



AIATSIS

AIATSIS Council
Charter

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1. Purpose

The purpose of this Charter is to outline the responsibilities, reporting and review arrangements of the Australian Institute of Aboriginal and Torres Strait Islander Studies (AIATSIS) Council.

2. Operating Principles

The Council operates under the principles of "Yindyamarra" (A Wiradjuri word meaning honour and respect. More broadly it implies - thoughtfulness, graciousness and kindness):

- mutual respect
- probity
- professionalism
- collaboration
- proactive avoidance of material conflicts of interest.

The Council is to set the strategic direction of AIATSIS and the CEO is tasked with delivering on those strategies.

3. Governance

3.1 Chairperson and Deputy Chairperson

- a) The Chairperson and Deputy Chairperson are appointed by the Minister for Indigenous Australians.
- b) The Chair and Deputy Chairperson will be Aboriginal and/or Torres Strait Islander Persons.
- c) The Chair and Deputy Chairperson must be existing Council Members.
- d) The Chairperson will chair all Council meetings. If the Chairperson is unable to chair any meeting, the Deputy Chairperson will chair the meeting.

3.2 Council Members' Conduct

- a) Conduct of Council Members in the course of their official duties are subject to the Act and the *Public Governance, Performance and Accountability Act 2013* (the PGPA Act), relating to conduct of officials.
- b) All Council members hold office on a part-time basis and are not employees of AIATSIS.
- c) Council will conduct themselves in line with the APS Values outlined in Section 10 and the APS Code of Conduct outlined in Section 13 of the *Public Service Act 1999*.

3.3 Responsibilities of the Council

- a) It is the responsibility of Council to ensure the proper and efficient performance of the functions of the Institute and to determine the policy of the Institute with respect to any matter.
- b) The Council has a primary duty to act in the best interests of the Institute, consistent with the values and interests of Aboriginal and Torres Strait Islander communities as a whole.
- c) The Council is responsible to maintain the good governance of AIATSIS with a focus on two main requirements:
 - i. Performance - The Council will monitor the performance of AIATSIS to ensure the effective and efficient use of resources.
 - ii. Conformance - The Council will ensure the processes of AIATSIS meet the requirements of the Act; the PGPA Act; the *Public Service Act 1999*; the law; regulations; published standards and community expectations of probity; accountability; and openness.
- d) The PGPA Act requires that accountable authorities of Commonwealth entities ensure that their entity has an audit committee. The Audit and Risk Committee reports to Council.
- e) Council will undertake standardised training relating to APS Values and code of Conduct.
- f) Council are not responsible for the day to day administration of AIATSIS or its staff members.
- g) Council members shall not participate in committees established to advise the CEO on management issues relating to the functions of AIATSIS.

3.4 Chairperson Responsibilities

The responsibilities of the Council Chair are principally to:

- a) contribute to formulating strategic direction and leadership for AIATSIS
- b) liaise with the Chief Executive Officer to ensure that Council members are appropriately briefed and have access to information on all aspects of the Institute's operations
- c) set the agenda for Council meetings, in consultation with the Chief Executive Officer
- d) be the main point of contact between the Council and the Chief Executive Officer
- e) act as the primary counsellor to the Chief Executive Officer
- f) lead the review of Council's performance
- g) review the Chief Executive Officer's performance, in consultation with the Council, ensuring that the delegated authority of the Chief Executive Officer and expected key performance criteria for the Chief Executive Officer are clear
- h) chair the Council meetings ensuring that:
 - i. the Council is well informed and effective

- ii. the members, both individually and as a group, have the opportunity to air different views
- g) the collective ideas and views are generated and explored in the interests of the proper operation of the Council and AIATSIS set a standard for Council members in terms of attendance at meetings and prior familiarity with Council papers distributed and issues to be raised.
- h) ensure that the meetings are conducted competently, ethically and transparently.

3.5 Strategic Direction and Leadership

The Council must:

- a) Exhibit positive and ethical leadership to build on the past while shaping the Institute's future.
- b) lead and set direction in a way that remains connected to and is informed by the changing circumstances of Aboriginal and Torres Strait Islander communities and peoples.
- c) Set the long-term vision and strategic direction for the Institute through strategic planning. In doing this, the Council draws on the Institute's rich history while exhibiting the necessary leadership to set a vision and strategy which positions AIATSIS well into the future.
- d) Promote and communicate the Institute's vision, strategy, purpose and contribution to the national estate to the Institute's key stakeholders.
- e) Set the medium-term strategic priorities for the Institute through the development of a 5year Strategic Vision as required by the PGPA Act, which in turn is driven by the broader Institute Vision and Mission. The Corporate Plan sets the Institute's strategic priorities for the period of the plan.

3.6 Planning and Performance

- a) Monitors the Institute's performance by approving and monitoring progress against the Corporate Plan.
- b) Ensures effective governance arrangements are in place including key elements such as Executive Management, Risk and Audit, Financial Management, Human Resource Management, Business Planning and Performance Monitoring.
- c) Approves the Audit and Risk Committee Charter and annual Work Plan.

3.7 Resource and Risk Management

- a) Set the Institute's longer term financial strategy, including diverse income streams, to ensure that the Institute remains viable into the future.
- b) Satisfies themselves that the Institute is managing risks effectively, including by reviewing Audit and Risk Committee recommendations.

3.8 Chief Executive Officer Responsibilities

- a) The Council appoints a Chief Executive Officer to lead the Institute, advance the strategic direction determined by council, and to manage the day-to day-business of AIATSIS.

- b) The Chief Executive Officer is responsible for the day-to-day administration of the Institute and acts in accordance with any policies determined and any directions given by the Council as per the Act.
- c) It is the Chief Executive Officer's responsibility to coordinate the Council and Councilors' communication and contact with the staff of the Institute.
- d) The Chief Executive Officer is the principal adviser to the Council and primary spokesperson for the Institute.
- e) Direct communication relating to AIATSIS business between Council Members and staff is to be managed through the Chief Executive Officer.
- f) To assist in the delivery of AIATSIS strategy the CEO may establish advisory committees as and when required.

4. Council Operations, Administration & Support

4.1 AIATSIS Council Meetings

- a) All Council meetings will be held face to face. In exceptional circumstances meetings can be held via teleconference/video conference.
- b) The Council will meet once a quarter.
- c) The Chair may convene special meetings including by teleconference/video conference and workshops as required.
- d) The Council will be provided with meeting papers at least 7 days prior to each meeting so that members can adequately prepare for Council meetings.
- e) The Chief Executive Officer is responsible for ensuring that appropriate secretariat support is provided to the Council and that minutes are recorded appropriately.
- f) At a meeting of the Council, a quorum is constituted by 5 Councilors.
- g) The Council will agree an annual meeting plan which will include forward planning key agenda items that relate to this Charter, for example planning and review meetings.
- h) The Chief Executive Officer and the Deputy Chief Executive Officer will attend and participate in every Council meeting and sub-committee. The Chief Executive Officer may nominate a delegate to attend sub-committee meetings.
- i) Any visitors or delegations meeting with Council will only attend Council meetings with the express approval of the Council Chairperson prior to the meeting.
- j) AIATSIS Executive members are invited to brief Council on important matters and provide performance reporting information relevant to their Business Group.

4.2 In-Camera Meetings

- a) The Chair, where appropriate, may request an In-Camera Meeting.
- b) Decisions made during an in-camera meeting must be recorded in a separate set of minutes.
- c) In the absence of secretariat support, the Chair is responsible for ensuring that decisions and actions arising are recorded appropriately.
- d) Minutes of in-camera meetings should be circulated to those who participated in

the meeting, and following approval of the minutes, should remain confidential.

- e) A separate list of in-camera minutes should be maintained by the secretariat support for Council to ensure good governance practices.

4.3 Decision Making

- a) The Council makes decisions by informed consensus. This involves careful consideration of relevant issues on the basis of advice and the full and frank discussion of the range of perspectives and views that may exist between the Council members.
- b) Consistent with good practice in Commonwealth entities decisions should be taken in a considered way based on advice. Ad hoc or reactive decision making is to be avoided.
- c) The CEO is responsible for preparation of advice for Council consideration.
- d) Where informed consensus is not possible the Council will consider the merits of the specific issue requiring a decision and then put the matter to a formal vote. Formal meeting business rules will apply and such motions will be proposed and seconded.
- e) When decisions are determined by voting the Minutes will reflect arguments for and against the proposition. Individual Council members may request that their views be recorded in the Minutes.
- f) Official decision can only be made through formal resolutions of properly convened meetings. This includes in person or via electronic means.
- g) Council function as a collective and no member of Council has authority outside of the collective decision making except in the case of the Chair.
- h) Council decisions are taken to be collective decisions. Consistent with the principles of Cabinet Solidarity once decisions are taken all members of Council are required to support those decisions.
- i) Where a matter for consideration has been deemed as non-urgent, it will be tabled at the subsequent Council meeting.

4.4 Circular Resolution

- a) Where a decision needs to be considered outside of a Council meeting, the Chair may request Council to transact business by circular resolution.
- b) A circular resolution must be agreed by at least two thirds of the Council, including the Chair.
- c) The circular resolution is deemed passed at the time it is approved by the majority of members.
- d) Circular resolutions are to be reported at the subsequent Council meeting.

4.5 Minutes

- a) Council maintains a cabinet style approach to minutes. As such Council minutes are not verbatim reports or transcripts of council deliberations – if any that was agreed.
- b) To assist in preparation of minutes Council meeting deliberations are audio recorded. Once the minutes are approved the recordings are destroyed.

4.6 Standing Committees

- a) The Council may convene short-term and/or on-going standing committees as required.
- b) Council standing committees shall be chaired by a Council member.
- c) Standing committees may include external/independent members.
- d) Standing committees will be supported by Council Secretariat.
- e) Records of Council standing committees shall be kept as an official record for advising Council.

4.7 Communication

- a) The Chief Executive Officer is responsible for disseminating Council decisions to key stakeholders as appropriate.

5. Complaints¹

- a) The Council will establish an independent committee to investigate complaints related to the behavior of Council members and/or the Chair. All complaints must be made in writing and directed in the first instance to the Chair. Where the Chair is the subject of a complaint, the complaint must be made in writing and directed in the first instance to the Deputy Chair.
- b) The committee will comprise the Chief Executive Officer, up to three Council Members and up to two suitably qualified independent members, with no more than five in total. None of the committee members will have a direct interest in, or be the subject in any way of a complaint being considered by the Committee.
- c) The committee will make recommendations to the Council in relation to each complaint it considers.
- d) Individual Council members will not be required to respond to complaints by the Institute's Members or other interested parties in relation to operational decisions that the Council makes. Any complaints directed to Council members will be directed to the committee.

6. Review Process

6.1 Performance and Evaluation of AIATSI Council

- a) The Council will conduct, at least every two years, a comprehensive review of its performance as a Council and the performance of the Chairperson.
- b) The method of conducting each review and the extent of that review is for Council to determine from time to time, with every second review being conducted externally.

¹ Complaint handling is not always straight forward, and the committee must consider relevant legislation and regulations when investigating the issue. In addition, some complaints may be required to be handled as per other prescribed processes such as those made under the *Public Interest Disclosure Act 2012*.

6.2 Review of Council Charter

- a) The Council will review this Charter biennially to ensure it remains consistent with the Council's objectives and responsibilities, and relevant standards of corporate governance.