

1.0 PURPOSE

This Charter sets out the objectives and function of the Board of the Bendigo Kangan Institute.

2.0 REFERENCES

- Constitution of the Bendigo Kangan Institute.
- Code of Conduct for Directors of Victorian Public Entities, 2016.
- Education and Training Reform Act 2006 (VIC).
- Public Administration Act 2004 (VIC).
- Financial Management Act 1994 (VIC).
- Standing Directions of the Minister for Finance under the Financial Management Act 1994 (VIC).
- Australian/New Zealand Standard – Risk Management Principles and Guidelines – AS/NZS ISO 31000:2009.
- Victorian Government Risk Management Framework, March 2014.
- Commercial Guidelines for TAFEs.
- Victorian Public Sector Commission codes and standards.

3.0 GOVERNANCE

The Board is established by the gazetting of the BKI Constitution, in accordance with the Education and Training Reform Act 2006 (VIC). The Board will at all times carry out its objectives and function in accordance with the requirements of:

- Victorian Legislation;
- State Government Policy;
- Standing Directions of the Minister for Finance;
- The BKI Constitution; and,
- This Charter.

4.0 OBJECTIVES OF THE BOARD

The Board has been established to oversee all aspects of BKI's activities. The Board will:

- Take all reasonable steps for the advancement of the objectives of the Institute and the board under the Act and the Constitution;
- Operate in accordance with the economic and social objectives and public sector management policy established from time to time by the Government of Victoria;
- Provide all assistance and information as the Minister, the Secretary or the Deputy Secretary may reasonably require from the board;
- Ensure that it has processes for the employment and management of the performance of the Chief Executive Officer;
- Implement procurement policies and procedures for letting contracts or authorising expenditure on the supply of goods or services or the carrying out of works for the Institute, including authorising Delegations of Authority as appropriate;

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- Oversee and govern the Institute efficiently and effectively;
- Develop and implement:
 - strategic plans;
 - statements of corporate intent;
 - operational business plans for the Institute;
- Ensure that the Institute operates in accordance with its strategic plan and its statement of corporate intent;
- Provide for the proper, efficient and effective performance by the Institute of its functions and powers;
- Determine policies relating to employment of Institute staff;
- Develop and issue directions for the administration and management of the Institute that must be complied with by the Chief Executive Officer and staff employed by the Institute;
- Give proper direction to, and exercise proper control over, the Chief Executive Officer to monitor that they are carrying out their functions in a fit and proper manner;
- To advise and report on the activities of the Institute to the Minister;
- Perform any other function conferred on the Board by the Act or any Order in Council or Ministerial Order;
- Ensure it has appropriate oversight of the safe custody and proper use of the common seal of the Institute.

In undertaking these objectives, The Board is authorised to:

- Obtain any information it requires from any employee or external party;
- Discuss any matters with the staff or other external party;
- Request the attendance of any employee at Board Meetings; and,
- Obtain legal or other professional advice to assist in undertaking its oversight responsibilities.

4.1 COMPOSITION AND TERM

The Board is composed in accordance with the provisions of the BKI Constitution. Term of appointment of Members will be determined by the Minister for Training and Skills for Ministerially appointed Board Members, by the Board for Co-opted Members, and for two years for the employee elected Board Member.

4.2 CONFLICTS OF INTEREST

At the start of each meeting, the Board Chair will ask for Board Members to declare any actual or potential conflict of interest in relation to any item on the agenda.

Where required, the Member will be excused from the meeting, or from the Board's consideration of the relevant agenda item(s). Details of potential or actual conflicts of interest declared by members and action taken will be appropriately minuted.

4.3 DECISION MAKING

All decisions of the Board will be determined on the basis of a majority vote of Members. Proxy or absentee voting is not permitted. In any instances of a tied vote, the Chair of the Board shall have the casting vote.

4.4 MEETINGS

The Board will meet each quarter and at least six times a year or more frequently as the Board determines is necessary. The quorum for meetings of the Board is a majority of the Members of the Board.

The annual schedule for Board meetings will be set in December of the preceding year, following consultation with the Board and the Board Secretary.

4.5 SUPPORT

The Board will be supported by the Board Secretary. The Board Secretary will arrange for the minutes to be taken recording:

- Attendance;
- Agenda items; and,
- Decisions of the Board.

An initial draft the minutes will be sent to the Board Chair for review, preferably within two business days. As soon as practical after the draft minutes are approved by the Chair, they will be circulated to the Board Members and the Board Chair.

The minutes will be endorsed by the Board (with any necessary amendments) at the next Board meeting. The Chair of the Board will sign the endorsed minutes on behalf of the Board.

The minutes of the meeting are to be provided to the BKI Board at the next meeting.

4.6 BOARD EVALUATION

The Board will undertake an annual review of its performance and report the results of that review at the next Board Meeting.

4.7 BOARD MEMBER ONBOARDING

Upon appointment to the Board, new Members will receive induction that includes sufficient briefings and information to understand:

- The Board’s responsibilities;
- Their responsibilities as a member of the Board and the expectations of their role and performance; and,
- Current items being considered or oversighted by the Board.

The Board Secretary will liaise with the Board Chair to agree the content of the induction.

All new members will receive briefings from the:

- Chair of the Board;
- Chief Executive Officer; and,
- Chief Operating Officer.

Members of the Board who do not have the requisite level of awareness of government policy and/or industry knowledge at the time of their appointment must undertake induction training as soon as possible. As a minimum requirement the prescribed level of competence must be achieved within the first six months of membership of the Board.

4.8 REVIEW OF CHARTER

The Board will review this Charter annually and implement any recommendations from the review. The Board is the approving authority for any change to the Charter.

5.0 VERSION CONTROL, REVIEW AND CHANGE HISTORY:

| Version No. | Approval Date | Approved By | Description Of Change | Last Periodic Review Date | Next Review Date | Document Owner |
|-------------|---------------|-------------|---|---------------------------|------------------|-----------------|
| 1 | 18/12/13 | Board | New – This charter supersedes any terms of reference previously in force. | | 18/12/14 | Board Secretary |
| 2 | 01/06/17 | Board | Updated 2017 | Nov 16 | 15/02/2018 | Board Secretary |