

## **Governance Institute of Australia Ltd**

**A.B.N. 49 008 615 950**

### **State Council Charter**

#### **Purpose**

The Board of Directors of Governance Institute of Australia Ltd (the Board) has established a State Council (State Council) in each Australian State. The Board has done so by delegating its powers to each State Council under Rule 23(i) of the Constitution and sub-section 198D(d) of the *Corporations Act 2001 (Cth) (CA)*.

A 'person' as referred to in sub-section 198D(d) of the CA includes a body corporate under sub-section 2C(1) of the *Acts Interpretation Act 1901 (Cth)*.

#### **Responsibilities**

Each State Council (Council) is responsible for:

- providing feedback on draft updates to the strategic plan when requested by the Board and providing any recommendations to the development of the strategic plan at the request of the Board;
- providing assistance to the relevant State Manager in the implementation of Governance Institute's strategy and services in the State, by way of example:
  - attracting new members; and
  - facilitating introductions to organisations and prospective partners
  - Identifying opportunities specific to the state
  - Identifying collaborative partnership opportunities for the boards consideration
  - Identifying event and speaker opportunities that are relevant to the State and provide value to the membership;
- acting as ambassadors for Governance Institute;
- providing feedback to the Board and Governance Institute staff on governance, membership and education issues raised by members;
- actively engaging in the identification of candidates for election as State Representatives to the Board, including discussions with the Chair of the Board as to the skills, experience and attributes required at Board level;
- actively engaging in the identification of candidates for election to the State Council, including discussions with the State Council Chair (the Chair); and
- any specific direction from the Board.

#### **Role**

State Councils have a key role to play in promoting Governance Institute within their State and community. The Councils support Governance Institute's objectives in activities such as attending events or meeting with influential stakeholders to communicate Governance Institute's key messages.

Councils as a whole, are an important group of representatives to support Governance Institute's staff from both a technical and professional perspective. The Councils can provide useful input into professional development as well as identifying other needs of members.

Councils are not responsible for the employment and management of State-based staff, management of premises, local administration, financial management or delivery of Governance Institute's services in the State.

#### **1 Membership**

- 1.1 Members of State Councils are appointed by the Board, pursuant to the Constitution and shall not be directors of the Company.

- 1.2 The minimum number of members of Councils shall be five (5) and maximum number of members is 18.
- 1.3 State Representatives on the Board may be invited to attend the relevant State Council in an ex-officio capacity.
- 1.4 Each State Councillor is expected to:
- have and maintain a good working knowledge of the activities of Governance Institute in their State;
  - have the capacity to devote the required time and attention to prepare for and attend State Council meetings; and
  - attend at least two thirds of the number of meetings held each calendar year.
- 1.5 State Councillors must be members of Governance Institute and are appointed by the Board for a term of three (3) calendar years (subject to 1.6 below). If a State Councillor is appointed during a calendar year, the remaining part of that year will not be included in calculating the period of appointment.
- 1.6 State Councillors may serve a maximum of two (2) consecutive terms unless the Board resolves otherwise. Any subsequent appointments will be for a term not exceeding one (1) calendar year.
- 1.7 A State Councillor who ceases to be a member of Governance Institute immediately ceases to be a State Councillor.
- 1.8 The Board may at any time resolve to remove a State Councillor from office or appoint a State Councillor, subject to the maximum cap in section 1.2.
- 1.9 State Councillors must strictly comply with the code of professional conduct and ethics of Governance Institute prescribed by the Constitution.

## **2 Appointment of State Councillors**

- 2.1 State Councils must review their composition at least annually, led by the Chair and involving the State Manager, and will implement any direction from the Board regarding Council composition including, but not limited to, renewal, skills, experience, and diversity.
- 2.2 The results of the annual review, together with any recommendations for changes to membership, will be presented in writing to the Board at the last Board meeting of the calendar year. State Councillors must consent to being nominated by signing a form approved by the Board.
- 2.3 The Board may accept or reject any recommendations from the State Council, in its sole discretion . Any changes approved by the Board will take effect from 1 January of the next calendar year, unless otherwise determined.
- 2.4 Outside of the annual review, State Councils, led by the Chair and involving the State Manager, may identify potential members and make recommendations to the Board in respect of membership at any time, subject to the maximum in section 1.2.

## **3 Chair**

- 3.1 The Chair of each Council is appointed by the Board, usually on recommendation by the Council to the Board at the last Board meeting of the relevant calendar year. The Board reserves the right to appoint any member as a Chair of the State Council.
- 3.2 The Chair will be appointed for a period of two (2) calendar years, subject to the provisions of section 1.6 above (If a Chair is appointed during a calendar year the remaining part of that year will not be included in calculating the period of appointment).
- 3.3 The Chair will facilitate the contribution of the State Council at its meetings and is responsible for ensuring that the principles and processes of the State Council are maintained.
- 3.4 The Chair is authorised to act and speak for State Council between its meetings, including engaging with, but not directing, the State Manager on State based initiatives. The Chair will report to State Council on decisions and actions taken between meetings of State Council.
- 3.5 State Councils shall not appoint Deputy Chairs.

## **4 Committees**

- 4.1 Councils may establish and determine the terms of reference of sub-committees comprised of State Councillors or other members of Governance Institute to assist State Council in the discharge of its responsibilities. Any such sub-committees will act in an advisory capacity only and will report to the State Council.

## **5 Meetings**

- 5.1 State Councils must meet at least five (5) times in each calendar year.
- 5.2 The Chair, State Manager or State Board Representative may convene a meeting of State Council.
- 5.3 The agenda for State Council meetings is determined by the Chair, in consultation and agreement with the State Manager. Each State Councillor may suggest any items of business for inclusion in the agenda at the request of the Chair.
- 5.4 The agenda and supporting papers are to be delivered to State Councillors by the State Manager at least seven (7) days in advance of each meeting (Distribution Date). Late papers may be accepted only with the consent of the Chair.
- 5.5 Meetings and the proceedings of Councils are governed by the provisions of the constitution of Governance Institute regulating meetings and proceedings of the Board.
- 5.6 Any meeting of Councils may be called or held using any technology consented to by a majority of State Councillors. The consent may be a standing one.
- 5.7 A quorum for any meeting of Councils is 50% of the members of a State Council.
- 5.8 In the absence of the Chair at any meeting of Councils, State Councillors will elect one of their number as chair of that meeting. The election will be by majority vote.
- 5.9 Councils may invite other people including staff of Governance Institute and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.
- 5.10 Councils do not have any decision-making authority and may only make recommendations to the Board in accord with this Charter.
- 5.11 State Managers may not be excluded from any meetings of State Council or part thereof. In the event that a State Manager is unable to attend a meeting, a staff member may attend on behalf of the State Manager upon the State Manager having provided the staff member with authority to do so.
- 5.12 All State Councillors and other attendees at State Council meetings are required to keep all information presented (whether written or oral) or discussed at State Council meetings confidential (Confidential Information) and only use and disclose Confidential Information with the express written consent of Governance Institute, unless required at law to do so and shall notify Governance Institute prior to the release of any Confidential Information.

## **6 Minutes**

- 6.1 Minutes are to be prepared for each State Council meeting by a member of the State office (not being the State Manager), or by one of the State Councillors.
- 6.2 The draft minutes of the meeting of State Councils are to be reviewed and approved by the relevant State Chair (within 7 business days after the meeting) and circulated to the relevant State Councillors by the State Manager as soon as practicable but not later than the Distribution Date for the papers for the next State Council meeting.
- 6.3 State Council must confirm the minutes of each State Council meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting).
- 6.4 A copy of the Chair approved minutes must be given to the Company Secretary of Governance Institute as soon as practicable following approval.

## **7 Authority**

- 7.1 The Board has authorised State Council, within the scope of responsibilities set out in this Charter, to perform the activities required to address its responsibilities.
- 7.2 State Council may not authorise expenditure or incur obligations on behalf of Governance Institute without the express written authorisation of the Board.

## **8 Evaluating performance**

- 8.1 The Board will undertake performance assessments of State Councils.

## **9 Review of the State Council Charter**

- 9.1 Any modifications to or replacements of this Charter must be approved by the Board.
- 9.2 The Board shall review the Charter at least every two (2) years and may do so in consultation with State Councils.

**10****General**

10.1

If there is any inconsistency between any provision of this Charter and the Constitution, the provision of the Constitution prevails to the extent of such inconsistency.

Approved by the Board: 18 July 2022