

**Governance Institute of Australia Ltd**  
**A.B.N. 49 008 615 950**  
**State Council Charter**

## **PREAMBLE**

The Board of Directors of Governance Institute of Australia Ltd (Governance Institute) has established a State Council (**State Council**) in each Australian State. Each State Council is a Committee of the Board under clause 23(a) of Governance Institute's Constitution.

## **Responsibilities**

**Each State Council is responsible for:**

- **providing input, at the direction of the Board, into the development of Governance Institute's strategic plan;**
- **providing advice and assistance to the relevant State Manager, in the implementation of Governance Institute's strategy and services in the State;**
- **acting as ambassadors for Governance Institute; and**
- **any specific direction from the Board.**

### **Commentary:**

State Councils have a key role to play in promoting Governance Institute within their state and community to 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 and Councillors as individuals are an important reference group to support Governance Institute's staff from both a technical and professional perspective. The Council can provide useful input into local professional development as well as into identifying other needs of members.

Councils also have an important role in reviewing and making recommendation during the development of the Board's strategic plan. Councils' advice is taken into consideration by the Board when determining future strategic initiatives.

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 State Councillors are appointed by the Board, pursuant to the Constitution.
- 1.2 The maximum number of members of a State Council is 18.
- 1.3 State Representatives on the Board are ex-officio members of the relevant State Council.
- 1.4 Each State Councillor is expected to:
  - have and maintain a good working knowledge of the activities of Governance Institute in its State; and
  - have the capacity to devote the required time and attention to prepare for and attend State Council meetings.
- 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 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 in 1.2 above being reached.

## **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 to the Board at the last Board meeting of the calendar year. Any changes approved by the Board will take effect from 1 January of the next calendar year, unless otherwise determined.
- 2.3 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 1.2 above, being reached.

## **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 (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 State Council 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. State Councils are not obliged to establish any such sub-committees.

## **5 Meetings**

- 5.1 State Council 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.

- 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. Late papers may be accepted only with the consent of the Chair.
- 5.5 Meetings and the proceedings of State Council are governed by the provisions of the constitution of Governance Institute regulating meetings and proceedings of the Board.
- 5.6 A State Council meeting may be called or held using any technology consented to by each State Councillor. The consent may be a standing one.
- 5.7 A quorum for any meeting is any three (3) members of State Council.
- 5.8 In the absence of the Chair at a meeting of State Council, the State Representative on the Board will chair the meeting and if they are also not present, Councillors will elect one of their number as chair of that meeting.
- 5.9 State Council may invite other people including employees of Governance Institute and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.
- 5.10 Decisions of State Council may be made:
- at a duly called and constituted meeting; or
  - by a resolution in writing notified to all members of State Council and signed by at least 75% of the members of State Council who are entitled to vote on the resolution.
- 5.11 State Managers may not be excluded from any meetings of State Council or part thereof.
- 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 and only use and disclose this information in the proper discharge of their duties to Governance Institute.

## **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 each State Council meeting are to be reviewed by the Chair and circulated to all State Councillors by the State Manager as soon as practicable but no 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 authorisation of the Board.

## **8 Evaluating performance**

- 8.1 State Councils will undertake performance assessments in the manner requested by the Board.

## **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 every two (2) years.

**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 the inconsistency.

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