



EXAMPLE TERMS OF REFERENCE FOR A GOVERNING COUNCIL

NOTE: THIS IS AN EXAMPLE OF GOVERNING COUNCIL TERMS OF REFERENCE AND IS NOT A PRESCRIBED FORMAT FOR USE. ALL CONTENT MUST COMPLY WITH APPLICABLE LEGISLATION.

FOR FURTHER INFORMATION ON APPROPRIATE CONTENT FOR GOVERNING COUNCIL TERMS OF REFERENCE REFER TO THE GOVERNING COUNCIL HANDBOOK.

PURPOSE

These Terms of Reference set out the role, responsibilities, structure and processes of the Governing Council of [TAFE COLLEGE].

ROLES AND RESPONSIBILITIES

Governing Council

The role of the Governing Council, as the governing body of [TAFE COLLEGE], is to ensure that clear management, effective decision making and governance frameworks are in place and functioning for [TAFE COLLEGE].

The Governing Council is accountable to the Minister and broader Western Australia community for the performance of [TAFE COLLEGE]. In performing its role, the Governing Council aspires to excellence in governance standards.

This requires the Governing Council to work collaboratively as a team and meet on a regular basis.

The College's Governing Council, under the VET Act Division 2 Sections 29-47, is responsible for the following:

- Strategic plans;
- Annual business plans;
- By-laws;
- Delegating the Governing Council's authority to the Managing Director and any other College employees; and
- College employees.

The Governing Council is also responsible for the monitoring of the organisation's performance in:

- strategic direction;
- financial health ;
- meeting funding agreement requirements;
- meeting legislative requirements; and
- meeting the needs of students, industry and the community.

Chairperson

The Chairperson is the presiding officer of the Governing Council and is responsible for ensuring that:

- Governing Council meetings are effective and that all members have access to relevant information and policies;
- members act in accordance with the VET Act and government communiqués, and fulfil their roles as Governing Council members;
- the Governing Council meets with sufficient frequency to discharge its responsibilities in accordance with the requirements of the VET Act;
- the Council develops and maintains good relationships with the Minister, the Department, industry groups, key stakeholders and the community;
- the Managing Director achieves the outcomes identified in the Managing Director's Performance Agreement; and
- the Chairperson participates in formal Governing Council Chair meetings with the Minister.

Governing Council members

Governing Council members have a duty to comply with Governing Council rules and regulations and to act honestly in the discharge of their duties. Governing Council members' responsibilities may include (but are not limited to):

- contributing to the formation and/or review of the College's strategic plan and the annual business plan;
- reviewing and approving the annual budget as well as any funding Agreements;
- participating and working cooperatively with fellow members in Governing Council meetings and sitting on standing committees of the Governing Council;
- representing the Governing Council at internal and external events, meetings and forums;
- reading reports and researching topics concerning the organisation;
- undertaking projects on topics and issues concerning the College; and
- expressing concerns to the Chair or other relevant authority about consultations, decisions or actions that may be contrary to the Governing Council's public duty.

Managing Director

The Managing Director of the College is delegated the responsibility of the day-to-day management of the college, its students, staff and programs as per section 45 of the VET Act.

The Managing Director is the primary link between the College and the Governing Council. The Managing Director's role as a member of the Governing Council includes:

- providing accurate reports regarding the performance of the College against the Strategic Plan and Business Plan;
- providing information with respect to the organisation that the Governing Council requests; and

- ensuring the Governing Council is made aware of risks or changes to the operating environment that may affect the functioning of the organisation;

Executive officer (if applicable)

The executive officer provides direct support to the Governing Council. The executive officer should have knowledge of governance policies.

The responsibilities of the Governing Council's executive officer may include:

- providing administrative support such as taking minutes, circulating papers, and liaising between the Governing Council and the Managing Director;
- ensuring effective information flows;
- advising the Governing Council on corporate governance principles and plans; and
- carrying out the instructions of the Council

GOVERNING COUNCIL SIZE AND COMPOSITION

As per section 39 of the VET Act, the Governing Council of the College is to consist of:

- a) a chairperson and a deputy chairperson and not less than 6 or more than 10 members appointed by the Minister; and
- b) the managing director for the time being of the college.

Collectively, Governing Council members should have a broad range of skills, experience and knowledge to contribute to governing [TAFE COLLEGE].

The Governing Council of [TAFE COLLEGE] has identified the following as required skills and expertise for membership:

- Business/management;
- Strategic planning and leadership;
- Corporate governance and ethics;
- Stakeholder engagement;
- Public relations and marketing;
- Human resources;
- Legal compliance
- Information technology
- Accounting;
- Finance/investment;
- Insurance;
- Industry experience;
- Director/manager experience;
- Board and committee experience; and
- Knowledge of the VET system.

The Governing Council, through a Nomination Committee, will regularly review the composition of the Council having regard to optimising the skill mix of members, subject to approval by the Minister.

PROCESS FOR NOMINATION AND APPOINTMENT OF MEMBERS

Please refer to the *Guidelines for TAFE College Governing Council selection*, which explain the process for nomination and appointment of members of the Governing Council.

Vacation of office

Schedule 1 of the VET Act stipulates the circumstances by which the officer of a Governing Council member becomes vacant.

The Minister may, at his or her discretion, terminate the appointment of a member at any time.

STANDING COMMITTEES

The Governing Council has established standing committees to assist the Council in exercising its authority and meeting its obligations.

These standing committees are:

- audit and risk committee;
- nomination committee; and
- [STANDING COMMITTEES]

The Governing Council may also establish ad hoc committees from time to time to consider matters of special importance. The Council will determine the terms of reference for these committees, which will set out the roles and responsibilities of each committee and the parameters by which they will report to the Governing Council.

The Council will also determine the membership and composition of both standing and ad hoc committees, having regard to workload and skills and experience.

GOVERNING COUNCIL MEETINGS

The Governing Council must meet with sufficient frequency to discharge its responsibilities in accordance with the requirements of the VET Act.

The Governing Council will meet at least six times a year on a bi-monthly basis or more often as required.

Agendas for Governing Council meetings are set by the Chair.

The VET Act, Schedule 1 Clauses 3-6, requires the following:

- a quorum for a meeting is at least one half of the number of members or such number as the Minister decides;
- decisions are to be decided by a majority vote of the members present, with the Chairperson having a casting vote in the event of equal numbers;
- being present can include attendance by telephone;
- members must declare any personal interests in a matter to be discussed as soon as they are aware of the potential conflict (a penalty of \$10,000 applies);
- where there is a conflict of interest, and unless otherwise resolved and recorded by the meeting to the contrary, the member must not be present while the matter is being considered and must not vote on it; and the Governing Council will maintain a register of declarations of interest;

GOVERNING COUNCIL PERFORMANCE

The Governing Council will undertake ongoing assessment and review of the performance of the Governing Council, the Council Chairperson and Council members, as required.

ETHICAL STANDARDS

Governing Council members are expected to observe the highest standards of ethical behaviour.

Governing Council members are to comply with the following Governing Council Code of Conduct and related policies and procedures.

- [CODE OF CONDUCT]
- [GIFTS, BENEFITS AND HOSPITALITY]
- [PUBLIC INTEREST DISCLOSURES]
- [ACCESS TO INDEPENDENT ADVICE]

REVIEW OF TERMS OF REFERENCE

These Governing Council Terms of Reference will be reviewed every two years or as required.