

# Council Charter

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Revised June 2023

The Victorian Institute of Teaching (VIT) is an independent statutory authority for the teaching profession. The Ministers for Education and Early Childhood Education are the responsible Ministers. VIT is governed by a Governor in Council-appointed Council. The Council appoints a Chief Executive Officer (CEO) to lead the organisation.

The **VIT's vision** is for all Victorian children and young people to have the best teachers.

In order to realise its vision, **VIT's purpose** is to regulate for a highly qualified, proficient and reputable teaching profession through four main functions

- register teachers and assist them in compliance with this register;
- accredit initial teacher education (ITE) programs and pathway programs;
- ensure all teachers maintain articulated standards; and
- investigate breaches of conduct.

The **guiding principles** adopted by VIT as they engage in this work is that they be accountable and transparent, efficient and timely, intelligence and expert led, and risk-based and proportionate.

Section 2.6.3(1A) *Education and Training Reform Act 2006* (the Act) states that "When performing any regulatory function under subsection (1), the Institute must consider the wellbeing and safety of children, including by taking into account community expectations."

The VIT works with a range of key stakeholders to achieve its vision and purpose in a variety of ways. Stakeholders include registered teachers, teacher industrial associations (in particular AEU and IEU), Principal associations, employers of teachers, Victorian Registration and Qualifications Authority, Victorian ITE program providers, parents, the Department of Education and Training, the Department of Justice and Regulation (working with children check) and the Commissioner for Children and Young People (CCYP).

The VIT **strategic objectives** and adopted responsibilities are to

- provide for the safety and wellbeing of children and young people;
- set standards and enable quality teaching;
- engage actively with, and learn from, stakeholders;
- provide an efficient and effective registration process; and
- be a capable and high performing regulator.

This Council Charter reflects VIT Council's primary role as a governing board of a regulatory agency with decision-making powers.

## Purpose and role of Council

### Role of the Council

The Council is responsible for the management of VIT's affairs. This does not mean the Council oversees VIT's day-to-day operations, but that it receives reports and puts in place policies and plans to ensure VIT is carrying out its statutory functions.

It is the role of VIT's Chief Executive Officer and his or her staff to perform the day-to-day work of VIT in accordance with policy and strategy set by the Council.

The Council's management role relates to VIT's governance arrangements. It is worth quoting from the VPSC's publication *Welcome to the Board: Director's Guide to Public Entity Government*:

*'Governance' is about how a public entity is controlled and managed. It includes the relationships between an entity's Minister, Board, senior management and stakeholders, and the administrative arrangements that support these relationships. Good governance provides the foundation for high performance. It strengthens community confidence in a public entity and helps ensure entities' reputations are maintained and enhanced. Good governance enables entities to perform efficiently and effectively, and to respond strategically to changing demands.*

The Council's role therefore is to

- set the goals and strategic direction for the organisation in collaboration with the CEO
- monitor performance against a strategic plan and review the strategic direction, to respond to changing circumstances
- oversee the preparation of a strategic plan
- approve strategic initiatives and changes in the business and financial direction
- monitor the progress of strategic initiatives against performance objectives
- monitor risk management systems to ensure financial and operational risks are identified and effectively treated
- monitor the integrity of VIT's internal control, compliance and reporting systems
- ensure adequate reporting systems are in place to meet the Council's internal control, compliance and reporting systems
- ensure adequate reporting systems are in place to meet the Council's information needs
- address matters referred to the Council by its Committees
- recognise the legitimate interests of stakeholders
- establish and monitor governance practices
- evaluate the performance of the Council and its Committees.

The Council has managed these responsibilities by setting up Committees to more efficiently handle its work, setting a strategic plan and developing performance indicators.

## Council operating principles and composition

### Operating Principles

The Council's main operating principles are

- it takes a strategic and monitoring role – avoiding involvement in day-to-day management;

- it comes from a constituency but is it not a representative body, and it exercises independent judgement in decision making, ensuring that it acts in the interests of VIT; and
- it builds a cohesive Council through mutual respect, open communication, and maintenance of the confidentiality of the meeting room.

## **Composition**

From 1 June 2016, Section 2.6.6(3) of the Act has provided that the membership of the Council for the Victorian Institute of Teaching will be

- 13 members (including a Chairperson and Deputy Chairperson) drawn from particular categories and possessing specific skills, appointed by the Governor in Council and nominated by the Minister; and
- the Secretary of the Department of Education or the Secretary's nominee.

The majority of the appointed members must be registered teachers.

One of the appointed members is to be appointed as chairperson on the nomination of the Minister and must be a registered teacher or a principal.

The Governor in Council, on the nomination of the Minister may also appoint a member of the Council as Deputy Chairperson.

Members are appointed to hold office for a term, (not exceeding three years) that is specified in their instrument of appointment.

Cabinet guidelines require that appointments reflect the Government's commitment to greater representation of women, youth and indigenous Victorians on Councils and Committees.

Council Member's appointment and the period of appointment are confirmed in writing.

## **The CEO**

The VIT's CEO (currently Peter Corcoran) manages and leads VIT's secretariat and is the link between the Council and VIT staff. The CEO is the only employee directly engaged by Council.

The CEO is the employer of all other staff.

It is important to note that the CEO is accountable to the Council as a whole, rather than to individual members.

The CEO develops and implements VIT's operational plan and is accountable to the Council for expenditure, operational activity and administration in accordance with the Council's strategic plan and the legal framework.

The CEO is responsible for implementing Council policies, and for achieving Council outcomes and performance objectives. The CEO is required to prepare a range of reports for presentation to the Council.

Among other functions, the CEO

- ensures compliance with the Act and government policy which affects VIT

- attends to VIT's financial management, human resource management, information technology and communications systems, risk management, communications, marketing, asset management, procurement and reporting
- employs and manages staff
- implements Council decisions
- provides advice and information to Council concerning strategy, finance, reporting obligations and any other major matters that arise
- provides support to Council
- holds delegations from Council.

Council is responsible for employing the CEO. Matters resulting from that employment (including CEO performance) are dealt with by the Council's Remuneration Committee.

Full details of the CEO's role, duties and responsibilities are available in the CEO's position description.

### **Council vacancies and acting appointments**

Under section 2.6.62(1) of the Act, a member of the Council may resign from office by delivering to the Chairperson a signed letter of resignation.

Under section 2.6.62(2) of the Act, the Governor in Council may at any time remove a member appointed by the Governor in Council from office.

Under schedule 2 of the Act, the office of a member becomes vacant if

- a) the member becomes bankrupt;
- b) the member is found guilty of an offence which is, or which would if committed in Victoria be, an indictable offence; or
- c) the Council resolves that the member has been absent from 3 consecutive meetings of the Council without the leave of the Chairperson, or in the case of the Chairperson without the Minister's leave.

### **Conflicts of Interest**

Council has adopted the [Victorian Public Sector Commissions model conflict of interest policy](#).

Conflict of interest and gift declaration are standing items at Council and Committee meetings.

Each year Council members complete a [private interest declaration](#) and a [related parties declaration](#).

Council Members must declare any conflict or potential conflict of interest as soon as practicable after they become aware of it and the declaration must be recorded in Council minutes. The Council will determine if the conflict is material and manage the conflict as appropriate (refer to VPSC Conflict of Interest Policy adopted by VIT). Council members will annually complete a declaration of interests and a declaration of related parties' interests.

Staff – the Conflict of Interest policy applies equally to staff. Members of staff with financial delegations will complete a declaration of related party interest annually.

## Roles and responsibilities of Council

### Role and responsibilities of the Chairperson

The Chairperson is expected to

- lead the Council with a focus on achieving VIT's objectives;
- maintain a professional working relationship with the Chief Executive Officer;
- act as spokesperson for Council, where appropriate, in conjunction with the Chief Executive Officer;
- communicate and consult with key stakeholders on significant issues as appropriate;
- establish the agenda for Council meetings in consultation with the Chief Executive Officer;
- ensure the proper flow of information to the Council, reviewing the adequacy and timing of documentary materials in support of management proposals;
- ensure meetings are effectively conducted by encouraging all Members to participate and contribute to their fullest potential, that conflict of interest is well managed, ensuring that no one exerts excessive influence and ensuring that the discussion reflects Council standing orders as to role and behaviours;
- ensure the minutes properly reflect Council decisions;
- manage the annual performance review of the Chief Executive Officer. The primary measures used to assess the performance of the Chief Executive Officer will reflect those by which the Council measures overall VIT performance in accordance with the strategic plan and the budget; and
- provide feedback to individual Members as to their contribution and performance on the Council.

### Role and responsibilities of Council Members

The principal legal obligations that apply to Council Members are set out in ETRA and the *Public Administration Act 2004*.

Consistent with those provisions, Members of the Council are expected to adhere to the Public Sector Values of

- responsiveness
- integrity
- impartiality
- accountability
- respect
- leadership
- human rights

Members of the Council must at all times

- act honestly;
- act in good faith in the best interests of VIT;
- act with integrity, in particular with respect to avoiding or managing any conflict of interest;
- act in a financially responsible manner;
- act with a reasonable degree of skill, care and diligence;

- to act with all the care and diligence that a reasonable person might be expected to show in the role and keep Council discussions and deliberations confidential;
- not use information acquired in their position for gain, nor cause detriment to the Council;
- adhere to the relevant obligations of other legislation (Refer section 19 of the Council Charter); and
- maintain confidentiality.

It is expected that Members

- prepare adequately for Council meetings and to question, request information, raise any issue, and fully canvass all aspects of any issue confronting the Council and VIT; and
- outside of the meeting room will support the letter and spirit of Council decisions in discussions with the teaching profession, other stakeholders and staff.

### **Council Relationship with CEO / Management**

A mutual understanding of their respective responsibilities is critical to a successful ongoing relationship between the VIT Secretariat and the Council. A high performing Council will act in partnership with management.

The following principles will guide the relationship at VIT.

The Council

- recognises the Chief Executive Officer's primary, day-to-day role in leading and directing the work of VIT;
- recognises the Chief Executive Officer's need to act with certainty and with the clear direction and support of the Council;
- recognises the Chief Executive Officer's need to discuss preliminary thinking with the Council, to test ideas and to bring good news and bad in a constructive, supportive environment;
- expects the Chief Executive Officer to recognise the Council's role in setting strategy, agreeing performance standards, monitoring and evaluation of performance of the organisation, making those decisions reserved to it, and providing expert advice; and
- will reserve time to properly discuss and maintain the quality of the relationship with the Chief Executive Officer.

### **Member's immunity**

Member's immunity is set out in Section 2.6.76 of the Act.

Consistent with good governance practice, the Act provides that a Council Member will not be personally liable for anything done or omitted to be done in good faith and in the exercise or the discharge of a duty under the Act or in the reasonable belief that it was in the performance of a function or duty under the Act. Any liability resulting from such an act or omission will instead attach to VIT. Note that this immunity also applies to a person responsible for keeping the Register.

### **Delegations**

The Act permits delegation of Council's powers subject to section 2.6.67. This allows Council to efficiently deal with the volume of work required to effectively carry out its statutory functions.

Council needs to have an effective reporting system to ensure it can monitor the use of delegated powers and retain confidence that the delegated functions are being properly carried out.

Council should undertake a periodic review of delegations to determine whether each delegation is still appropriate and whether further delegation should be made in the interests of efficiency and effectiveness.

### **General power of delegation**

Delegation pursuant to section 2.6.67(1) is permitted to be made to

- a member of the Council;
- the Registrar or any other person employed by VIT under Part 2.6 of the Act;
- a member of a committee or body established under Part 2.6 of the Act; or
- the members of the governing board of a college established Part 2.6 of the Act. NB: no colleges have been established.

The general power of delegation may be in respect of

- operational matters
- financial matters
- human resources matters.

There are exceptions to the general power for interim suspension (Division 8A) and investigations (Division 11).

Council may delegate interim suspension to the CEO – section 2.6.67(2)

### **Specific power of delegation (investigation)**

There is also a specific power under section 2.6.67(3) to delegate VIT's power of conducting an investigation to

- an employee of VIT;
- an investigator retained by VIT;
- a member of the Council or a number of members not exceeding 3; or
- the employer or a nominee of the employer of the teacher who is the subject of the inquiry.

This delegation can be internal (to employees and office holders of VIT) or external (to an employer of a teacher).

For external delegations, a process is necessary for monitoring performance and to ensure delegations are carried out in accordance with the Act and VIT's policy.

The VIT does not currently have any external delegations.

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 of delegations sets out only a précis of the matter delegated in the column headed 'description of function'. The actual power delegated should be determined by reference to the section of the Act.

## Meetings

As determined by the Council, meetings of the Council will be held at least 6 times per year and in any event as often as required for the effective and efficient oversight of VIT business.

Meetings of the Council will be presided over by the Chairperson, or Deputy Chairperson in the absence of the Chairperson or by a member appointed by those present, if absences require it.

Adequate notice should be given to all members about forthcoming meetings. A quorum is a majority of members.

A quorum of Members may at any time summon a meeting of the Council. The quorum of the Council is a majority of the members.

Decisions may be settled on a majority of votes, and the person presiding has a deliberative and casting (second) vote. Minutes will be kept of every Council meeting.

Meetings may be conducted face-to-face, by telephone or remotely in any way determined by a majority of the Council. Resolutions may be passed without a meeting taking place, provided that a majority of Members support the resolution in writing.

Meetings will be held according to a yearly calendar with notification not less than 7 days prior to the meeting. As a matter of practice, the Chairperson (or Deputy Chairperson) should be present at all meetings.

Meetings of the Council will comprise all of the Members, with the Chief Executive and Executive Officer of the Council in attendance. Members of the management team may be invited to Council meetings when their areas of operational responsibility are considered.

The Council has standing orders governing the conduct of its meetings.

### Pre-meetings

Agendas for Council meetings will be prepared by relevant staff in consultation with the Chairperson and Chief Executive Officer. The final agenda will be approved by the Chief Executive Officer. A Council Member may request that a particular agenda item be included through the Chairperson in sufficient time prior to the Council meeting.

In order to ensure efficient use of meeting time, Members are responsible for

- speaking with the Chief Executive Officer to clarify their understanding of information presented in the Council papers; and
- flagging with the Chairperson (prior to the meeting) any issues of substance which they wish to raise on various matters.

## Council agendas, papers and minutes

The Council recognises its own responsibility to ensure that reporting information is reviewed from time to time to ensure that it is meeting the Council's needs.



The Council will endeavour to give the VIT Secretariat predictable requirements for reporting and information, and will make reasonable requests of the Chief Executive Officer where additional information is needed.

To that end

- Council papers are the major source of information for Members. They provide information and data necessary to ensure that Council discussions and subsequent decisions are as effective as possible. The principal authors of papers being considered by the Council may be invited by the Chairperson to attend meetings to present them.
- Council members are responsible for thoroughly reviewing the papers prior to the meetings, and where possible any questions of detail should be resolved prior to the meeting by direct contact with the Chairperson or Chief Executive Officer.
- The minutes will include a brief review of the discussion on each item together with the resolution adopted by the Council.
- The notice of meeting and Council papers will be forwarded to Members not less than 7 days prior to the Council meeting. This will allow Members to prepare adequately for meetings and so allow for more productive Council meetings.

Council papers are confidential and should not be circulated outside of Council without prior authorisation from the Chairperson.

## Decision making

The operating objective is decision-making by consensus rather than formal meeting procedure.

Council aims for respectful, yet vigorous discussion in which disagreement is an accepted part of the process. Invited attendees should be able to speak to the subject but also recognise that only the Council Members have ultimate responsibility for the decision.

Council uses best practice techniques for decision making in groups, including

- listening carefully;
- communicating its goals, plans, and values clearly;
- staying on task;
- avoiding side conversations and social coalitions;
- participating where there is something relevant to contribute; and
- showing respect toward others and their ideas.

## Monitoring the performance of the Council

Regular whole-of-Council and individual Member assessments are critical to driving the performance and accountability of the Council. The Council is committed to continuously improving its effectiveness, and to that end, is committed to undertaking annual reviews of both the Council's and individual Member's performance.

## Committees

To assist the Council in achieving the most effective and efficient governance, the Council may establish Council committees for particular purposes. The Committees report their discussions and make recommendations to the Council

Council is required by s.2.6.68 of the Act to form an Accreditation Committee.

Council is required to form an Audit Risk and Finance Committee pursuant to the Minister for Finance's Standing Directions.

The Council may delegate powers to its Committees where appropriate to improve efficiency. The Council will monitor the operation of its committees by receiving Committee minutes and Chairperson reports at Council meetings as soon as possible after the committee meetings take place.

Each Committee will have terms of reference which will set out its functions, scope, composition and terms of membership.

The current Council Committees are

- Accreditation Committee (note this is the only committee required by the Act [section 2.6.68] and it is responsible for the Council's function of assessing and approving teacher education courses)
- Professional Conduct Committee (PCC) which deals with investigations and disciplinary matters
- Audit, Risk Management & Finance Committee (ARMF) which oversees VIT's internal audit function and provides advice to Council on financial and risk management matters
- Remuneration Committee
- Registration Committee\*
- Stakeholder Engagement Committee\*.

\*The Registration Committee and Stakeholder Engagement Committee have been dormant throughout 2020–2022 owing to COVID-19 limitations. The matters which would have been dealt with by the committees have been undertaken in Council Meetings.

## Induction and development

New Members will be provided with an induction into their role on the Council consistent with the guidelines issued from time to time by the Victorian Public Sector Commission. The induction process will include, as a minimum, information about Member's duties as directors, conflict of interest policy, VIT operations and VIT's financial position.

The induction may include a tour of the office, meetings with relevant managers and an overview of VIT's ICT systems.

Information provided to new Members will normally include the Governor in Council Appointment documentation, this Charter and other relevant documents including VPSC's 'Welcome to the Board', Directors Code of Conduct, Conflict of Interest Policy, the current Strategic Plan, annual Business Plan and Risk Management Framework.

The Council supports continuing professional development for Council members.

## Declaration of private interests

The Council is required to maintain a register of interests. Declarations of private interests must be completed by candidates for appointment to the Council. These declarations may be used as the initial basis for a register of interests. Every Council member is required to review and update their declaration of private interests as their circumstances change, but at least once annually in June.

## Relevant legislation

Council members must comply with all applicable legislation, including

- [Education and Training Reform Act 2006 \(Vic\)](#)
- [Public Administration Act 2004](#) (particularly Part 5)
- [Financial Management Act 1994](#) ('FM Act')
- [Privacy and Data Protection Act 2014 \(VIC\)](#)
- [Financial Management Regulations 2004](#)
- [Charter of Human Rights and Responsibilities Act 2006](#)
- [Freedom of Information Act 1982](#)
- [Child Wellbeing and Safety Act 2005](#) (Reportable Conduct and Child Safety Standards)
- [Commission For Children and Young People Act 2012](#)
- [Public Interest Disclosure Act 2012](#) (formerly known as the Whistleblower Protection Act and the Protected Disclosure Act)
- [Audit Act 1994](#)
- [Occupational Health and Safety Act 2004 \(Vic\)](#)
- [Borrowing and Investment Powers Act 1987](#)
- [Victorian Industry Participation Policy](#) (VIPP)
- [Building Act 1993](#)
- [Appointment and Remuneration Guidelines 2022](#).