

Innovation Advisory Board Terms of Reference

1. Introduction

The [Western Australia Innovation Strategy 2022](#) (the Strategy) was released by the Department of Jobs, Tourism, Science and Innovation (the Department) to set out a clear and ambitious 10-year vision for WA to become a “renowned global hub of invention, investment, innovation and impact.”



To achieve this, five goals were identified, together with seven key action areas (see diagram above).

An associated [Innovation Action Plan](#) was also published at the same time, outlining 42 programs and initiatives that support the 10-year Strategy.

2. Purpose

The Innovation Advisory Board (the Board) will look to identify and measure the progress of the 10-year Strategy, developing benchmarking metrics charting the State's performance against the Strategy, highlighting success areas and gaps, and reporting back to the responsible Minister for Innovation (the Minister).

The Board is not a decision-making body but will act to evaluate the progress of the Strategy, adding related commentary where appropriate and providing advice around areas for improvement.

3. Scope and responsibilities

- To provide independent feedback to the responsible Minister on how the State is tracking against the Strategy and to track progress towards the 10-year vision, its five goals and seven key actions.
- Develop key metrics to benchmark WA's performance and track innovation in WA across these goals and action areas across multiple sectors: including government, tertiary sector, SMEs, not-for-profits and corporates, as well as the innovation ecosystem itself (startups through to scale ups, including investors).
- To comment and provide feedback on this progress, and the effectiveness of the Department's various programs and initiatives.
- To advise more broadly on how to continue to support and grow the State's innovation ecosystem.

The Board has no delegated authority. The Department and Minister retain the responsibility for decision making on matters related to the implementation of the Strategy.

4. Accountability

The Board is appointed by the Minister holding the Innovation portfolio and is accountable to the Minister in the performance of its functions.

5. Membership

The Board will have a diverse membership, representing a cross-section of industry currently working in an 'innovation' or 'entrepreneurial' role.

The expectation will be for members to provide independent advice irrespective of current business dealings with the State Government while they are on the Board; including current or future grant applications or bids for paid-for services to the State Government.

Members will represent at least one of the following areas:

1. Aboriginal and Torres Strait Islander
2. Tertiary Institution, Commercialisation or IP role
3. Commercialisation or Intellectual Property translation expert or lawyer
4. Corporate innovation lead
5. Innovation-driven small business owner, startup founder or entrepreneur
6. Innovation manager, from state or local government
7. Investment lead, angel investor or venture capitalist
8. Innovation Manager, with national or global perspective
9. Regional or remote
10. Young adults (Aged 18 – 30 years)
11. Another underrepresented group*

Some members of the Board may represent more than one of these groups, with the maximum number of members being 11.

* For example: female founder, culturally and linguistically diverse, recent migrant, business person with a disability.

In addition to the above, a representative of the existing Regional Innovation Industry Advisory Group (RIIAG) will also be a member of the Advisory Board.

Appointment

Any appointment to the Board will be made through an open EOI process (with the exception of the RIIAG representative). Multiple EOI processes may be instigated to appoint members as required or as vacancies arise. The final decision on who is on the Board rests with the responsible Minister.

Term

The period of appointment for members will be 2 years.

Remuneration and expenses

Membership to the Board is on a voluntary basis.

6. Operating procedures

Meetings

The Board is expected to meet at least four times a year, with the inaugural meeting to be held in August 2024. Additional meetings may be held in any given year, as required.

Out-of-session matters

Matters for consideration may also be provided for the Board's consideration out-of-session, at the discretion of the Chair. Out-of-session items will be formally noted at the next scheduled meeting.

Rotating Chair

The Chair shall rotate at every meeting, in consultation with the Secretariat. The Chair will run each meeting.

Sub-Committees

The Advisory Board may from time to time establish sub-committees. It is proposed the first Sub-Committee be the existing RIIAG. Linking the work of RIIAG will assist the Advisory Board in providing state-wide advice.

Secretariat support

Secretariat support will be provided by the Innovation team at the Department.

The Secretariat will issue agendas and supporting material at least one week in advance of meetings and prepare minutes from each meeting.

The Secretariat will keep records of the following:

- agendas, minutes and papers tabled at meetings
- correspondence and papers circulated other than with agendas
- conflict of interest register.

The files are the property of the Department and must be preserved in accordance with the *State Records Act 2000 and the Freedom of Information Act 1992*.

Quorum

A quorum for meetings shall be at least half of the Board members. If a quorum is not achieved, a decision to continue with the meeting will be made by those present. If the meeting continues, all decisions must be ratified at the next meeting or out-of-session.

Attendance and proxies

Meetings will be face-to-face, held at the Department, where possible. Teleconference will be available for members who cannot attend in-person.

Members are expected to attend all meetings of the Board. Nominations of proxies are not permitted.

If members are unable to attend, the Chair, in consultation with the Secretariat, may invite additional individuals with the appropriate expertise to attend specific meetings as co-opted members. However, members not attending a meeting are expected to review the papers for that meeting and send feedback and comments to the Secretariat prior to the meeting date.

7. Integrity governance

Acceptance of Terms of Reference provisions

Before performing any role of the Panel, members (and co-opted members) are to read, understand and agree to the provisions in these Terms of Reference by signing the *Conflict of Interest register*.

Conflicts of interest

Each Board member is responsible for identifying and disclosing their own conflicts of interest. An interest is a personal connection or involvement with something or someone that might reasonably be thought to compromise that person's impartiality in carrying out their professional duties. An interest is anything that can have an impact on an individual or group.

Interests may be personal, or related to family members or close associates, and may be financial, commercial, employment-related or political in nature. Interests may be direct or indirect, pecuniary or non-pecuniary.

A conflict of interest is a conflict between someone's professional responsibilities (e.g., as a Board member) to act in the public interest and their personal interests.

There are three main types of conflicts:

- Actual conflicts of interest: These involve a direct conflict between professional duties and other private interests.
- Perceived conflicts of interest: These can exist where it appears that other interests could improperly influence a professional duty, whether or not this is the case.
- Potential conflicts of interest: These arise when private interest could conflict with professional duties in the future.

Where it is determined that a conflict of interest exists, the Chair will decide on how this conflict is managed in accordance with the Department's Conflicts of Interest Management Framework.

The Secretariat will record disclosures in the conflicts of interest register.

Code of conduct

The Board members will adhere to the following:

- Provision of independent advice with full disclosures of interest, including current business dealings with the State Government while they are on the Board; including applications for grants or bids for paid-for services to the Department of Jobs, Tourism, Science and Innovation (the Department);
 - If this is contravened, or likely to be so, then the member will need to step down from the Board.
- Member must disclose conflicts of interest.
- Unless expressly indicated, discussion and issues remain confidential to the Board.
 - Confidentiality is to be managed in accordance with the Department Code of Conduct Policy
- Members must not permit personal prejudice to influence their role on the Board. Board members should be aware of how their own biases (conscious or unconscious) could affect their role on Panel.
- Board members must not take advantage of knowledge or information obtained during their role on the Board for personal and professional gain.
- Feedback is to be provided within requested timeframes.
- Resolution of dissenting issues shall be achieved by a vote of members present and the Chair shall have the casting vote.
- The Board, through or at the direction of the Chair, is able to co-opt/seek expert advice on an as-needed basis.

In the event an individual fails to adhere to the code of conduct, their membership to the board may be subject to revocation. This decision shall be made by the responsible Minister in consultation with the Department following due process and consideration of the circumstances.

8. Revision of Terms of Reference

The Terms of Reference will be reviewed every 2 years. The Secretariat shall be responsible for initiating and managing this process.

9. Document history

Version	Date approved	Description
V1.0	April 2024	Document developed
V1.1	May 2024	Inclusion of RIAG as a sub-committee of the IAB.