

QCT Board Charter

Authority

The board of the Queensland College of Teachers ('the 'QCT' or 'the College') is established under the *Education (Queensland College of Teachers) Act 2005* ('the Act'), section 237.

Purpose of Charter

The Queensland College of Teachers Board Charter outlines the procedures and guidelines for the board of the College. Where matters are specified in the legislation, this is indicated by reference to the relevant section of the Act or its associated Regulation. Other matters have been determined by the board itself.

Terms of Reference

Under the Act (s 238):

1. *The board is the governing body of the QCT.*
2. *The board –*
 - (a) *decides the policies of the College;*
 - (b) *controls the affairs of the College;*
 - (c) *carries out the functions of the College;**and*
 - (d) *exercises the powers of the College.*
3. *Anything done by the board is taken to have been done by the College.*

Responsibilities of the board, as the QCT's governing body include:

- Overseeing the QCT's compliance with relevant legislation and government policy such as the *Financial Administration and Audit Act*
- Undertaking corporate governance including monitoring systems of internal control, internal audit activities and any reports issued by internal and external auditors
- Developing and reviewing the QCT's risk

- management framework
- Monitoring the QCT's financial position and its compliance with its annual budget
- Developing the QCT's Strategic Plan and monitoring achievement of the objectives stated therein
- Monitoring the performance of the Director

The board is responsible and accountable to the Minister.

In carrying out its responsibilities, the board must at all times recognise that primary responsibility for the management of the QCT Office rests with the Director. Section 278 of the Act vests the administrative powers to manage the Office of the college with the Director as the Chief Executive.

Delegations

Under s264 (1), *the board may delegate the board's powers under the Act to any of the following—*

- (a) *a member of this board;*
- (b) *a committee of the board;*
- (c) *the director;*
- (d) *an appropriately qualified member of the office's staff.*

The board has delegated many of its powers specifically to various QCT committees, to the Chair or the deputy Chair, to the Director and to certain staff members. Current delegations are specified in a Table of Delegations maintained by the QCT Office.

Matters reserved for decision by the board

The Act (s262) specifies that before the college enters into an agreement, the board must have first passed a resolution to enter into the agreement.

Under s211(6), the committee established by the college to conduct an internal review of a decision must make a recommendation to the college.

Under s212 the college, after considering the review committee's recommendation, must make a further decision to confirm or amend the original decision or substitute another decision for the original decision. The board has never delegated this power.

The board's approval is traditionally sought for the following:

- the QCT's annual budget prior to its submission to the Minister for approval
- any amendments to the QCT's approved budget prior to their submission to the Minister
- the QCT's Annual Financial Statements prior to their inclusion in the Annual Report

Under the QCT's financial management delegations, the Director has authority to approve payments of up to \$250,000. Payments over this amount must be approved by the board. Government policy provides that liability for expenditure above \$250,000 but not exceeding \$1,000,000 must not be incurred without prior approval of the Minister.

Membership

The membership of the board is specified in the Act (s239) as follows:

The board consists of the following persons appointed by the Governor in Council—

- (a) 1 nominee of the Minister;
- (b) 1 nominee of the chief executive;
- (c) 1 nominee of the Queensland Catholic Education Commission;
- (d) 1 nominee of the Association of Independent Schools of Queensland Inc.;
- (e) 2 persons who are practising teachers, of whom—
 - (i) 1 is to be nominated by the Queensland Teachers' Union; and
 - (ii) 1 is to be nominated by the Queensland Independent Education Union of Employees;
- (f) 1 nominee of the Queensland Public Sector Union who is a registered teacher;
- (g) 1 nominee of the Higher Education Forum who is a practising teacher educator;
- (h) 2 persons who, at the time of appointment, are parents or guardians of students enrolled at a school, of whom—
 - (i) 1 is to be nominated by the Queensland Council of Parents and Citizens' Associations Incorporated; and

(ii) 1 is to be nominated jointly by the Federation of Parents and Friends Associations of Catholic Schools in Queensland and the Queensland Independent Schools Parents Council Inc.;

(i) 3 persons who are practising teachers, of whom—

(i) 2 are to represent State schools and are to be nominated by the chief executive; and

(ii) 1 is to represent non-State schools and is to be nominated jointly by the Queensland Catholic Education Commission and the Association of Independent Schools Queensland;

(j) 3 persons who are practising teachers, of whom—

(i) 2 are to be employed by the State and elected by registered teachers who identify themselves as affiliated with State schooling; and

(ii) 1 is to be employed by the employing authority for a non-State school and elected by registered teachers who identify themselves as affiliated with non-State schooling;

(k) 1 other nominee of the Minister who—

(i) must represent the interests of the community generally in the conduct and practice of the teaching profession; and

(ii) is not a practising teacher.

(2) The director may not be appointed as a member of the board.

Requirements for elections

Section 240 of the Act states:

- the election for the 3 practising teachers elected by registered teachers (s239(1)(j)) must be carried out as required under a regulation (sections 13 - 31 of the Regulation refer)
- a person may be a candidate in the election only if the Director has obtained a criminal history check on the person has not been convicted of an indictable offence (with certain exceptions)
- the Minister may nominate practising teachers to these positions if insufficient persons are elected.

Nomination by entities

Section 241 of the Act concerns nominations of members by the entities mentioned in s239 (1)(c) to (h) and (i)(ii). S241 states the Minister must notify the entities about nominating members and the Minister may nominate a person if the entities fail to do so.

Chairperson of board

The Governor in Council must appoint the member mentioned in section 239(1)(a) (nominee of the Minister) to be the chairperson of the board (s 244(1)).

Deputy Chairperson of board

The board must appoint a member, other than the chairperson, to be the deputy chairperson of the board (s245). The deputy chairperson holds office for the term decided by the board.

Term of appointment of members

Under s242, the member of the board appointed as its chairperson may be appointed as a member for a term of not more than 4 years, while any other member of the board may be appointed for a term of not more than 3 years.

S 243 allows the Minister to extend the term of appointment of members of the board for not more than 1 year if the Minister is satisfied it is necessary for the board to perform its functions and exercise its powers appropriately, effectively and efficiently.

Disqualification from membership

According to s248, a person cannot become, or continue as, a member of the board if the person:

- (a) is, or has been, convicted of an indictable offence and the conviction is not a spent conviction, unless the Minister has given a notice or approval in relation to the conviction; or
- (b) is an insolvent under administration within the meaning of the Corporations Act, section 9 unless the Minister has given a notice or approval in relation to the person being an insolvent under administration.

Vacation of office

Under s248(1), the office of a member of the board becomes vacant if the member:

- (a) resigns the member's office by signed notice of resignation given to the chairperson of the board or (for the chairperson of the board) the Minister; or
- (b) cannot continue as a member due to becoming disqualified; or
- (c) is absent, without the board's permission, from 3 consecutive meetings of which proper notice has been given; or
- (d) is removed from office by the Governor in Council

because the member is incapable of properly discharging the functions of a member of the board; or is performing the member's duties carelessly, incompetently or inefficiently.

Also, under s248(3), the office of a member becomes vacant if:

- (a) the member was nominated or elected as a 'practising teacher' or a 'practising teacher educator' and the member ceases to be a practising teacher or a practising teacher educator (see below re Practising Teacher Policy);
- (b) the member was nominated or elected as a 'registered teacher' and the member ceases to be a registered teacher;
- (c) the member was elected as a State school teacher and is employed at a non-State school, or was elected as a non-State school teacher and is employed at a State school.

Under the board's Practising Teacher Policy, members who are elected or appointed to the board with the attribute 'practising teacher' as part of their nomination criteria may take up to and including twelve months' temporary leave from their school-based position before being required to either resign or ask for leave of absence from the Board.

Leave of absence

The Minister may approve a leave of absence for a member of the board, and may appoint someone else to act in the office of the member while the member is absent on the leave (s250).

Filling casual vacancies

A vacancy may be filled if the Minister considers it practicable to fill a vacancy before the end of the vacating member's term of office (sections 251 and 252). Appointments to fill casual vacancies are for the remainder of the vacating member's term of appointment. Vacancies in the elected teacher positions are filled by nominating the person who obtained the next highest number of votes in the relevant election (if that person is willing and able). If no suitable person is available, the Minister must nominate a practising teacher (s252).

Induction

All new board members will be provided with an induction pack containing key information and will be inducted in a timely manner.

Conduct of business

The board may conduct its business, including its meetings, in the way it considers appropriate (s253).

Frequency and location of meetings

The board normally meets face-to-face eight to ten times a year, with meetings occurring on a monthly or six-weekly basis (currently on Fridays) from February to November. Meetings are held at the QCT office premises.

Emergent matters requiring board decision between scheduled meetings may be dealt with by teleconference or by flying minute. Members will be notified of this by email, phone and/or text message. In the case of requests for decision by flying minute, members will normally be given two working days to respond.

Notice of Meeting

A notice of meeting including an agenda stating the business to be conducted and the associated meeting papers shall be distributed by the secretary to all members of the board one week prior to the scheduled meeting date. Papers are made available electronically through a secure area of the QCT website. For members who indicate they wish to receive hardcopies, printed papers are also sent by Express Post to the addresses nominated by the relevant members.

Tabling of papers at the meeting should be avoided.

Presiding at meetings

The chairperson of the board must preside at all board meetings at which the chairperson is present. If the chairperson is absent from a board meeting, but the deputy chairperson is present, the deputy chairperson of the board must preside. If both the chairperson and deputy chairperson are absent from a board meeting, a member chosen by the members present must preside.

Quorum for meetings

A quorum for a board meeting is the number equal to one-half of the number of its members for the time being holding office or, if one-half is not a whole number, the next highest whole number (s255).

Attendance of member by proxy

A member may, not more than twice in a year, attend a board meeting by proxy (s256).

A member wishing to attend a meeting by proxy should advise the secretary of this as far in advance as possible. The QCT Office has developed a form to be completed by members nominating a proxy.

Attendance of director and others at meetings

The director may attend board meetings, but has no voting rights at a board meeting (s 261).

The board may request any officer or employee of the College or the College's legal counsel, investment advisor or auditor to attend a meeting of the board or to meet with any members of, or consultants to, the board.

Attendees who are not members of the board may be invited by the chair to attend meetings as appropriate.

Conduct of meetings

S 257 of the Act indicates the following.

A question at a board meeting is to be decided by a majority of the votes of the members present. Each member present at the meeting has a vote on each question to be decided and, if the votes are equal, the member presiding also has a casting vote. A member who abstains from voting is taken to have voted for the negative.

The board may hold meetings, or allow members to take part in meetings, by using any technology allowing reasonably contemporaneous and continuous communication between members taking part in the meetings, including, for example, teleconferencing.

A resolution is validly made by the board, even if it is not passed at a board meeting, if—

- (a) notice of the resolution is given under procedures approved by the board; and
- (b) a majority of members agrees in writing to the resolution.

Minutes

The board must keep minutes of its meetings.

For information purposes, draft minutes of each meeting are provided to members electronically within two weeks after the meeting. Draft minutes

are also provided to members with the papers for the next meeting, where they are considered and accepted, with amendments if required.

Once approved, minutes are placed on the QCT website. Once all minutes from a calendar year have been approved, the year's set of minutes is bound as a permanent record. Bound volumes of minutes are kept in the Office of the Director.

Secretariat

Staff of the QCT Office will provide secretarial support to the board. The Principal Executive Officer, Office of the Director, acts as secretary to the board. The role includes preparation of the meeting agenda and meeting report in consultation with the Chair and the Director, compilation (and in some cases, preparation) of meeting papers, keeping of minutes during meetings, preparation and sending of flying minutes, and liaison with the Minister's office regarding board appointments.

Evaluation

The board will normally evaluate its performance at each meeting, and once every three years will seek an external evaluation of its performance to determine whether it is functioning effectively by reference to current best practice.

Disclosure of interest

If any member has a direct or indirect interest in an issue being considered, or about to be considered, by the board, and the interest could conflict with the proper performance of their duties for considering the issue, the interested person must disclose the nature of the interest to a meeting of the board (s260 (1), (2)). Unless the board otherwise directs, the interested person must not be present when the board considers the issue or take part in a decision of the board about the issue (s260 (3)).

Such a disclosure must be recorded in the board's minutes (s260 (8)).

Every board meeting will include and minute an agenda item allowing members to declare any potential perceived or actual conflicts of interest.

Code of Conduct

All board members are required to adhere to the Code of Conduct for the Queensland Public Service, adopted by the board as the code of conduct for

members of the board and members of committees and working parties established by the QCT.

The Code is based largely on the principles of the *Public Sector Ethics Act 1994*; it provides a framework to support the ethics principles and provides a standard of conduct to apply to members in the performance of their duties as members of the board.

Confidentiality

In performing functions under the Act, members may acquire information, including personal information, about another person. Members must not disclose the information to anyone else (s283(2)), except in certain circumstances listed in the Act (s 283(3)).

Requirement to disclose changes to criminal history

If there is a change in the criminal history of a member of the board, the member must, unless the member has a reasonable excuse, immediately disclose the change to the Minister (s249).

Expectations of members

The expectations of board members, including preparation for and attendance at meetings, are indicated in the Role Statement.

Board members are expected to act in the best interests of the QCT and not to represent the views of a particular organisation, including those nominating them.

Members are expected to participate in the professional development sessions provided for their benefit by the QCT from time to time. All board members will be financially literate, or become financially literate within a reasonable period of appointment.

Participation at external events

The QCT recognises the potential benefits of attendance by board members at conferences, seminars and other events or functions related to the QCT's core work.

Attendance at an event by a Board member is subject to the prior approval of the Chair. Board members must provide a written request to the Chair, through the Office of the Director. Details are contained in the Event Attendance Policy.

Remuneration

Board members are entitled to be paid the fees and expenses decided by the Governor in Council (s263). Public servants are not eligible for sitting fees. All members may claim reimbursement for expenses incurred in attending board meetings, including travel, accommodation and meals. The schools of practising teacher members may seek reimbursement for any teacher relief salaries incurred due to their attendance at board meetings.

Liability of members

If the college borrows money it is not lawfully authorised to borrow, all board members who consented to the borrowing are liable to repay the money, with interest (s 268).

Members of the board are not civilly liable for an act done, or omission made, honestly and without negligence under the Act (s294). (Liability attaches instead to the State.)

Committees of the board

Section 113 of the Act establishes a Professional Practice and Conduct Committee to consider relevant disciplinary matters as set out in the Act (section 115). The Act (s211) also requires the QCT to establish a committee to conduct a review applied for under s210 (internal review of a decision made under the Act)

In addition, the board may establish committees for effectively and efficiently performing its functions (s259 (1)). A committee may include any person, whether or not the person is a board member (s259 (2)).

The board has established the following standing committees in accordance with sections 211 and 259 of the Act:

- Audit and Risk Committee
- Eligibility Declarations Committee
- Internal Review Committee
- Professional Standards Committee
- Registration Committee
- Strategic Futures Committee
- Suitability to Teach Committee

The functions of a committee established by the board are to:

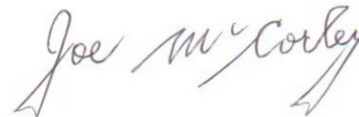
- advise and make recommendations to the board about matters relevant to the board's functions that have been referred by the board to the committee; and
- exercise powers delegated to it by the board.

The membership and terms of reference of the various QCT committees are set out in a separate Committee Charter.

Amendments to the Board Charter

This Charter may be amended by the board of the Queensland College of Teachers.

Approved



Dr Joe McCorley OAM, Chair

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