

# TAFE Commission Advisory Board Charter

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## 1. Purpose

The TAFE Commission Advisory Board ('Board') is a formal advisory mechanism established under the Technical and Further Education Commission Act 1990 (NSW) ('Act').

The purpose of the Board is to provide the Minister with advice in relation to TAFE NSW's provision of technical and further education services, commercial activities and relationship to other education sectors.

This document defines the authority and responsibilities of the Board within TAFE NSW's legislative and regulative framework.

## 2. Authority and Power

### 2.1 Functions

Section 12 of Part 4 of the Act stipulates that the functions of the Board are "to review and make recommendations to the Minister on the following:

- a. policies related to the technical and further education services provided by the TAFE Commission,
- b. efficiency and effectiveness in relation to the operation and management of the technical and further education services provided by the TAFE Commission,
- c. the Commission's commercial activities, the setting of priorities for its commercial operations and the utilisation of funds generated from commercial activities, consistent with the Government's overall policies and objectives in the education and training area,
- d. the corporate plans prepared by the TAFE Commission under this Part,
- e. the relationship between the TAFE Commission and other education sectors, including schools, higher education and adult and community education,
- f. any matter referred to the Board by the Minister."

### 2.2 Authority and Power

The Board has the authority to make recommendations to the Minister.

The Board has the power to request from TAFE NSW information pertaining to its activities as it considers necessary to discharge its responsibilities.

The Board has no executive power.

The Managing Director is an ex officio member of the Board with equal participation rights. When acting as a member of the Board, the Managing Director is not exercising the powers or authority of the office of the Managing Director.

## 3. Membership and Duties

### 3.1 Composition

The Board is composed of:

- a. Managing Director, TAFE NSW;
- b. A representative from the senior executive of TAFE NSW;
- c. A person nominated by the Minister for Education;
- d. Ten (10) members appointed by the Minister.

[s11 of Part 4 of the Act]

As part of the process to appoint members, a skills matrix assessment is conducted to assist in ensuring a suitable board composition is maintained.

A list of the current members is provided as **Appendix A**.

### 3.2 Presiding Member

The Chairperson or, in the absence of the Chairperson, the Deputy Chairperson (or, in the absence of both, another member elected to chair the meeting by the members present) is to preside at a meeting of the Board.

### 3.3 Tenure

Appointed members hold office for the duration specified in the relevant instrument of appointment, not exceeding four (4) years, and are eligible for re-appointment.

[s4 of Sch1 of the Act]

### 3.4 Standing Invites

- a. Executive Director Strategic Planning and Policy
- b. Governance and Secretariat Specialist (Secretary)

### 3.5 Other Attendees

Other attendees may attend all or any part of the meeting with the Chairperson's agreement for the purpose of providing information.

### 3.6 Role of the Chairperson

The role of the Chairperson is to:

- a. Review and approve the draft agenda before distribution;
- b. Guide the meeting according to the agenda and time available;
- c. Ensure all discussion items end with a decision, action or definite outcome; and
- d. Review and approve the draft minutes before distribution.

The Chairperson of the Board or, in the absence of the Chairperson, the Deputy Chairperson (or, in the absence of both, another member elected to chair the meeting by the members present) is to preside at a meeting of the Board.

### 3.7 Role of the Deputy Chairperson

In the absence of the Chairperson, the Deputy Chairperson will discharge the duties of the Chairperson.

### 3.8 Role of a Member

Members must understand and observe TAFE NSW's legal requirements including:

- a. declaring conflicts of interests in accordance with section 7 of Schedule 1 of the Act;
- b. imparting relevant skills and experience including cultural, people, financial and risk management expertise;
- c. applying good analytical skills, objectivity and judgement;
- d. expressing opinions frankly and asking questions which go to the fundamental core of an issue; and
- e. not exercising managerial authority.

### 3.9 Role of the Secretary

The role of the Secretary is to:

- a. Prepare agendas and issue notices for meetings;
- b. Ensure all necessary documents requiring discussion or comment are attached to the agenda;
- c. Distribute the agenda;
- d. Take notes of the proceedings and prepare minutes of meeting;
- e. Distribute the minutes and action lists to all Members;
- f. Monitor actions arising from the Board meetings and report their status in meeting materials; and
- g. Ensure signed minutes and meeting records are securely retained and archived.

### 3.10 Other Support

The TAFE Board Secretariat supports the operations of the Board by:

- a. Organising meeting facilities, video conferencing, travel, catering, expense reimbursement and other meeting logistics;
- b. Assisting Members to address any issues arising with electronic access to papers;
- c. Archiving and records management.

The General Counsel supports the Chairperson of the Board by:

- a. Advising in relation to managing Members actual or potential conflicts of interest;
- b. Facilitating advance consideration of proposed agenda items;

- c. Facilitating provision of Board access to privileged and confidential legal advice from time to time;
- d. Advising on process and conduct guidelines for NSW government sector boards and committees.

## 4. Meetings

### 4.1 Frequency

The Board will meet as often as the Chairperson and Members consider necessary to fulfil their duties and responsibilities.

In normal circumstances the Board is expected to meet at least four times in a year. Participants may attend in person, by telephone or by the use of video conferencing facilities.

The Board may sit as a special Board meeting as required by the Chairperson. Decisions made at these meetings will be deemed acceptable and shall be recorded in the minutes of the next scheduled Board meeting.

A meeting calendar will be developed each year and will be distributed by the Secretary to all Members and Standing Invitees.

### 4.2 Agenda Items

A draft agenda will be forwarded to the Chairperson for review and approval at least fifteen (15) business days prior to the next scheduled meeting.

### 4.3 Submissions

All submissions to the Board must be forwarded to the Secretary at least ten (10) business days prior to the next scheduled meeting. The format of the submission must be in the format specified.

### 4.4 Board Papers

The Secretary is responsible for circulating the Board papers at least seven (7) days prior to the scheduled meeting date.

### 4.5 Minutes

Meetings will be conducted on a formal basis and be minuted. The minutes must record the following:

- a. Date and location of meeting;
- b. Attendees, apologies and absentees;
- c. Agenda items discussed;
- d. Action items;
- e. Decisions taken.

Copies of the Minutes shall be provided to all Members no later than ten (10) business days following each meeting.

Minutes are to be reviewed and signed (with amendments if required) by the Chairperson as a true and accurate record at the commencement of the next meeting.

Minutes of the preceding meeting must be confirmed at each meeting, which includes a review of the action items outstanding.

An extract of the minutes is a record of the recommendation made by the Board to the Minister.

#### 4.6 Quorum

The quorum for a meeting of the Board is seven (7) members.

[s11 Sch1 of the Act]

#### 4.7 Voting

- a. Where a vote is requested, a decision supported by a majority of the votes cast at a meeting of the Board is a decision of the Board.

[s13 Sch1 of the Act]

- b. The person presiding at any meeting of the TAFE Commission Board has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

[s12 Sch1 of the Act]

#### 4.8 Reporting

The Minister will be provided with the Board papers and approved minutes of the meeting.

#### 4.9 Committees

The Board may, with the approval of the Minister, establish Board committees to which it may delegate any of its powers, duties and responsibilities. The Board will appoint the members of each committee, and the Chairperson of each committee.

## 5. Review

### 5.1 Performance Review

On an annual basis, subject to consultation with the Board, the Secretary will coordinate an assessment of the Board's performance focusing on the extent to which the Board has discharged its responsibilities against the Charter. Where appropriate the review should make recommendations for improvements.

In preparing the report, the Secretary will consult with the Chairperson and a copy of the review report will be provided to the Chairperson and Minister.

### 5.2 Charter Review

The Charter will be reviewed by the Board annually from the date of approval and after the annual Board Performance Review.

Any substantive changes to the Charter can be made only with the approval of the Minister.

## APPENDIX A: Current Members

Current Members	Position
Danny O'Connor	Chairperson
Katrina Troughton	Deputy Chairperson
Chloe Read (Managing Director)	Member
Murat Dizdar	Member
Alison Mirams	Member
Fiona Braybrooks	Member
Mary Ann O'Loughlin	Member
Kurt Fearnley	Member
Megan Callinan	Member
Eva Hanly	Member
Jason Ardler	Member

Standing Invites	Position
Joseph La Posta	CEO, Multicultural NSW
Celia Murphy	Executive Director, Strategic Planning and Policy
Lana Philp	Secretary



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