
- monitoring the Institute's exposure to risk and ensuring that there are processes in place to manage those risks
- approving an Annual Calendar for the Board and Board meetings
- reporting progress to major stakeholders and Government.

## Board Committees

The Board may establish committees as necessary and appropriate to help it exercise its functions.

In establishing a committee, the Board will determine how the committee is to exercise its functions; the period of time for the committee to function; membership; procedures for meetings; and reporting requirements.

Membership of a committee may consist partly or entirely of Board Members.

In general, Board Members will not serve concurrently on more than one committee.

## Delegation of Authority

Management of the Institute's operations is undertaken by the Chief Executive Officer subject to the requirements of the *Public Sector Management Act 1994*, the *FMA* and specific delegations of authority approved by the Board. These delegations are set out in an Instrument of Delegations which may be varied from time to time.

## Reimbursement for Board Members

Except for the Chair, Board Members and Committee Members will not receive remuneration for performing their Board or Board Committee functions. They will, however, receive reimbursement for expenses reasonably incurred whilst performing these functions either at board meetings, attending committee meetings or when representing the Board.

## Role of the Chair

The Chair of the Board is appointed under the *FMA*.

In accordance with s82 of the *FMA*, the Chair's functions are to:

- (a) manage the affairs of the Institute's Board;
- (b) ensure, as far as practicable, that there is a good working relationship between the Institute's Board and its management; and
- (c) ensure the Minister for Education is kept informed about the operations of the Institute.

In addition to his or her role as a Member, the Chair's specific responsibilities include:

- ensuring that the information flow to the Board is comprehensive
- creating an appropriate environment for robust Board discussion
- acting as a mentor and sounding board for the CEO
- responding promptly and comprehensively to concerns raised by other Members
- taking leadership in corporate governance issues, including making himself or herself aware of Members' conflicts of interest and managing any such conflicts
- reporting any conflict of interest disclosures made by a Board Member to the Minister within 3 months; and provide the Minister with an annual statement of all disclosures within 31 days of the end of the financial year.

The Chair has the deciding vote if a vote of Board Members is taken and the votes are equal.

(The Chief Executive Officer is a non-voting member of the Board.)

## Role of the Board Members

## General

In accordance with s85 of the *FMA*, Board members must exercise their functions with the degree of honesty, care, and diligence required to be exercised by a director of corporation in relation to the affairs of that corporation.

## Responsibilities of Board Members

In performing their role, each Board Member is expected to:

- contribute to Board activities to the best of their ability
- act in good faith and in the best interests of the Institute as a whole
- be independent in judgement and actions
- take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board
- properly manage any conflict of interest between their personal circumstances and their position as a member of the Board (see 4.3 below)
- not make improper use of information acquired as a Board Member
- not take improper advantage of their position as a Board Member
- not engage in conduct likely to bring discredit on the Institute
- serve on Board committees as required
- participate in any evaluation of the performance of Board Members or the Board.

## Confidentiality of Information

Board Members will keep Board discussions and deliberations confidential. Confidential information received by a Board Member in the course of performing their Board activities remains the property of the Institute and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Institute, or the person from whom the information is provided, or is required by law.

## Conflict of Interest

In accordance with s86 of the *FMA*, a Board Member must take all reasonable steps to avoid being placed in a position where a conflict of interest arises during the exercise of the Member's functions. The Member must always act in the interests of the Institute.

In accordance with s87 of the *FMA*, the agenda for each meeting of the Board of the Institute will include an item requiring Members to disclose any material interest in an issue being considered at that meeting to the meeting.

A Member should disclose any conflict of interest, and the Board will act in relation to any disclosure, in a manner consistent with s88 of the *FMA*. In particular, the Board may require Members to absent themselves from discussion and voting.

The Secretariat will maintain a Register of ongoing Conflicts of Interest

## End of Appointment

The Minister for Education may end the appointment of a Board Member under any of the circumstances stipulated in the *FMA* s 81(2) and (3).

# Board Meetings

## Purpose

Board meetings are the Board Members chief source of information and the key venue for Board decision-making. Meetings of the Institute's Board will be held in a manner consistent with Division 9.4 of the *FMA*.

## Meeting Calendar

An annual meeting calendar will be scheduled at the beginning of each year. This will list the location and times for each meeting and include scheduling details for key matters for Board consideration throughout the year. The Board must meet at least once every 3 months.

## Member Unavailable to Attend meeting

Where a Board Member is unavailable to attend a particular Board meeting, there is no right to appoint an alternative Member, or for any person to act as a Board Member. Any Board Member who is absent from a meeting will receive the minutes of the meeting and can seek a briefing from the Chair or Chief Executive on any matter, either prior to, or after the meeting.

## Attendees

Attendees at Board meetings will comprise all Board Members, the Chief Executive and the Secretariat. Other Institute staff may be asked to attend for the relevant part of the meeting.

The Board may invite a representative of a stakeholder body, or an organisation where the Institute may have an interest, to attend a specific Board meeting for the purpose of advising or informing the Board about a specific matter. In general such a person would only be present for the matter on which he or she is to speak.

## Quorum

At least one-half of the appointed Board Members must be present for business to be carried out at a Board Meeting. As a non-voting member, the Chief Executive is not counted in the above ratio.

## Conduct of Meetings

The Chair will decide the degree of formality required at each Board meeting. The Chair will:

- allow all Board Members to be heard individually
- retain sufficient control for the authority of the Chair to be fully recognised
- take care that the decisions are properly understood and appropriately recorded, and
- allow debate on an issue to conclude with a clear formal resolution of the decision reached.

Board meetings will normally be face-to-face meetings of the Board Members. Board Members may agree to meetings being convened electronically.

## Agendas and Papers

An agenda will be prepared by the Chief Executive Officer in consultation with the Chair for each meeting of the Board.

The agenda will generally follow the following format:

- Opening – welcome, apologies, disclosure of conflicts of interest, minutes of previous meeting;
- Matters for Decision – major strategic decisions, other decisions;
- Matters for Discussion – CEO Report, Finance Report, Forthcoming major strategic decisions, other items for discussion;
- Matters for Noting (Discussed only if requested) – committee reports, major correspondence, updated board calendar, other matters for noting;
- Meeting Close – meeting evaluation; next meeting

Meeting agendas and papers will be sent to Board Members one week before the meeting.

## Decisions taken by Members

Board Members have been appointed to the Board in their own right and not as delegates of their organisations. In participating in Board deliberations they should act as individuals and not as the organisation's representative. All decisions are made collectively by the Board Members present at the meeting. All Board Members share equal responsibility for those decisions. If a Board Member absent from a quorate meeting does not agree with a decision, they may have their objection recorded at the next meeting of the Board at which they are present.

Board Members must respect the confidentiality of Board discussions and decisions.

## Minutes of meetings

The minutes of each Board meeting will include a brief summary of the discussion of each agenda item and the formal resolution adopted by the Board. Individual Board Members will not normally be named unless the individual specifically requests to be so identified. Minutes will be prepared in draft form by the Secretariat and reviewed by the Chair and Chief Executive Officer. When the draft minutes have been cleared by the Chair they will be distributed to Board Members.

The minutes will be confirmed at the next Board meeting and signed by the Chair. Once the minutes have been adopted by the Board they become the official minutes and cannot be amended.

The Secretariat will maintain the complete set of original signed minutes and Board papers.

## Review of Board performance

Each year the Board will conduct a review of its performance. The method of conducting the review is for the Board to determine. The Chair will action each review and obtain any assistance required. Any relevant findings that affect the Board's responsibilities and operations will be incorporated into this charter.

## Member Development

Board Members are encouraged to undertake self-development to improve their own and the Board's performance. The Chair, working with the Chief Executive and the Board will assist new Board Members to gain an understanding of their role and responsibilities and the nature and work of the Institute. Relevant information will be provided to new Board Members including the Board Charter, the Act, the Institute's strategic plan and organisational structure.

## Review of Board Charter

This Charter is to be reviewed every two years or at such other intervals as the Board may determine.