

# CIT BOARD CHARTER (November 2023)

I١	ITRODUCTION	3
1.	Role of the Board	3
2.	Ministerial Directions.	3
3.	Board Menbership	4
	3.1 Role of the Chair.	4
	3.2 Role of the Deputy Chair	. 4
	3.3 Role of the CEO	4
	3.4 Ending Appointments	5
	3.5 Protection from liability	. 5
4.	Conduct of Members	5
	4.1 Roles and responsibilities of members.	5
	4.2 Code of conduct	6
	4.3 Conflict of interest	6
	4.4 Disclosure of interest	6
	4.5 Confidentiality	6
	4.6 Use of a Proxy	6
	4.7 Remuneration	6
5.	Meetings	7
	5.1 Frequency and location	. 7
	5.2 Meeting papers	7
	5.3 Quorum and voting	7
	5.4 Out of session papers.	7
6.	Sub Committees	8
7.	Board Secretariat	8

# **INTRODUCTION**

Governance of erritory authorities is regulated by the <u>Financial Management Act 189</u> (FMA) and many such elements of the operation of a governing board established under territory legislation are provided for in the FMA. Appropriate references to the FMA requirements are outlined in this Charter.

The Canberra Institute of Technology is a territory authority established under the

# 3. Board Membership

Sections 1@and 11of the <u>CIT Ac</u>and Part 9 of the <u>FM</u> rescribe the requirements for appointment to the Board. The provisions of Part 9 of the Aalso cover a broad range of other matters relevant to being a member of the Board including, but not limited to:

- · the functions of Chair, Deputy Chair and CEO;
- the ending of Board member appointments
- · protection of Board members from liability; and
- · indemnification and exemption of Board members.

In addition to the CEO, a staff representative and a student representative, the Board includes Members with expertise and knowledgie the following areas:

- industry, business and finance;
- vocational education and training;
- · education pedagogy;
- social policy issues;
- governance;
- infrastructure.

The Board oversees Company CIT Solutions and selected Boxethbers will serve on the Board of CIT Solutions and members are appointed by the Board.

#### 3.1 Role of the Chair

The Chair is responsible for:

- · managing the affairs of the Board;
- ensuring, as far as practicable, that there is a good working relationship between the governing board and management the authority;
- ensuring the responsible Minister is kept informed about the operations of the authority.

#### 3.2 Role of the Deputy Chair

The Deputy Chair is responsible for exercising the functions of the Chair if the Chair is absent or cannot exercise heir functions.

#### 3.3 Role of the CEO

TheCEOs responsible for:

- ensuring, as far as practicable, that the authority's statement of intent is implemented effectively and efficiently;
- managing the daye-day operations of the abority in accordance with any relevant government policies and policies set by the Board and each legal requirement that applies to the CIT
- regularly advising theorem about the operation and financial performance of the CIT
- immediately advising the dard about significant even (sas defined in the FMA)

# 3.4 Ending Appointments

Board Members (excluding the CEO) can have their appointment ended by the Minister for:

- contraveninga territory law
- misbehaviour;
- if the Memberbecomesbankrupt or personally insolvent;
- if the Member is convicted, or found guilty, Anustralia of an offence punishable by imprisonment for at least 1 year (or an offence overseas punishably imprisonment in the ACT for atleast 1 year)
- if the Memberdoesn't exercise their functions withohesty, care and diligence
- if the Member fails to take all reasonable steps to avoid being placed in a position where a conflict of interest arises durig the exercise of the functions;
- if the Member contrave/h(e)=31/2e(Ft))+6 4e(tra)+61/16th(t)=6771 ((04)346-8920)3-01/4-04020203-41(N/4/(stD6[(i)-8.9 (toe)-4449.864)

# 4.2 Code of conduct

Board members who are employed under the <u>Public Sector Management Act 4 PSM Act</u>) are subject to the provisions of Section 9 of the Act-the 'ACTPS Code of Ethics'. Other Board members have agreed on