

# VIT Council Charter

2025

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## 1. THE VICTORIAN INSTITUTE OF TEACHING

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 Council. The members of the Council are appointed by the Governor in Council on recommendation from the Minister for Education.

The Council employs a Chief Executive Officer (CEO) to lead the organisation.

**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.

The **guiding principles** adopted by VIT as they engage in this work is that they be:

- accountable and transparent,
- efficient and timely,
- evidence-based
- risk-based and
- proportionate.

Section 2.6.3(1A) *Education and Training Reform Act 2006* 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."

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), State and Territory Teacher Registration Boards and the Commissioner for Children and Young People (CCYP).

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

- provide for the safety and welfare of children and young people;
- set the standards and enable quality teaching;
- engage actively with and learn from stakeholders;
- provide an efficient and effective registration process;
- 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.

## 2. PURPOSE AND ROLE OF THE COUNCIL

The Council provides strategic direction and monitoring of VIT through the governance systems which Council and Management have put in place.

**The Council** is responsible for

- setting the strategic directions of the organisation;
- ensuring the organisation operates within, and fulfils the mandate specified by, the *Education and Training Reform Act 2006* [ETRA];
- monitoring and reviewing the effectiveness and currency of VIT's operations including internal financial and operational risk management, compliance and reporting systems;
- executing specific decision-making responsibilities under the law;
- overseeing the performance of the organisation in line with VIT's guiding principles;
- approving the annual budget;
- establishing and reviewing policies;

- fostering an appropriate culture and set of values; and
- setting key performance indicators for, and monitoring, the performance of the CEO.

**The Council** will

- delegate functions to the VIT secretariat, setting out clearly its expectations for performance and the way in which performance will be monitored; and
- be clear about how those responsibilities that are reserved for the Council itself will be performed.

### 3. COUNCIL OPERATING PRINCIPLES AND COMPOSITION

#### 3.1 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 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.

#### 3.2 COMPOSITION

The Council is composed of

- a Chairperson - appointed by the Governor in Council on the recommendation of the Minister for Education (s.2.6.6 ETRA);
- a Deputy Chairperson - appointed by the Governor in Council on the recommendation of the Minister for Education (s.2.6.6C ETRA);
- Secretary of the Department of Education or their nominee; and
- Eleven other Members appointed by the Governor in Council on recommendation of the Minister, in accordance with the provisions of the Act (s.2.6.6A).

#### 3.3 THE CEO

The VIT's CEO 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 (section 2.6.65 ETRA).

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

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

Among other functions, the CEO

- ensures compliance with the legislation and government policy affecting VIT;
- attends to the VIT's financial management, human resource management, information systems, risk management, communications, marketing, fund raising, asset management and reporting;
- employs and manages staff;
- implements Council decisions;
- provides advice and information to the Council concerning strategy, finance, reporting obligations and any other major matters that arise; and

- provides support to the Council.

Council is responsible for employing the CEO and matters resulting from that employment (including CEO performance) are dealt with by the Council's People and Culture Committee.

### **3.4 COUNCIL VACANCIES AND ACTING APPOINTMENTS**

ETRA provides that the office of a Member becomes vacant or the Member may be removed from office if that Member:

- becomes bankrupt [clause 3(3) Schedule 2 ETRA];
- is found guilty of an indictable offence [clause 3(3) Schedule 2 ETRA];
- is absent from three consecutive meetings without leave of the Chairperson or in the case of the Chairperson without leave of the Minister [clause 3(3) Schedule 2 ETRA];
- resigns from office by delivering to the Minister a signed letter of resignation [s.2.6.62(1) ETRA];
- is removed from office by the Governor in Council [s.2.6.62(2) ETRA].
- The Minister may appoint an acting member [s.2.6.6291 ETRA].
- The Minister may remove or suspend an acting member from office [s.2.6.62(4) ETRA]

### **3.5 CONFLICTS OF INTEREST**

Council has adopted the Victorian Public Sector Commission's 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.

## **4. ROLES AND RESPONSIBILITIES OF COUNCIL PERSONNEL**

### **4.1 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.

## 4.2 ROLE AND RESPONSIBILITIES OF COUNCIL MEMBERS

### Legal Obligations

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

### Public Sector Values

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

### Code of Conduct

Members of the Council must at all times adhere to the VPSC Director's Code of Conduct to:

- *Leadership and stewardship* – Council members promote the public sector values to employees through their exemplary behaviour. They encourage a strong culture of accountability where issues are raised early, Council decisions are implemented quickly and people operate within their delegated authority and cooperate with one another.
- *Comply with legislation* - including the Education and Training Reform Act 2006.
- *Exercise their powers with a reasonable degree of care, diligence and skill* - They understand the business of the public entity and the role of the Council. They act responsibly, drawing on any knowledge they possess when considering matters before the Council.
- *act in good faith in the best interests of VIT* - They are active members of the Council and professional in all their dealings with other Council members;
- *use their position to promote the best interests of the VIT* - They do not use their position to seek an advantage for themselves or another person or to cause detriment to the public entity;
- *act in a financially responsible manner* - They exercise care in relation to public funds and assets and comply with the Standing Directions of the Minister for Finance and the rules of the Financial Management Compliance Framework;
- *act fairly and impartially* - When participating in Council deliberations and decisions or when resolving disputes between Council members, they behave in a manner that is free of favouritism and self-interest;
- *maintain confidentiality* – Council members use the information they gain in the course of their Council duties only for its intended purpose. They do not use the information, including privileged information or commercially sensitive information, to obtain an advantage for themselves or another person or to cause detriment to the public entity. They keep Council discussions and deliberations confidential.
- *act with integrity* – Council members only disclose official information or documents when required to do so by law, in the legitimate course of duty, when called to give evidence in court or when proper authority has been given. They confine their comments to facts and do not express personal opinion on official policy or practice.
- *Conflicts of interest and duty* – Council members follow Board policy on managing conflicts of interest and duty. Wherever possible, they avoid any real, potential or perceived conflicts. They declare any financial or other outside interests in an annual declaration of private interests. They update this declaration when they are appointed to a new role, their circumstances change or before they consider particular matters.

### **It is also 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.

### **4.3 ROLE AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is responsible for

- day-to-day management of VIT operations;
- contributing to the strategic direction of VIT;
- upholding the guiding principles of VIT;
- provide an appropriate culture and set of values for VIT in line with Council's expectations;
- implementing the risk management framework;
- supporting the Council in the performance of its responsibilities; and
- implementation of the Council's Strategic Plan.

The Chief Executive Officer's role includes but is not limited to:

- providing strong leadership to VIT;
- executing strategies, policies and plans to meet the objectives of the Council; and
- ensuring that decisions outside the Chief Executive Officer's delegation levels are referred to the Council for approval.

All delegations made to the Chief Executive Officer are documented by an instrument signed by the Chairperson. An up-to-date list of delegations will be kept.

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

### **4.4 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.

## **5. CONFLICTS OF INTEREST**

- i. 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.

- ii. 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.

## 6. MEMBER'S IMMUNITY

Member's immunity is set out in Section 2.6.76 of ETRA (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.

## 7. DELEGATIONS

The Council may, by an instrument in writing, delegate any function or power to

- a member of Council;
- the Registrar or any other person employed by VIT;
- a committee or body or a member of a committee or body of VIT established under the Act; or
- the members of a governing board of a college established under the Act.

The Act makes an exception to this general power in relation to the power of delegation itself or any power under Division 8A (interim suspension) or the power to conduct an investigation under Division 11.

The Council may however delegate in writing to the Chief Executive Officer any function or power of the Institute under Division 8A.

The Council may also delegate its power to conduct an investigation under Division 11, (other than the Institute's power to make determinations upon an investigation) to an employee of the Institute or an investigator retained by the Institute.

## 8. 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 (see **Attachment 2**).

## 9. PRE-MEETING

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.

## 10. 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.

## 11. 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.

## 12. 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. Periodically assessments should be facilitated by an external party.

## 13. 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 ETRA to form an Accreditation Committee [s.2.6.68 ETRA].

Council is required to form an Audit 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

1. Audit, Risk Management and Finance Committee (required by the Standing Directions of the Minister for Finance)
2. Professional Conduct Committee
3. Accreditation Committee (required by ETRA)
4. People and Culture Committee

The Terms of Reference for each committee are set out in attachment 3.

## 14. 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, operations of the VIT 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.

## 15. 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.

## 16. RELEVANT LEGISLATION

Council members must comply with all applicable legislation, including

- *Education and Training Reform Act 2006*
- *Charter of Human Rights and Responsibilities Act 2006*
- *Children and Young Person Act 1989* and other child welfare legislation
- *Privacy and Data Protection Act 2014*
- *Freedom of Information Act 1982*
- *Building Act 1993*
- *Protected Disclosure Act 2012* (IBAC)
- *Financial Management Act 1994*
- Financial Management Regulations 2004
- *Public Administration Act 2004*
- *Occupational Health and Safety Act 2004*
- Victorian Industry Participation Policy (VIPPP)

## Attachment 1: Notes to assist in the consideration of Council papers

Every agenda item or issue raised should be tested as to whether it is a legitimate Council issue.

Council uses a rigorous decision-making process which includes (where appropriate, depending on the size and nature of the decision being made)

### 1. FRAMING

- clarify purpose, goals and boundaries of the decision
- gather information
- identify who is affected by the decision
- identify who will make the decision (individual or group)
- identify what knowledge or expertise is needed to make the decision
- identify what information or resources currently exist and are pertinent to help with the decision-making process
- define by when the decision needs to be made

### 2. PROBLEM IDENTIFICATION

- determine what is the problem, how serious it is, and what causes the problem
- gather information

### 3. ALTERNATIVES

- generate as many alternatives as possible
- consider the negative and positive elements of each alternative
- rate the risk of each alternative

### 4. SOLUTION CRITERIA

- determine standards by which decisions and solutions to problems can be evaluated
- decide what are the goals of the final decision
- the group should establish criteria before solutions are proposed

### 5. SOLUTION EVALUATION AND SELECTION

- measure each solution against the criteria

### 6. SOLUTION IMPLEMENTATION

- define the steps in implementing the decision including the timeframe for completion
- define the method for reporting when something is completed and who receives the report

The Council will regularly review a sampling of decisions made with a view to improvement of the information used, the group dynamics and the decision process.

## Attachment 2: Standing orders

### **STANDING ORDERS, MOTIONS AND AMENDMENTS**

All Agenda items are to contain a proposed motion or resolution which is to appear in the Agenda alongside the Agenda. Council Members will consider the proposed motion or resolution and may accept, reject or amend the motion or resolution.

For all other motions there must be a mover and a seconder.

The mover shall speak first, followed by the seconder, save that the seconder can reserve the right to speak later in the debate when the other speakers have finished. These speakers shall alternate, speaking against and for the motion, in that order. The mover shall then have the right to reply.

The mover of a motion may withdraw it, but only with the consent of the seconder and the meeting.

Except where otherwise provided in these standing orders no one person shall speak twice on the same question unless by permission of the meeting.

Amendments, each of which must have a mover and a seconder, may be moved to motions after the mover and seconder of the original motion have spoken.

Where the amendment is accepted by the mover and seconder of the original motion then the amendment forms part of the motion and the debate continues.

Where the amendment is not accepted by the mover and seconder of the original motion then debate on the amendment shall proceed as above.

Discussion of an amendment should be confined to the section of the motion which it is proposed to amend.

There can be more than one amendment but the Chairperson will ensure that reasonable debate is conducted and may refuse amendments where there is reason to infer that debate is being hindered.

Only one amendment can be placed before the meeting at any one time, and each must be disposed of in sequence before the next is debated. All amendments must be voted on before the motion is put to the vote.

If the amendment is lost, debate resumes on the original motion.

If the amendment is won then the amended motion becomes the substantive motion.

Amendments can be made to amendments and shall follow the above procedures.

Any person who has moved, seconded or spoken to a motion or amendment may make one speech on any or each of any subsequent amendments, but shall not be allowed to move or second any such amendments.

An amendment shall not be accepted by the Chairperson if it is directly contrary to the original motion.

Speakers may foreshadow motions which shall not be debated if the motion causing the foreshadowing is carried.

Movers of a motion may speak for five minutes in the first instance and speakers therefore shall be limited to 3 minutes.

A motion which is inconsistent with a resolution previously adopted may be accepted by the Chairperson once the existing resolution has been formally rescinded.

Points of order must relate to a breach of standing orders, debating procedure or the Rules. The Chairperson must rule immediately a point of order is taken.

The procedural motion '*That the question now be put*' may only be moved and seconded by members who have not yet spoken and shall then be put without debate, but may only be accepted by the Chairperson after at least one person has spoken for and one against the question.

A motion to suspend standing orders may only be carried by a two-thirds vote of the delegates present.

The meeting may, by vote, move '*into committee*' for a period of time determined at the discretion of the Chairperson. During this period standing orders are suspended and no minutes are taken.

Upon resumption, the meeting shall hear a report from the '*in committee*' discussion.

### **RIGHT OF REPLY**

Only the mover of the original motion has the right of reply. If there are no amendments it may be exercised before the original motion is put, and this speech ends the debate. If an amendment is moved the mover of the original motion may reply before the first amendment is put.

### **DISSENT FROM THE CHAIRPERSON'S RULING**

If a member believes that the Chairperson has ruled incorrectly on some point of procedure a motion may be moved '*That the Chairperson's ruling be disagreed with*'. Such a motion requires a seconder. The Chairperson shall vacate the Chair in favour of the Deputy Chairperson. The mover will speak in support of the motion, the Chairperson will state the reasons for making the ruling, and the vote will then be taken. If the motion is carried the Chairperson's ruling is revised and the Chairperson may then resume the Chair.

### **NO CONFIDENCE MOTION**

At any time during a meeting a motion may be moved and seconded '*That this meeting has no confidence in the Chairperson*'. Such a motion takes priority over all else and shall be debated immediately. The Chairperson shall vacate the chair in favour of the Deputy Chairperson during the debate. If the motion is carried the Chairperson shall vacate the Chair for the rest of the meeting.

The Chairperson shall close any meeting where the rules of debate break down.

### **PROTOCOLS FOR COUNCIL AND COMMITTEE**

Council and Committee members are expected to observe the following guiding principles and practices.

### **COUNCIL AND COMMITTEE ATTENDANCE AND APOLOGIES**

Council and Committee members exercise their responsibilities by regular attendance at Council meetings and meetings of committees on which they serve, careful and critical review of papers, seeking clarification or additional information if required and becoming acquainted with the business of the Institute. Meeting apologies should be communicated in advance to the Council's Executive Officer (Manager, Governance p: 8601 6124) or the Executive Assistant to the Chairperson (8601 6122) or for Committees to the relevant Executive Officer or Director.

A Council Member or Committee Member may request leave of absence from the Chairperson of Council or the Chairperson of the Committee.

A member who is absent without leave of absence for three (3) consecutive meetings can call into question their continuing membership of the Council or Committee [see ETRA Schedule 2 clause 2(3)].

### **COUNCIL ATTENDANCE VIA TELECONFERENCE**

Council and Committee members may attend Committee Meetings via teleconference only after approval has been sought from the Chairperson or Committee Chairperson via the Council or Committee Executive Officer. At least one week's notice is required so that appropriate arrangements can be made.

### **COUNCIL CONFIDENTIALITY**

Members are required to observe confidentiality regarding all Council and Committee matters, all information presented to or discussed at the meetings whether written or spoken, and all confidential

information received in the course of their duties, unless released in public documents, or in accordance with mandatory public reporting guidelines. Breaching confidentiality is a matter of extreme seriousness resulting from the statutory and fiduciary obligations of being a board member. See *VPSC Directors Code of Conduct*

## COUNCIL AND COMMITTEE DECISIONS

The overarching intent of all Council and Committee discussions is to achieve decisions through consensus. The Chairperson formulates the consensus. Any Council or Committee member who disagrees with the majority can request their disagreement to be recorded in the minutes. In some circumstances it may be necessary to use more formal procedures. These are generally at the discretion of the Chairperson, however where agreement on procedures is not possible, the Chairperson may use the generic standing orders included in **Attachment I**. The Chairperson of Council or a Committee has a deliberative vote.

Once confirmed, the minutes are the official, authoritative record of the Council and Committee's decisions. VIT maintains a register of recorded decisions of the Council. Please contact the Council Executive Officer (Manager, Governance p:8601 6124) for a copy.

All advice and recommendations from Committees should be processed through Council formally in the Minutes of the Committee Meeting with supporting information where necessary.

## INFORMATION FOR COUNCIL AND COMMITTEES

Council and Committee members can reasonably expect to receive information which enables them to monitor the performance of VIT in relation to its functions and the compliance of VIT with relevant legislation.

## MEETING CONDUCT

All discussions at Council and Committee meetings are conducted by members through the Chair and others present at meetings can speak at the discretion of the Chair. Matters should be referred to other Committees through Council.

## MEETING PAPERS

The agenda and meeting papers for committees are prepared by the Executive Officer of the Committee and the relevant Group Manager in consultation with the Chairperson of the Committee.

Council agenda and meeting papers are prepared by the Council Executive Officer (Manager, Governance) and the Chief Executive Officer in consultation with the Chairperson of Council and relevant Directors.

No later than one week prior to a Council meeting or a Committee meeting, the agenda and meeting papers, including unconfirmed minutes of the previous meeting, are distributed electronically to members. Meeting papers are confidential to members and should not be disclosed to non-members **except** where necessary to properly inform the discussion and only with prior approval of the Chairperson.

## MEMBERSHIP OF COMMITTEES AND WORKING PARTIES

The membership of Council Committees and Working Parties is determined by the Council. The Council Chairperson may make an interim appointment to a Council Committee or Working Party to expedite the work of that Committee or Working Party between Council meetings. Such appointments should be ratified at the next Council meeting.

Committees are expected to observe the same protocol as that which applies to Council meetings. Committee Members may request leave of absence from the Chairperson of the Committee. Committee Meeting apologies should be communicated to the Executive Officer or relevant Group Manager. Committees of Council are supported by relevant Directors and their staff who are responsible for the preparation of the agenda (in consultation with the Chairperson of the Committee), supporting documentation, minutes and action arising. All advice and recommendations from committees should be processed through Council.

There is no provision for proxies, however on the recommendation of a Committee, Council may approve a long-term replacement for a member with a particular constituency. Chairs of Committees should take any grievance matter to the Chairperson of the Council.

Working parties are established for specific periods, with clear terms of reference, and clear reporting mechanisms.

Please note the relevant sections of the Act dealing with Committees and bodies are sections 2.6.70 and 2.6.74.

The structure and procedures of hearing and medical panels are separately dealt with in the Act.

## **QUORUM**

The quorum for Council and Committees is a majority of its current members. If no quorum is present within 30 minutes of the starting time set out on the notice, the meeting may lapse and the Chair shall fix the date of the next meeting. All business on the agenda of the lapsed meeting shall be included in the agenda of the next meeting and takes precedence over new business.

A committee chairperson may elect to hold a meeting without a quorum, allowing the members present to reach agreement about recommendations but without formally approving them. Members absent from a meeting held without quorum may assign assent, which will allow the recommendations to be approved once a quorum has been reached or at a subsequent meeting.

- Members of committees who are not Council members have the same voting rights as Council members
- Observers do not have voting rights and are not included when determining whether a quorum exists
- A quorum is a majority [50% +1] of council or committee members
- The current membership, for the purpose of this section, is not affected or reduced by the granting of leave of absence to a council or committee member and does not alter the quorum
- A member who, having been present at a meeting, is unable to participate in the discussion or decision on an item due to a conflict of interest or potential bias, continues to be counted for the purpose of the calculation of a quorum.

## **CONFLICT OF INTEREST**

Members should refer to the VIT's Conflict of Interest Policy for detailed information on how to manage conflict of interest, however in summary

- Members are expected to avoid conflicts of interests;
- Disclose actual, perceived or potential conflicts of interest;
- It is the responsibility of each member to consider and declare conflicts at the commencement of each meeting;
- Where a conflict of interest is identified in the course of the meeting, the Council will determine the way in which that conflict is to be managed;
- Members should not receive gifts from persons or entities (see Gifts and Hospitality Policy); and
- Members should not make improper use of any information acquired as a member.

## **DISCLOSURE OF INTERESTS**

In keeping with the Code of Conduct for the Victorian Public Sector, a Declaration of Interests must be completed annually to identify any aspect of private and pecuniary affairs that may cause potential conflict of interest with the holding of public office.

The Code places a responsibility on each person to advise of any potential conflict of interest while the Institute is required to include a statement in the annual report that all relevant persons have completed a declaration.

Any conflicts of interest that may arise with any member during their period of appointment will be managed in accordance with Schedule 2 of the Act. All members should be aware of the need to manage appropriately any potential conflicts of interest.

The declaration of private interests form to be used is the form attached to the current Department of Premier and Cabinet's Appointment and Remuneration Guidelines.

All members of Council and Committees also need to have a satisfactory Criminal Records Check (which should be completed prior to commencement of their term of office).

#### **Related Party Disclosure**

Council and committee members are also required to complete annually, a related party disclosure. The form of the declaration is the current Related Party Disclosure declaration approved by the Department of Treasury and Finance.

#### **COMMUNICATION WITH THE VIT SECRETARIAT AND STAFF**

All contact with staff of VIT on matters related to Council should initially be through the Chief Executive Officer's personal Assistant (8601 6122) or the Council Executive Officer (8601 6124) who should establish the relevant protocols for dealing with the matter. Committee members may seek advice on Committee matters from the Secretariat members servicing particular committees.

#### **EXTERNAL COMMUNICATIONS POLICY**

The Chairperson and the CEO are the official speakers on Council matters. The extent to which the Chairperson or CEO acts in a representational role for VIT depends upon circumstance.

No public comment may be made on behalf of VIT by members of Council or Committees without the express permission of the Chairperson and/or CEO.

Members are expected to support the spirit of the Council and Committees decisions and regardless of their individual viewpoint and should not undermine the solidarity of the Council once a decision has been made.

## Committees – Terms of reference

November 2025

Professional Conduct & Registration Suitability Committee	Accreditation and Professional Practice Committees	Audit, Governance & Accountability Committee	People and Culture
<p>To decide whether to inquire or not to inquire into the registered teacher's competence or fitness to teach or the conduct of the registered teacher.</p> <p>To decide following a preliminary investigation into a complaint whether no further action should be taken, to hold an informal hearing or to hold a formal hearing.</p> <p>To decide whether to hold an informal or formal hearing into a registered teacher's competence or fitness to teach or the conduct of the registered teacher following a notification from an employer or into an indictable offence.</p> <p>To appoint a panel to hold a formal hearing.</p> <p>To decide whether to conduct or to continue to conduct an inquiry into the conduct or activities of a person</p>	<p>To assess and approve initial teacher education programs, approve pathway programs into initial teacher education and endorse continuing education programs under the <i>Education and Training Reform Act 2006 Part 2.6 - Victorian Institute of Teaching</i> consistently with guidelines issued by the Institute.</p> <p>To make recommendations to Council about the criteria for and the assessment of initial teacher education programs, approval of pathway programs into initial teacher education and endorsement of continuing education programs.</p> <p>To provide advice to Council on pre-service teacher education and any other related matters.</p> <p>To oversee the implementation of the VIT Strategic objective of</p>	<p>To oversee:</p> <ul style="list-style-type: none"> <li>• financial performance and the financial reporting process, including the annual financial statements</li> <li>• the scope of work, performance and independence of internal audit</li> <li>• the engagement and dismissal by management of any chief internal audit executive</li> <li>• the scope of work, independence and performance of the external auditor</li> <li>• the monitoring and review of the risk management framework</li> <li>• matters of accountability and internal control affecting the operations of a public sector agency</li> </ul>	<p>NOTE: Terms of reference to be settled 26 November</p>

<p>who was a registered teacher at the time of the conduct or activities as if the person were a registered teacher.</p> <p>To decide whether to revoke the suspension of a person's registration imposed by a formal hearing panel.</p> <p>To oversee the implementation of VIT Strategic objectives.</p> <p>The Committee has delegated functions/</p>	<p>enabling quality teaching and the best educational outcomes. To provide advice to Council on the achievement of quality teaching. The Committee is established pursuant to section 2.6.68 and has the functions set out there.</p>	<ul style="list-style-type: none"> <li>• the effectiveness of management information systems and other systems of internal control</li> <li>• the acceptability of and correct accounting treatment for and disclosure of significant transactions which are not part of the public sector agency's normal course of business</li> <li>• the sign off of accounting policies</li> <li>• the public sector agency's process for monitoring compliance with laws and regulations and its own code of conduct and code of financial practice</li> <li>• to make recommendations to Council in relation to financial requirements of the Education and Training Reform Act 2006 Part 2.6 - Victorian Institute of Teaching, the Financial Management Act 1994 and other legislation influencing the financial management of the Institute</li> <li>• to recommend to Council and monitor the Institute's Strategic Plan, Annual Operational Plan and Budget</li> <li>• to advise Council on the adequacy and/or</li> </ul>	
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		<p>effectiveness of the Institute's financial and accounting policies and related control systems and administrative and operational systems supporting the implementation of the Council policies</p> <ul style="list-style-type: none"><li>• to advise Council on the formulation of its Annual Report</li><li>• oversee compliance with governance obligations consistent with standing directions</li><li>• review the VIT delegation framework and make recommendations to Council</li><li>• make recommendations on compliance issues consistent with standing directions.</li></ul>	
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