



Innovation Advisory Board Charter

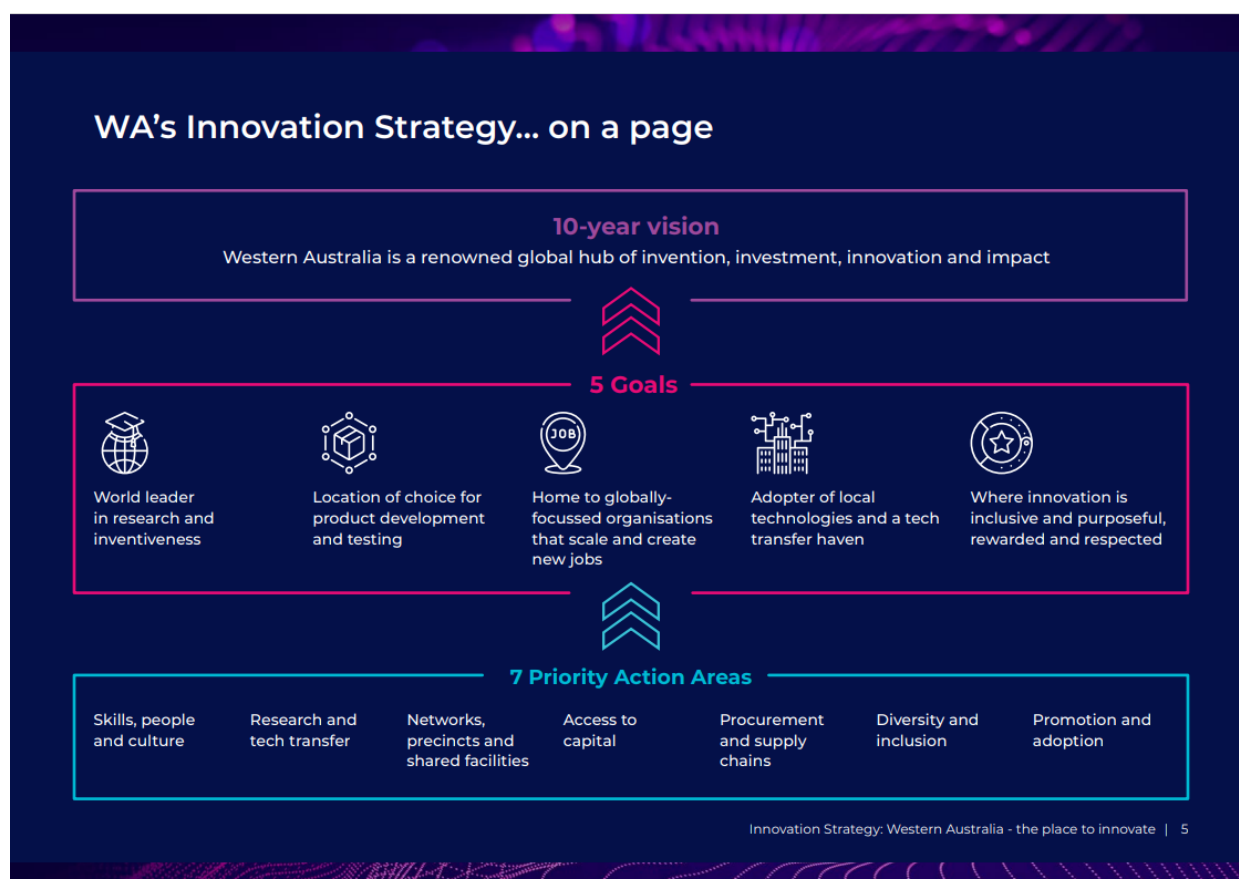
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Terms of Reference

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 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 State'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.

Charter

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*

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

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

Board Chair

The Chair may either be the responsible Minister or will be a Member appointed by the responsible Minister.

The chair will be responsible for:

- shaping the meeting agenda with the secretary
- leading meetings, encouraging members and seeking consensus when making decisions
- ensuring that feedback from Board members is provided within requested timeframes
- motivating members and ensuring they all participate
- monitoring the collective knowledge and experience balance of the Advisory Board and notifying the Minister of any current or predicted gaps.

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 Charter provisions

Before performing any role of the Panel, members (and co-opted members) are to read, understand and agree to the provisions in this Charter 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;
 - 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 the Board.
- 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.

Communications protocols

All Board members must comply with the communications protocol set out in **Appendix A.**

8. Revision of Charter

The Charter will be reviewed every 2 years or as the need arises. The Secretariat shall be responsible for initiating and managing this process.

Appendix A – Communication protocols

The below document sets out the protocols for Board members to communicate between the Board and stakeholders, in their capacity as a Board member. It sets out the communications path internally and externally, and accepted processes for approving and disseminating information. The following processes only extend to communications undertaken in relation to your role on the Board. The below does not apply to communications carried out for matters not related to the Board.

Communications refer to:

- Personal interactions (telephone calls, meetings, conferences)
- Electronic media (emails, social media, messaging)
- Written documents (letters, reports, briefings, papers)
- Industry consultative forums and group activities

Communication and public comment

In your capacity as a board member, you will adhere to applicable legal requirements, policies and all other lawful directives regarding communication with Parliament, ministers, ministerial staff, lobbyists, the media, members of the public, or any other entity, group or person. These include:

- *Public Sector Commissioner’s Circular: 2009-10 Communication Arrangements between Ministers and agencies*
- *Public Sector Commissioner’s Instruction No 16 – Government representatives contact with registrants and lobbyists*

A Public Communique may be released after a Board meeting, should the Board wish to publicise any key decisions or outcomes that arise from the meeting.

Board and Minister

The responsible Minister or a representative from their Ministerial Office may attend the Board meetings. If neither the Minister nor a Ministerial Office representative is present the Department will share all Board meeting outcomes and relevant documentation with the Minister. The Department, through the Secretary, will be the point of contact for all Board matters. Where Board outcomes pertain to the responsible Minister, Board Members may choose to contact the Ministerial Office.

Public comments and representing the Department

A comment is considered ‘public’ if it is reasonable to expect it could reach the wider community, for example via the internet or social media, in a speech or to media.

Generally, only the board chair or Minister makes public statements on matters related to the Board, however you could occasionally be asked to represent the Board or Department in a public setting. Your comments need to reflect that operational responsibility lies solely with the Department. Your comments and behaviour should be consistent with the objectives of the Board, be ethical and demonstrate the level of probity expected in the public sector.

As a board member you should not publicly share your personal views on Board decisions and outcomes, speculate on future directions, criticise any political parties or continue debate on an issue after a decision has been made by the Board.

Talking with the media

If a board member receives a request or query from the media related to the Board, the first step is to discuss any request with the chair or secretary as appropriate.

The Department has a Communications Protocol which the Board must adhere to. All liaison regarding media is managed by the Department's Corporate Communications Media Advisers. This includes all contact with journalists and ministerial media advisers. If media or ministerial media advisers contact Board members directly, refer them to the Corporate Communications email media@jtsi.wa.gov.au and alert the secretary.

Working with stakeholders

Information flows between the Board and stakeholders are 2-way and should include the Board receiving feedback from stakeholders.

As board members are appointed to represent larger cohorts it is expected that members will need to consult with their networks and remain informed while not compromising their need to act in the interest for which the Board was formed rather than promoting the interests of the particular stakeholder group. When communicating with stakeholders on matters related to the Board, your comments and behaviour should be consistent with the objectives of the Board, be ethical and demonstrate the level of probity expected in the public sector.

Confidential information

Section 81 of the Criminal Code makes it illegal for public officials to disclose confidential information and prohibits them from publishing or communicating any facts or documents that came to their knowledge or possession by virtue of their office and which it is their duty to keep confidential.

The Board's code of conduct and communications protocols outline the Board's approach and responsibilities in relation to confidentiality.

Any private use of information obtained in an official capacity that is not already in the public domain is likely to be inappropriate as it has the potential to conflict with a member's official duties as a board member or compromise confidentiality.

Boards may be subject to the Freedom of Information Act 1992 which provides public access to government documents, subject to certain restrictions, to promote accountability and transparency.

Given the nature of board member communications and that it may often include email contact and use of personal email accounts, particular care is required with information provided to members electronically (for example, ensuring that confidential information from earlier email conversation threads is not forwarded on unintentionally).

Raising concerns

Board members have several avenues for raising concerns about decisions and actions that may be contrary to the board's public duty or potential misconduct by board members and management.

Depending on the nature of the matter, the first step is to raise concerns with the board chair and, for matters relating to management, also with the Department's Deputy Director General of Industry, Science and Innovation or another relevant public sector agency representative.

Where concerns relate to improper conduct, members may wish to make a public interest disclosure (PID) in accordance with the Public Interest Disclosure Act 2003.

Misconduct should be reported to the Corruption and Crime Commission (serious misconduct) or the Public Sector Commission (minor misconduct) in accordance with the Corruption and Crime Commission Act 2003.

Any information about actual or potentially corrupt or illegal activities should be disclosed to the board chair, a representative of the Department, and if necessary, the Corruption and Crime Commission.