



Australia-Pacific Technical College

Board Charter

20 January 2016

1. Preamble

- 1.1. This Charter sets out the governance and management arrangements for the Australia-Pacific Technical College (APTC) Board. It defines the respective roles, responsibilities and authorities of (i) the APTC Board (both individually and collectively), (ii) of the APTC Executive, (iii) the Managing Contractor and (iv) of the Australian Department of Foreign Affairs and Trade (DFAT) in setting the direction, management and control of the APTC.

2. About the APTC

- 2.1. The Australia-Pacific Technical College (APTC) was established in July 2007 with Australian Government funding, and the support of the leaders of the Pacific Islands Forum (PIF) with the expectation it would make a significant contribution to developing a skilled and competitive Pacific workforce.
- 2.2. APTC Stage I was implemented from 2007 until 2011. Stage II will run from 2011 to 2018 which includes a three year extension from 2015. During this extension period a design process for a Stage III will be undertaken.
- 2.3. The APTC enrolls adult students from 14 Pacific countries¹ at five campuses in Fiji, PNG, Samoa, Vanuatu, and the Solomon Islands and offers targeted training based on industry demand. APTC graduates gain qualifications in high-demand industry sectors, including automotive, manufacturing, construction, electrical, tourism, hospitality, education, management, and health and community services. The focus is on upgrading skills and providing formal qualifications to students who already have work experience. Students enter the APTC as tuition fee-paying, employer funded, other donor funded or scholarship students.
- 2.4. An independent evaluation of APTC conducted in 2014 found that throughout Stages I and II, APTC has achieved a high completion rate and helped raise the quality standards in the wider Technical and Vocational Education and Training (TVET) sector in the Pacific through partnerships with national TVET institutions and provision of tertiary teaching and training qualifications. Employment results are strong with 95.4 per cent of graduates being employed and 90 per cent of employers reporting that APTC graduates achieved significant technical, personal and professional development through APTC training.
- 2.5. The APTC also has a strong development focus. This includes ensuring access and equality for women, people from rural and remote areas and small island states and people with disabilities. Access and equity initiatives include language, literacy and numeracy support, bridging programs and the *APTC to Work Program*. In addition, the Stage II extension period has an increased emphasis on monitoring and evaluation of program outcomes.
- 2.6. The training delivery profile is determined annually on a College wide basis in accord with industry demand analysis undertaken by the APTC. Annual enrolment and graduate targets are adjusted in consultation with DFAT, depending on the available budget, training priorities and updated information on delivery costs. The APTC analyses labour market data and systemically collects labour market intelligence through industry consultations and networks to ensure the College

¹ Cook Islands, Federated States of Micronesia, Fiji, Kiribati, Nauru, Niue, Palau, Papua New Guinea (PNG), Republic of Marshall Islands, Samoa, Solomon Islands, Tonga, Tuvalu and Vanuatu.

training profile is responsive and relevant to industry demand. The APTC eScan and Individual Country Profiles and Plans bring together this research and guide the development of the APTC Annual Training Profile.

- 2.7. In recognition of the competency based approach to training, APTC training facilities are established in partnership with local training institutions or industry. These partnerships are integral to the APTC delivery model. Industry partnerships and alliances provide evidence for skill demand and help ensure course delivery is relevant to employer needs.

3. Existing Governance Arrangements

- 3.1. The APTC is an Australian development program, owned and governed by the Australian government. Its services are implemented under a contract between the Australian government and an Australian contractor. It is not a legal entity.
- 3.2. The Australian Government, through the Department of Foreign Affairs and Trade (DFAT) are the owners of the APTC. DFAT has entered into a contractual agreement with the Queensland Government (TAFE Queensland) who is the legal entity responsible for management of the APTC.
- 3.3. TAFE Queensland is the Managing Contractor for the APTC and bears responsibility for the performance of APTC. It assigns certain powers, duties and responsibilities to the Chief Executive Officer (CEO) and the management team of the APTC as appropriate to carry out roles and responsibilities as prescribed in the contract with DFAT.

4. Accountability of the APTC Board

- 4.1. The APTC Board is established by the Department of Foreign Affairs and Trade and operates at DFAT's sole discretion.
- 4.2. The APTC Board is accountable to DFAT, via its Chair, for the efficient and effective performance of its responsibilities, and it must expedite the implementation of any directions that may be provided to it from time to time by DFAT.
- 4.3. The members of the APTC Board, including the Chair, are appointed by DFAT. Board members are required to act in good faith in contributing to the successful operation of the APTC, consistent with the goals and objectives of the APTC.

5. Responsibilities of the APTC Board

- 5.1. The fundamental responsibility of the APTC Board is to provide advice to DFAT and to APTC management on the strategic direction and performance of the APTC.
- 5.2. The APTC Board's role does not constitute a governance role or a delegation by DFAT of its authority or responsibilities and it does not have any *Public Governance, Performance and Accountability Act (2013)* role. The APTC Board cannot itself allocate funds or administer programs of support.
- 5.3. DFAT will take into account the advice of the APTC Board when directing the operation of the APTC, in accordance with APTC policies and procedures.

- 5.4. Specifically, the APTC Board will:
- a) Contribute strategically to the development of the APTC Annual Report and Plan by the APTC Executive and review it prior to its submission to DFAT for approval;
 - b) Review the progress and performance of APTC against its Annual Report and Plan and make recommendations to DFAT on performance matters;
 - c) Ensure the full spectrum of regional industry expertise and capability, in both the public and private sectors, is taken into account in APTC planning and implementation;
 - d) Provide advice to the APTC on emerging industry trends, opportunities and skills requirements into the future and thereby help the APTC's strategic planning and business development;
 - e) Support the APTC Executive to undertake regular consultations with key regional organisations and Pacific Island Countries to identify suitable partnership activities and new business opportunities;
 - f) Provide strategic advice to DFAT on the design and development of APTC Stage 3;
 - g) Foster positive national, regional and international communications regarding the progress and outcomes of the APTC;

6. Structure and Composition of the APTC Board

Membership

- 6.1. The APTC Board consists of nine members:
- a) the Chair;
 - b) one member nominated to represent the Australian Department of Foreign Affairs and Trade; and
 - c) seven independent members.
- 6.2. Independent membership will be offered to individuals based on their relevant skills and experience, not on the organisations or constituencies that they may be from.
- 6.3. No alternates or substitutes will be allowed for independent Board members.
- 6.4. The APTC CEO is not a member of the APTC Board and does not have voting rights, but will attend and actively contribute to all Board Meetings. The CEO may be asked to absent themselves from certain sessions should members be considering matters that might give the Contractor an advantage for the next stage of the APTC

Skills and Expertise

- 6.5. The APTC Board is a skills-based board comprising members who collectively have the skills, knowledge, and experience to effectively guide the APTC strategically. It

is not a representationally-composed board. At the same time, the Board should comprise a healthy diversity of views and experience.

- 6.6. Collectively, the APTC Board will have the following skills, expertise and experiences that are needed to fulfil its responsibilities.
- a) Relevant governance experience as either a board chair or director in the public and private sector organisations;
 - b) Sound knowledge and demonstrated senior experience of commerce and industry in the Pacific and in Australia;
 - c) Demonstrated strategic thinking, planning and leadership skills in the private or public sector;
 - d) High level experience and skills in business development and the creation of long-term value;
 - e) High level knowledge and experience of skills development strategies and planning in Australia and in the Pacific, preferably in an institutional setting;
 - f) Knowledge and experience in the provision of development assistance in the Pacific, including aid for trade initiatives;²
 - g) High level skills in communication, stakeholder engagement and network development in the Pacific context; and
 - h) Knowledge and experience in identifying, analysing and managing risk in the Pacific context.

Observers and Attendees

- 6.7. In addition to the nine Board members, the CEO and the Board Secretary, two observers will be invited to attend Board meetings:
- a) A DFAT officer with program management responsibilities for the APTC; and
 - b) A representative of the Contractor.
- 6.8. Independent experts and specialists or representatives of national or regional organisations may be invited to attend and speak to particular agenda items at a Board meeting, as approved by the Chair.
- 6.9. Members of the APTC Executive may be invited to attend and speak to particular agenda items as requested by the APTC CEO and approved by the Chair.

Appointment

- 6.10. A public nomination process will be implemented by DFAT for the seven independent positions on the APTC Board. Nominations will be from interested individuals and not from sponsoring organisations (i.e. self-nominations), against the skills matrix identified in section 6.6. DFAT will select and appoint independent members through this self-nomination process.

² See the DFAT Strategy for Australia's Aid for Trade Investments, July 2015 at <http://dfat.gov.au/about-us/publications/Documents/strategy-for-australias-aid-for-trade-investments.pdf>

- 6.11. Gender equality will be a key consideration in determining the Board's composition, as will sectoral and geographic coverage.
- 6.12. Initial appointment will be for a two year period to December 2017. DFAT will review the composition of the Board at this time, having regard to plans for Stage 3 scheduled to commence in June 2018.
- 6.13. DFAT reserves the authority to appoint additional members (beyond nine), and to replace or remove Board members, at its discretion. Appointment to a vacancy on the Board will be made by DFAT.

7. APTC Board Procedures

Board Papers

- 7.1. A Board Secretary will be provided by APTC executive. The Board Secretary working under the direction of the APTC CEO, and in consultation with the Board Chair, will provide effective secretariat support to the Board, including the following:
 - a) **Agenda:** providing a draft agenda for approval to the Chair at least one (1) month prior to the meeting. The Board Chair will set the meeting agenda in consultation with the APTC CEO and DFAT. The agenda will identify items which are for discussion and formal approval or endorsement by the Board as recommendations for DFAT, and items which are for information and noting only. A Board Member wanting a matter to be placed on the agenda for a meeting of the Board will do so by directing his or her request in writing to the APTC CEO within seven (7) days of receipt of notice of a Board Meeting. These agenda items are to relate to strategic not operational matters;
 - b) **Meeting Papers:** distributing Board papers to Members at least two (2) weeks before each Board meeting. For all papers, recommendations will be clearly identified. The APTC CEO will provide the Board with complete and timely information as necessary for the Board to discharge its functions. The Board will receive full documentation on all matters submitted for its consideration. Each Board Member may request information considered necessary for them to discharge their duties. Every such request will be made through the CEO who may need to consult with the Chair as appropriate;
 - c) **Board Minutes:** providing draft Board minutes to Members for comments and out-of-session approval within one (1) month of the meeting date. All Board Minutes, including recommendations, must be provided to DFAT. The Minutes of Board meetings record decisions and should provide sufficient information to give DFAT a clear understanding of the advice provided. Any Board resolution that makes recommendations to DFAT must be clearly identified in the Minutes; and
 - d) **Follow-Up:** ensuring timely follow up on Board decisions.

Frequency and Notice for Meetings

- 7.2. The APTC Board will meet twice each year, for up two days. Meeting venues will rotate to enable the Board members to interact with national stakeholders, and through their presence, raise the profile of the APTC across the region.

- 7.3. The date of Board meetings will be established at least six (6) months in advance and be scheduled to enable strategic advice on finalisation of key APTC reports (e.g. Annual Reports and Plans etc.).
- 7.4. Additional meetings, as approved by DFAT, may be held as required to consider urgent matters such as significant policy changes, major issues and/or key points in the Stage 3 design process.
- 7.5. The Board Secretary will organise the venue for the meeting, and where requested, make travel and accommodation arrangements for Board members. Members of the Board who are unable to attend a scheduled meeting must advise the Secretary in sufficient time to enable appropriate cancellation of travel and accommodation arrangements. Apologies will be recorded in the official minutes of the meeting.

Quorum for meetings

- 7.6. The quorum for a Board meeting is five members, one of whom must be the Chair. Attendance in person is a requirement, unless otherwise agreed with the Chair.

Chair

- 7.7. Should the Chair of the Board be absent from a meeting, the DFAT member will chair the meeting. A meeting of the APTC Board cannot proceed without either the independent chair or the DFAT member present as Chair.

Remuneration & Expenses

- 7.8. Independent Board members may be entitled to a sitting fee if they are self-employed or employed by a small-to-medium sized public or private business. Employees of government departments and organisations will not be eligible for a sitting fee. Sitting fees will be determined and approved by DFAT and will cover both attendance at Board meetings and time to read Board papers and prepare for meetings. Any fees will be paid in accordance DFAT's Aid Adviser Remuneration Framework.
- 7.9. Board Members will be reimbursed for costs of accommodation, travel, and incidental expenses associated with attendance at Board meetings and related formal activities. Costs will be paid in accordance with DFAT's travel policy.

Insurance

- 7.10. Each Member of the Board must arrange and maintain adequate medical and dental and medical evacuation insurance for the Member when travelling away from the Member's home country on Board business. Neither the effecting of insurance nor any failure to effect such insurance will in any way limit, reduce or otherwise affect any of the obligations, responsibilities and liabilities of the Member. In the event of an insurance claim any deductible/excess payable will be the responsibility of the Member.
- 7.11. DFAT may, at its discretion, reimburse the Member the cost of obtaining the insurance referred to above.

8. Conduct of Board Members

Code of Conduct and Ethics

- 8.1. The Code outlined in Attachment 1, effectively forms part of the general obligations on all Board Members, including Members of observer status, to act with honesty, integrity, diligence and to exercise a high degree of care when carrying out their duties. It does not seek to impinge upon individual rights of Board Members as private citizens.
- 8.2. An APTC Board Member shall not be, or for any purpose be deemed to be, and must not represent her/himself as being, an employee, partner, or agent of DFAT. An APTC Board Member cannot direct APTC employees and any request for information considered reasonably necessary for them to discharge their duties is to be made through the CEO.

Conflict of Interest

- 8.3. Although the Board provides advice to DFAT, it may be necessary for commercially confidential information to be shared in order for the Board to be fully informed when providing advice.
- 8.4. A Board Member who has a conflict of interest involving a material personal interest or other conflict will, as soon as practicable after the relevant fact has come to their knowledge, declare such interest in writing to DFAT.
- 8.5. A Board Member who has material personal interest in an issue to be considered at a meeting of the Board must disclose the interest to the meeting and must not be present or take part in the meeting while the issue is being considered.

Confidentiality

- 8.6. APTC management prepares papers for the Board's consideration and where appropriate will mark them as confidential. Board Members must not disclose confidential information to anyone other than APTC staff for work purposes nor take advantage of, for their own personal gain, information to which they have access as a result of their services to the APTC Board.
- 8.7. The Board's responsibility, in respect to all matters involving APTC, is to DFAT.
- 8.8. Public statements about the Board or operations of the APTC by Members may only be made with the prior permission of the Chair who will consult with DFAT as necessary. The duty of confidentiality continues even after the Member ceases to be a Member of the Board.

Declaration

- 8.9. All Board members will be required to sign the Confidentiality, Media Management Undertaking and Conflict of Interest Declaration at Attachment 2.

Authority

Drafted by	DFAT 18 December 2015
Approved by	DFAT Counsellor Regional Health, Education and Gender 04 January 2016
Endorsed by	APTC CEO 04 January 2016

Attachment 1: Code of Conduct and Ethics

Board Members will discharge their duties in the course of their office, with honesty, integrity and in good faith, acting at all times with high ethical standards for the benefit of the APTC.

Members will conduct themselves in a courteous manner at meetings and be respectful of other attendees without any animosity and refrain from engaging in any conduct that brings discredit upon the APTC and DFAT.

- Members will exercise reasonable care and undertake diligent analysis of all proposals placed before the Board, contributing their specific expertise to the Board.
- Members will be accountable to DFAT for their actions and the manner in which they carry out their responsibilities.
- Members may not directly approach APTC employees without permission of the CEO.
- Members will abide by the spirit as well as the letter of the law. Any Board Member found guilty of a criminal offence or who brings himself/herself, the APTC, or DFAT into disrepute may be dismissed from the Board.
- Members will obtain prior written approval from DFAT before making public statements or communicating with media on matters relating the APTC.
- Members will observe confidentiality regarding all Board matters and all confidential information received in the course of their duties.
- Members will avoid or disclose conflicts of interest and alert DFAT to perceived as well as actual conflicts of interest.

Members will not seek to accept a bribe, or other improper inducement, nor use their position to gain advantage or to improperly influence APTC officers, in the performance of either their public or professional duties for the purpose of private gain or personal benefit.

- Members will be honest in the use of DFAT resources of all kinds, and must not use or covert to their own use any property of DFAT.
- Members will devote time necessary to Board activities, including active participation in Board activities; attendance at all Board meetings; examination and analysis of reports and information provided, and bring to the attention of the Board relevant reports and information from external sources.
- Members will promote and support these principles by leadership and by example, and should always act in a way that secures or preserves the reputation of the APTC.
- Members will make reasonable enquires to ensure that the APTC is operating efficiently, effectively and legally towards achieving its goals.
- Board Members who know or have good reason to suspect any fraud, corrupt, criminal and unethical conduct must report it immediately to DFAT.

Attachment 2: Confidentiality, Media Management Undertaking and Conflict of Interest Declaration

I, _____ undertake in relation to my participation as a member of the Australia-Pacific Technical College (APTC) Board:

Confidentiality

1. I recognise that, as a member of the APTC Board, information will be shared with me that is of a confidential nature and I undertake to keep confidential any such information
2. To the extent practicable, the scope and nature of any confidentiality will be communicated in writing to me at the time that the information is provided.
3. I will not disclose any information I obtain in connection with services provided as part of the APTC Board to any person who is not a member of the Board other than:
 - a) as agreed in writing from the Chair of the APTC Board; or
 - b) as necessary to perform the duties; or
 - c) with respect to any matter already within the public knowledge.
4. It is agreed that these obligations survive completion or termination of my responsibilities as a member of the APTC Board.

Media management

1. I undertake to ensure that all media contact in relation to the work of the APTC Board is managed by the Chair and the CEO of the APTC and that I may make public statements about the Board or operations of the APTC only with the prior permission of the Chair.
2. I declare that I am a spokesperson for the organisations listed below and, that in fulfilling my obligations to that organisation, I will ensure that this role is distinguished, to the extent practicable, from my responsibilities as a member for the APTC Board, unless otherwise approved beforehand by the Chair:

- _____.
- _____.
- _____.
- _____.

Conflict of interest

Definitions:

Conflict of interest (General definition)	A situation in which the private interests *of an APTC Board Member influence their duties as a Committee member, or when a member has conflicting roles and responsibilities.
Actual conflict of interest	Also often referred to as a ‘real’ conflict: an actual conflict of interest is a situation which occurs when a person’s private interests conflict with their duties as an APTC Board Member. The significance of an actual conflict of interest (in terms of relevance, materiality and possible impact) and how and when it is managed, will affect the impact that the conflict has on an individual’s or the APTC Board’s performance of public duties and consequential reputational risk.
Perceived conflict of interest	A situation that is seen (or perceived) by a third party or parties to present a conflict of interest, even if the reality of the conflict has not, or cannot, be established.
Potential conflict of interest	A situation in which a private interest could, in the future, lead to a conflict of interest.
Note *: Private interests. An individual’s own personal, professional or business interests or those of individuals or groups with whom they are closely associated. This includes relatives, friends or other affiliations, regardless of the positive or negative nature of the relationship	

1. I recognise that from time to time, as a member of the APTC Board, potential conflicts of interest may arise.

I advise that I have no actual, potential or perceived conflicts of interest

OR

I advise that I have one or more **actual, potential or perceived** conflicts of interest as noted below (please include your employing organisation(s)):

- _____;
- _____;
- _____;
- _____;
- _____;

- _____:
- _____;
- _____.

2. I undertake that on becoming aware of the existence or possibility of any additional actual, potential or perceived conflict of interest (or any change to an interest previously declared) I will advise the Chair of the APTC Board in writing.
3. Where a conflict of interest has been acknowledged, in addition to any other action required by the Chair of the APTC Board, I will absent myself from discussion of that matter in respect of which the conflict of interest exists or may arise and not vote on the matter, unless permitted by the Chair to do so.

Signed _____

Date _____