Trade Training Centres in Schools Program

Governance Committee Terms of Reference / Charter

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# Document information

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# Introduction

## Purpose

{The text below will normally be adequate. Replace [TTC name] with the name of your TTC.}

The purpose of this document is to define the role and responsibilities of the Governance Committee for [TTC name].

## Background

{Modify this section to suit the TTC’s specific situation.}

Signatories to a Memorandum of Understanding (MoU)/Joint Use Agreement have been successful in their application for Federal funding to establish a Trade Training Centre (TTC). TTC obligations are detailed in the Project Specific Schedule, which commits signatories to:

* Establishing the TTC with a nominated lead school and project leader
* A ‘Training Obligation Period’ of 10 years commencing on the first day of operation during which training outlined in the PSS (and any approved variation to the PSS) is delivered and an annual report is delivered
* A ‘Designated Use Period’ of 20 years commencing on the first day of operation during which a report must be provided on demand.

Note that Federal funding does not include any recurrent component. The Memorandum of Understanding/Joint Use Agreement establishes how recurrent funding is generated for the TTC.

The lead school council and signatories to the MoU/Joint Use Agreement have elected to govern the TTC through a Governance Committee.

# The Governance Committee

## Members of the Governance Committee

{List the names of Governance Committee members and attendees in the table below. Use the role column to indicate either the person’s organisational role, or their role in the TTC - whichever is more meaningful for the committee.}

|  |  |  |
| --- | --- | --- |
| Members | | |
| Name | Role | Date appointed |
|  | Chairperson | Date |
|  | Member | Date |
|  |  |  |

| Attendees | |
| --- | --- |
| Name | Role |
|  | Executive Officer |
|  |  |
|  |  |

## Role of the Governance Committee

The role of the Governance Committee is to set the direction and goals for the TTC, monitor progress towards those goals and act when those goals are not being met. To do this the Governance Committee must:

* Ensure the TTC objectives and goals are clear
* Set management the task of delivering a viable strategy
* Support the TTC manager / co-ordinator and their team
* Constructively challenge management’s strategy to satisfy any doubts about its viability
* Approve management’s strategy when it is deemed to be acceptable
* Monitor the progress of the TTC strategy and business plan through management’s status reports
* Ensure that management’s recommendations in relation to important issues and opportunities are sound before approval
* Approve expenditure and ensure the approved budget is not exceeded
* Assist in conflict resolution and management of important risks and issues
* Clear organisational obstruction
* Promote the TTC within and beyond the cluster.

# Roles and Responsibilities

## Role of the Chairperson

The Chairperson is ultimately responsible to the stakeholders of the TTC for delivering on their expectations. The Chairperson is appointed by the signatories to the Memorandum of Understanding/Joint Use Agreement. The Chairperson convenes the Governance Committee to provide support to the TTC and to gather experienced input to decisions regarding the TTC.

The responsibilities of the Governance Committee Chairperson are to:

* Create an effective Governance Committee
* Invite appropriate persons to become members of the Governance Committee
* Seek approval from the signatories for appointments to the Governance Committee
* Ensure all Governance Committee members’ voices are heard and that consensus decisions are made
* Represent the Governance Committee when a figurehead is required
* Ensure the committee discharges its obligations
* Require that a charter (this document) is created, approved and reviewed at least annually
* Ensure that the TTC has appropriate management at all times
* Require the development of a strategy and annual plan which is approved by the committee
* Require that management demonstrate progress against the annual plan to the satisfaction of the committee
* Report to the signatories when required
* Conduct committee meetings
* Set the agenda for each meeting with the meeting’s executive officer (e.g. the TTC Manager / Co-ordinator)
* Ensure agendas and minutes are distributed in a timely fashion
* Make the purpose of each meeting clear to members and explain agenda items as necessary
* Place time limits on agenda items and ensure meetings end at the scheduled time
* Encourage broad participation from members in discussion by calling on different people
* Conclude each meeting with a summary of decisions and actions
* Follow up with consistently absent members.

## Role of Governance Committee members

The responsibilities of Governance Committee members are to:

* Understand the goals, objectives, and desired outcomes of the TTC strategy
* Understand and represent the interests of TTC stakeholders
* Take a genuine interest in the TTC’s outcomes and overall success
* Act on opportunities to communicate positively about the TTC
* Support open discussion and debate, and encourage fellow Governance Committee members to voice their insights
* Actively participate in meetings through attendance, discussion, and review of minutes, papers and other Governance Committee documents
* When attendance is impossible send a delegate who can act on their behalf.
* Support the Chairperson in the disciplined conduct of meetings

## Role of the TTC Manager / Co-ordinator

The Governance Committee delegates to the TTC Manager / Co-ordinator the task of developing and delivering a strategy and annual business plan for the TTC. The TTC Manager / Co-ordinator achieves this by:

* Documenting a TTC strategy and annual business plan for Governance Committee approval
* Providing each Governance Committee meeting with a status report on progress against the business plan
* Highlighting issues and opportunities which jeopardise or change the plan and providing options and a recommendation on how to move forward for the committee’s approval
* Exercising decision making authority strictly within the delegations provided by the Governance Committee
* Organising an executive officer for the Governance Committee
* Being available to respond to queries about the TTC from Governance Committee members.

## Role of the executive officer

The executive officer is the secretary of the meeting and deals with all the administrative aspects of Governance Committee meetings, including:

* Agreeing an agenda with the Chairperson and the TTC Manager/Co-ordinator
* Ensuring the agenda and supporting materials are available in a timely manner
* Distributing the agenda and supporting materials to Governance Committee members and attendees at least 24 hours prior to the meeting
* Ensuring the venue for the meeting is appropriate and available
* Taking minutes at the meeting
* Having the minutes approved by the Chairperson
* Including the minutes in the following meeting’s agenda.

## Role of attendees

Attendees are invited to the Governance Committee to provide information to members. While not able to make decisions, attendees participate in the meeting. Attendees are invited to meetings on a permanent or one-off basis. One-off attendees are invited to speak to a specific agenda item. Permanent attendees are invited for their specific expertise.

# Conduct

## Conflicts and Confidentiality

[This section can be removed if it does not apply to the TTC.]

Upon becoming aware of a conflict of interest, members and attendees must immediately declare their conflict of interest to the Chairperson, who will exclude them from discussions and decisions that put the member in conflict. Where the conflict excludes the member from a significant amount of the committee’s business, the Chairperson may request the member to resign from the committee.

Members and attendees must regard all information made available to them in agendas and minutes, and all discussions at Governance Committee meetings as confidential until informed otherwise by the Chairperson.

## Committee principles

The Governance Committee agrees to operate on the basis of the following principles:

* A decision can only be made if a quorum is present. A quorum is a majority of members (excluding delegates).
* At a minimum the Governance Committee must meet at least once per school term.
* The Committee may defer a decision until more work is done to address specific concerns.
* Decisions should be made via consensus wherever possible. If a consensus is not possible, the Chairperson can make the final decision.
* Decisions are final and must be supported by all members after being made. Decisions can only be re-visited when new information becomes available which materially affects the validity of the decision.
* Decisions made when the Chairperson is absent must be considered as Endorsed until the Chairperson approves the minutes, at which time they become Approved
* The minutes are the final and only record of meetings. Decisions recorded in the minutes are the only decisions of the Committee.
* The membership of the Committee and the contents of this document will be reviewed at least annually

# Delegation of Authority

{Suggested wording supplied below. Modify as necessary to suit the operations of the TTC.}

The signatories of the MoU/Joint Use Agreement retain the following powers:

* Appointment of the Chairperson of the Governance Committee, which must be approved by all signatories
* Appointment of the members of the Governance Committee, which must be approved by all signatories on the recommendation of the Chairperson
* Changes to the MoU/Joint Use Agreement, which must be approved by all signatories.

The signatories to the MoU/Joint Use Agreement delegate the following powers to the Governance Committee:

* Procurement of goods and services for the TTC in compliance with DET procurement policy
* Payment for goods and services for the TTC
* Appointment of staff for the TTC
* All operations of the TTC necessary to deliver the obligations described in the Project Specific Schedule.

The Governance Committee has the power to appoint a manager of the TTC and delegates to that manager the following powers:

* Accepting enrolments and delivering services as described in the Project Specific Schedule
* Procurement of goods and services for the TTC up to the value of $25,000 per commitment and in compliance with DET procurement policy
* Payment for goods and services for the TTC up to the value of $5,000 per transaction
* Write offs of debt and reimbursement of costs up to the value of $1,000 per transaction
* Publishing information about the TTC internally, to stakeholders and via the media
* Further delegating powers to staff with the approval of the Governance Committee.