



# CLV COMMITTEE CHARTER & CODE OF CONDUCT

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## Community Languages Victoria

*Where language and culture come together*

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## **FOREWORD**

The CLV Committee resolved the need for a more comprehensive Committee Charter, which will more closely regulate the planning, operations, Committee Members' interaction and decision-making processes.

These documents have been reviewed and endorsed by the Community Languages Victoria Committee following the AFESA CLA National Board meeting in June 2022.

These documents were reported at the Annual General Meeting of CLV on 21 June 2023 then reviewed and approved at the CLV Committee Meeting of 17 August 2023. It was then updated and endorsed at the CLV Committee Meeting of 16 November 2023.

The series of documents include the following policies:

- CLV Setting Policies Backgrounds Paper
- CLV Committee Charter & Code of Conduct
- CLV Conflict of Interest Policy
- CLV Delegations of Authority Policy
- CLV Limits of Authority Policy

As a result, CLV has adopted these documents for use in the management of CLV operations.

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# 1. DEFINITION OF TERMS

This Charter has been developed from various frameworks of Australian contemporary corporate governance practice. CLV Incorporated is also growing in terms of its sophistication and complexity.

Therefore, for clarity the charter defines terms as follows:

- **CFA** – means Common Funding Agreement
- **CLV** – means Community Languages Victoria
- **Committee** – as per Constitution, means the ‘Members’
- **ED** – means Executive Director
- **EO** – means Executive Officer
- **DoE** – means Department of Education
- **SSLP** - means Single Study Language Providers
- **Staff** – means CLV Management Team
- **Academic Forum** – means body of academics created by CLV to assist in strategic planning
- **Sub-Committee** – means special purpose Committee formed by CLV Committee
- **VCAA** - means Victorian Assessment and Curriculum Authority
- **VRQA** - means Victoria Qualifications and Regulations Authority

## 2. INTRODUCTION

This document sets out the major principles used by the Committee to manage its affairs and enable it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this charter, the Committee will at times recognize its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of CLV.

The Committee strives to have the most effective governance framework in place to meet the needs of CLV that help drive the sustainable performance of CLV whilst at the same time aid in the conformance with various requirements (e.g. CLV's constitution, policies, controls, and procedures as well as with applicable external regulations and laws).

The Committee subscribes to principle that an effective governance framework would have appropriate regard to the:

- A. contribution of individual Committee Members.
- B. effectiveness of the Committee and Committee performance.
- C. way in which governance is applied throughout CLV
- D. strength of the relationships CLV fosters with its members and stakeholders.

### **3. STATEMENT OF DEMOCRATIC PRINCIPLES**

#### **Purpose**

The purpose of this statement is to affirm Community Languages Victoria's adherence to the principles and practice of Australian democracy.

#### **This standard is as follows:**

The programs of, and teaching in, a school must support and promote the principles and practice of Australian democracy, including a commitment to:

- Elected Government;
- The rule of law;
- Equal rights for all before the law;
- Freedom of religion;
- Freedom of speech and association;
- Values of openness and tolerance.

#### **Community Languages Victoria is committed to the principles of a liberal democracy.**

- We believe in an accountable, democratically elected government.
- We respect and observe the rule of law, and believe that no person is above the law.
- We believe in equal rights for all before the law, regardless of race, ethnicity, religion, sexuality, gender or other attributes.
- We believe not only in the freedom of religion, but also the need to practice tolerance and understanding of others' beliefs.
- We believe in the value of freedom of speech and freedom of association, but also acknowledge that we have the responsibility not to abuse this freedom.
- We believe in the values of openness and tolerance, and value and respect all members of the School community regardless of background.

## **4. STANDARDS OF GOVERNANCE**

The CLV Committee's governance takes all reasonable steps to comply with the *Associations Incorporation Reform Act 2012 (Vic)*, including Division 3 of Part 6 of the Act relating to duties of officeholders.

This Charter is also informed by the following:

- The Not-for-Profit Governance Principles 2019 – *the Australian Institute of Company Committee Members* in a Not-for-Profit context
- Child Safe Standards
- VRQA Legislative Requirements for SSLP
- VCAA Requirements for SSLP
- Directives from the Department of Education

## **5. ROLES AND RESPONSIBILITIES**

### **5.1 Composition of the Committee**

The composition of the Committee is determined using the following principles:

- I. the Committee comprises of elected Committee Members and Co-Opted Members
- II. The President is elected by the Members
- III. The Deputy President is elected by the Members
- IV. The Treasurer is elected by the Members
- V. The Secretary is elected by the Members
- VI. The Executive Officer cannot be elected to the Committee
- VII. The Committee Members shall be independent as defined below in Section 7.

### **5.2 Role of the Committee**

The role of the Committee is to:

- act in the best interests of CLV as a whole and its Members.
- provide strategic direction for CLV and effective oversight of the Executive Officer and of Management.
- ensure sustainable value is created against the social purpose of CLV.



- Oversee, ensure, and monitor proper management of CLV and its management, resources, and operations in accordance with CLV purposes and approved strategy.
- Approve CLV policies, strategy, and performance objectives
- Provide strategic direction, ensure risks are appropriately managed and ensure CLV meets its regulatory obligations.
- Ensure all legislative requirements as set out in relevant Acts are met
- Regularly review the adherence to these requirements
- Receive a minimum of quarterly reports on implementation of
  - Child Safety Standards
  - VCAA requirements for SSLP
  - VRQA requirements for SSLP

### **5.3 Role of the Committee Members**

The role of the Committee Members is to:

- actively participate in the workings and activities of the Committee.
- make their own enquiries as to matters before the Committee.
- be inquisitive, ask questions.
- stay current as to their knowledge of the external environment and internal operations of CLV.
- carry out their duties and responsibilities as Committee Member in accordance with the *Victorian Associations Incorporation Reform Act 2012*, other relevant legislation, common law, CLV's constitution and CLV policies. Committee Members must:
  - carry out their duties in good faith in the best interest of CLV and for a proper purpose (not, for example, their own profit).
  - carry out their duties with care and diligence; and
  - not use information acquired through their position for personal advantage, the advantage of others, or to the detriment of CLV.

### **5.4 Role of the President**

The President provides leadership to the Committee Members including:

- leading and facilitating the Committee.
- setting the Committee direction and focus.

- conducting an effective decision-making process and ensuring that the Committee is focussed on achieving outcomes.
- ensuring that no one has excessive influence.
- maintaining a professional working relationship with the staff
- acting as a spokesperson, where appropriate, in conjunction with the ED
- promoting constructive and respectful relations between Members.
- ensuring that each Committee Member appropriately contributes to the Committee's decision-making process.
- ensuring that the Committee and Staff workload is dealt with effectively.
- setting the agenda for each Committee meeting, in conjunction with the Executive Officer and other Committee Members, and modelling it against the Strategic Plan to ensure appropriate structure and monitoring.
- role-modelling ethical standards and behaviour based on CLV's agreed values.
- communicating and consulting with relevant stakeholders on significant issues, as appropriate; and
- ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

## **5.5 Role of the Executive Officer**

The Executive Officer (EO) in cooperation with the Executive Director is responsible for the overall day-to-day management with regards to the administration and performance of CLV, provides the Committee with advice and represents CLV in public forums and government negotiations as determined by the Committee.

The EO manages CLV activity in accordance with strategy, delegations, business plans and policies approved by the Committee to achieve agreed goals and objectives included therein.

## **5.6 Role of the Secretary**

The Secretary is responsible for:

- informing Committee members of meetings and sending agenda items
- keeping meeting minutes
- keeping a register of Committee members
- correspondence

## **5.7 Role of the Treasurer**

The Treasurer is accountable to the Committee for the roles articulated in the Constitution.

Process:

- All accounts are to be signed off by the Treasurer
- The Treasurer provides regular Profit & Loss reports and Balance Sheet at committee meetings
- The Treasurer oversees that delegation of financial authority limits are adhered to
- The Treasurer assists in developing annual budgets
- The Committee has engaged the services of an accountant to oversee financial operations. All accounts are verified by the accountant

## 6. GOVERNANCE AND PROBITY

CLV, as a proprietor for all SSLPs, has an obligation under the Minimum Standards for Non-School Senior Secondary or Foundation Secondary Provider, to provide evidence of:

- policies and procedures that include appropriate provisions for the management of finances, physical environment, staff
- the policies and procedures for the effective management of staff will include appropriate enrolment agreements with students, and employment agreements with staff
- an outline of the governing body's structure, membership, meeting requirements, voting rights, and rules governing meetings
- policies relating to the operation, professional development, review and induction of any governing body and its members
- a governance charter outlining the key functions and responsibilities of senior managers and the board of management
- enrolment estimates
- a business plan, including 3-year financial projections, certified by a qualified accountant
- rental/leasing arrangements of each delivery site, including council approval (where required).
- the VRQA will be notified within 10 working days of changes to the name or contact details of the proprietor, principal, and, or members of the governing body (as the case requires)
- the VRQA will be notified well in advance of any proposed relocation to ensure the provider can be registered on the new delivery site
- The VRQA will be notified well in advance of any proposed closure of a campus or delivery site that may affect the continuity of education in the senior or foundation secondary course.
- policies and procedures that enable the provider to respond to and supply information requested by the VRQA, regarding whether the provider, any person involved in the management of the provider, or any person involved in the business of the provision of courses by the provider, has ever:
  - had their registration suspended or cancelled
  - had conditions imposed on their registration
  - been convicted of an indictable offence
  - become bankrupt or taken the benefit of any law for the relief of bankrupt debtors, or compounded with their creditors or made an assignment of their property for their benefit

- been disqualified from managing corporations
- been involved in the provision of courses by another person or body who is covered by a. to e. at the time of the events that gave rise to the relevant prosecution or other action.
- policies and procedures to show that the provider:
  - can comply with any relevant guidelines issued by the VRQA under section 4.3.11(3) of the Act
  - can enable the VRQA to conduct an audit on the operation of the provider in relation to the minimum standards.

## 7. COMMITTEE FUNCTIONS

### 7.1 Key Functions of the Committee

The key functions of the Committee include:

- ensuring a diverse and effective activity in line with the CLV constitution with appropriate policies and procedures for the Committee and its committees.
- ensuring all legislative requirements are met in relation to the Department of Education, Victorian Assessment and Curriculum Authority (VCAA) and Victoria Qualifications and Regulations Authority (VRQA)
- through constructive engagement staff and key stakeholders, review, add-value to approve and monitor CLV's purpose, core values, ethical framework, strategic direction, and objectives.
- supporting, reviewing, and monitoring the operational and financial performance of CLV
- monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework.
- consider and agree on Committee and management recommendations on key issues including CLV organizational structuring and resourcing, capital management, significant contracts, and capital expenditure.
- make, add to, alter, or rescind any CLV rules, regulations, and by-laws as it sees fit in accordance with the Constitution.
- managing Committee Member' interests, conflicts of same and related-party transactions
- delegation of powers and authorities through the Delegations of Authority policy, while understanding the Committee remains responsible for all decisions of CLV
- oversight of compliance with appropriate laws and regulations and major litigation.
- evaluating Committee processes and performance of the Committee as a whole, as well as contributions by individual Committee Members, ensuring the Committee's effectiveness in delivering good governance, including performance and conformance matters.
- corporate governance matters, including frequency and agendas of Committee and Committee meetings,

- matters pertaining to Members including meetings, communications, and relations; and
- ensure that there is a strong working relationship with stakeholders including regular communication on major issues confronting CLV

## **7.2 Strategic Direction and Oversight**

The Committee reviews the CLV long-term strategic plans and the major issues that it and management expects CLV to face in the future.

The Committee also calls on the Academic Forum to assist in strategic planning.

The Committee sets the broad parameters for the preparation of the CLV Strategic Plan.

The Committee only approves the Strategic Plan after conducting a rigorous review, including considered stakeholder input on major strategic initiatives.

The review includes a thorough understanding of what is required to successfully execute the Strategic Plan.

## **7.3 Risk Management**

Risks are any event or action that threatens the assets and earnings of values or services provided by CLV. It is the Committee's role to establish a sound system of risk oversight and management and internal control.

The Committee has implemented a risk management approach based on the following core elements:

- the formulation of risk appetite statements with tolerances.
- the identification of key business risks.
- the measurement of each identical risk in terms of potential impact and likelihood of occurrence.
- an assessment of the external environment and the control mechanisms in place to manage the risk.
- the development of action plans to manage the risk; and
- constant monitoring of the program and reviewing continued economic justification and/or process improvement opportunities.

To support this formalized process for identifying, prioritizing, assessing, and managing the key business risks, the Management Team deals with specific risk areas across CLV.

The Committee regularly reviews the key risks identified by the Management Team.

The Committee ensures that CLV, at all levels, prescribes to a desired culture and exhibits accepted behaviours that are consistent with the agreed risk appetite.

## **7.4 Managing Regulatory Compliance Obligations**

The Committee is responsible for and oversees the implementation of an effective compliance program to ensure that:

- CLV complies with VCAA and VRQA regulations
- effective internal controls exist and there is full and accurate reporting to the Committee in relation to ensuring compliance.
- CLV is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business.

## **7.5 Policy and Procedures**

The Committee is responsible for:

- the development, enforcement, and review of delegations (financial and non-financial).
- approving and monitoring compliance with all significant policies and procedures by which CLV is operated; and
- approving policies and procedures designed to ensure that CLV - operates at all times within applicable laws and regulations and in accordance with CLV's values and ethical standards.

## **7.6 Conflicts of Interest**

Committee Members have a duty to act honestly and in the best interests of the Association and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest. The CLV Committee has developed a Conflict-of-Interest Policy that Committee Members are expected to comply with.



## **7.7 Committee's Role in Critical Incident Management**

The Committee has two key roles in a critical incident situation, one prior to the critical incident and the other during.

Prior to any critical incident, the Committee ensures that there is in place a comprehensive critical incident management plan that has been tested and employees have been trained in its execution.

During any critical incident, the Committee will fully support management in its continuity and recovery effort. The ED is responsible for Marketing and Communications and will advise on urgent media and communications issues.

The chief spokesman during any critical incident will be the President supported by the ED as needed.

## **7.8 Integrity of Financial Reporting**

The Committee ensures that a structure of review and authorization is designed to ensure a fair and accurate statement of CLV's financial position.

This is done by the correct signing of payment of invoices through an endorsed process by the Committee and regular reporting at all CLV meetings of Income and Expenditure, Profit and Loss and Balance Sheet.

## **7.9 Annual Report to Members and Other Stakeholders and Communication**

The Committee provides a comprehensive annual report outlining how they fulfilled their governance role, the achievements of CLV, its aspirations and sufficient financial information so that members can make a judgment as to how effectively the Committee is fulfilling its role.

The Committee communicates with members through :

- CLV News on a regular basis
- Information section on CLV Website
- Link to CLV website
- CLV Committee has also endorsed the use of social media

The Committee submits an information statement to the Consumer Affairs Victoria annually. This report includes financial statements that have been reviewed externally.

## **7.10 Annual General Meeting**

CLV encourages effective communication with Members and their effective participation at general meetings and has strategies in place to affect this.

All Committee Member Committee Members are expected to attend Annual General Meetings.

## **7.11 General Meetings**

CLV will conduct regular Information Sessions and Professional Development Sessions to keep members informed.

### **CLV AND VCE:**

CLV will conduct a minimum of 3 information session per annum with schools registered as VCE providers to:

- Inform schools about any changes
- Evaluate how schools are complying with legislative requirements

## **7.12 Political Donations**

CLV does not make political donations.

## **7.13 Decision-Making Elements**

The Committee takes its responsibilities for decision-making seriously and in its deliberations all proposals, opportunities are considered within its due diligence against the following

- Strategic Fit
- Financial considerations
- Risks and risk appetite
- Due diligence
- Member and stakeholder perception
- Ethical fit

- Availability of resources
- Synergy
- Value creation
- Contingency plans
- Monitoring mechanisms
- Regulatory and legal requirements and obligations

### **7.14 Access to Management**

The Committee and individual Committee Members have the power to meet or make inquiry with the ED and EO outside of scheduled Committee or Committee meetings. The Committee and individual Committee Member may meet with Management in consultation with the President

Committee Members will use their judgment so that contact is not distracting or disruptive to the business operation of CLV and will therefore initially raise any material issues or concerns with the ED and EO.

### **7.15 Corporate Social Responsibility**

CLV is committed to the long-term sustainability of its operation and aims to optimize, or minimize (whatever the case may be), the social, environmental, and economic impact of its significant business proposals and ongoing operations for the benefit of all stakeholders.

The Committee ensures that CLV Corporate Social Responsibility performance is consistent with its business strategies and brand/reputation.

## **8. COMMITTEE MEETINGS AND PROCESSES**

### **8.1 Committee Meetings**

Committee Members have adopted the following procedures:

- The Committee shall meet at least 4 times a year or more as required
- There is a minimum of one Committee meeting per year dedicated to strategy development and review.
- Proper and timely notice of meetings is provided with an outline of proposed business (AGENDA).
- Agenda papers which include executive summaries and resolutions are provided 7 days in advance to allow time for review.
- An action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions.
- Matters for decision and discussion are addressed at the beginning of meetings.
- The Committee can meet periodically in camera sessions present to discuss sensitive issues.
- A general business item is on the agenda so that Committee Members may add items for discussion or information.
- Minutes are clear, accurate and have the appropriate detail.

### **8.2 Committee Meetings Attendance**

Committee meetings are attended by Committee Members and Staff.

### **8.3 Quorum**

Quorum is as per Constitution.

### **8.4 Committee Meetings Agenda**

The agendas for individual Committee meetings should include (but not be limited to):

- Minutes and Action List
- Conflicts of interests
- Annual agenda items allocated to the meeting (including Treasurer Report, ED, EO, and Staff Reports)

- Other strategic issues for discussion
- Issues of litigation or non-compliance
- Items submitted for consideration and decision
- Other general business

Meeting agendas should be well balanced among the time allocated between strategy, risk management, performance, and compliance.

The new agenda items will be structured into three sections so to maximize the time for discussion around strategic issues, as follows:

- Matters for decision by the Committee
- Matters for discussion by the Committee
- Matters for noting by the Committee

## **8.5 Committee Meetings Papers**

The format and content of Committee papers should be driven by the agenda and the Committee's information requirements. The agenda should drive what information the Committee needs from management and other sources to aid informed decision-making. The reporting of information is essentially by way of Committee Meeting papers.

The Committee meeting papers should:

- be concise, timely, relevant, accurate and material to the type and nature of matters to be discussed.
- include timely, appropriate, and in-depth external information (e.g., media and industry reports, market trends, competitor activity, stakeholder research).
- encapsulate CVS's strategy and identify the key things which are driving or inhibiting effective execution of that strategy.
- contain a balanced picture of performance (not just the "good news stories" or what management thinks the Committee only needs to know) and promptly communicate any potential warning signs or bad news (problems or failures are reported early and honestly).
- regularly track key variables with accuracy and consistency; and
- appropriate information on CLV performance (including financial and non-financial performance indicators and real insights into performance dynamics and the performance outlook) and how risks are being managed to enhance CLV CLV performance.

The papers should include the ED's report.

## **8.6 Committee Meetings Minutes**

Minutes of each meeting shall be prepared by the Secretary and approved by the President and circulated to Committee Members after each meeting and prior to the next meeting. These will be constructed and managed as follows:

- Minutes are clear, accurate and have the appropriate detail to document the Committee's decisions.
- Draft minutes will be distributed to the Committee Members within 14 days after the meeting, and Committee Members will respond with comments within a further 7 days.
- Minutes of meetings must be confirmed at the next meeting.

## **8.7 Use of Information Technology**

Where possible, information technology should be used to enhance the oversight capabilities through effective collection, distribution, access, and reporting of Committee information.

## **8.8 Committee Meetings Annual Calendar**

The Committee must establish and endorse by the end of January each year its annual meeting calendar. The annual calendar should be aligned with the strategy cycle of CLV and bring many governance aspects of this charter to life.

The annual agenda dictates the dates, times, and locations of Committee meetings in the upcoming year.

## **8.9 Sub-Committees**

The Committee may establish from time-to-time appropriate Sub-Committees to assist the Committee by focussing on specific responsibilities in greater detail than is possible for the Committee as a whole, reporting to the Committee and making any necessary recommendations.

Each formally constituted Sub-Committee, including ad-hoc Committees, has a written charter, approved by the Committee.

The membership, role and responsibilities, charter and performance of each Sub-Committee are reviewed annually by the Committee.

The existence of Sub-Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Committee as a whole.

## **9. COMMITTEE EFFECTIVENESS**

### **9.1 Indemnities and Insurance**

A Committee Member has both a common law and a statutory right to inspect the documents of CLV. The Act provides that a Committee Member is entitled to access to financial records at all reasonable times. This right applies to all Committee Members regardless of whether they have specific financial responsibilities, but a Committee Member cannot extend the right to 3<sup>rd</sup> parties. Access to documents can be made through the Company Secretary at no cost to the Committee Member.

For the purpose of certain legal proceedings, a person who has ceased to be a Committee Member has a right to access all books of CLV (including its financial records) at all reasonable times. This right extends for a period of 7 years after a person has ceased to be a Committee Member.

#### **9.1.1 Deed of Indemnity**

Each Committee Member, on appointment, shall execute the Deed of Indemnity with CLV in which CLV provides an indemnity to the Committee Members to the extent they are indemnified under the Act. Specifically:

- Each Committee Member or retired Committee Member is indemnified against liability the Committee Member may incur to another person (other than CLV or a related body corporate).
- The indemnity includes costs and expenses incurred in legal proceedings.
- in accordance with the law a Committee Member is not indemnified for any liability arising out of negligence or lack of good faith.
- if the Committee Member or retired Committee Member has incurred a liability to which the indemnity applies then the Committee Member need not incur any expenses before enforcing the right to the indemnity.
- where the indemnity covers a claim against a Committee Member, CLV is entitled to assume the conduct, negotiation or defence of the claim and the Committee Member must cooperate with CLV in relation to the claim; and
- in certain limited circumstances a Committee Member may engage separate legal advisors.



## **9.1.2 Committee Members and Officers Insurance**

Included in the annual agenda structure is the review of the Committee Members & Officers Insurance policy. Written details of the policy are provided to the Committee as part of an overall risk management strategy. Each Committee Member is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.

CLV has agreed to pay the Committee Members & Officers Insurance premiums and not to do anything which may prejudice this policy.

## **9.2 Access to Professional Advice**

Committee Members and Committee Committees have the right in connection with their duties and responsibilities to seek independent professional advice at CLV's expense, subject to:

- prior approval of the President, Committee or the Committee which is not unreasonably withheld; and
- information so obtained is shared with all Committee Members or Committee Members as appropriate.

## **9.3 Criteria for Assessing Members' Independence**

The Committee shall regularly assess the independence of each Committee Member in light of the interests disclosed by them. This assessment will be used in selecting new Committee Members.

Each Committee Member must provide the Committee with relevant information to assess their independence.

In assessing independence, the following matters will be considered, and a Committee Member will be regarded as independent if that Committee Member:

- is a non-executive Committee Member (i.e., is not a member of Management or EO of a Member Association).

- has within the last three years not been a principal of a material professional adviser or a material consultant to CLV or an employee materially associated with the service provided.
- has not been a material supplier of CLV, or an officer of or otherwise associated directly or indirectly with a material supplier.
- has no material contractual relationship with CLV, other than as a Committee Member of CLV.
- has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Committee Member 's ability to act in the best interests of CLV.

## **9.4 Committee Member Letter of Appointment**

The President provides each new Committee Member with a formal letter of appointment setting out the basis of appointment and the powers and duties of a Committee Member.

## **9.5 Induction**

Each new elected and appointed Committee Member undertakes an induction process which involves the following activities:

- an individual meeting with the President and ED to discuss expectations, duties, and responsibilities.
- attendance at briefing sessions which includes presentations on the business by the ED; and
- provision of a comprehensive package of materials in relation to CLV and Committee, including the constitution, Committee Charter and Code of Conduct, Conflict of Interest Policy, Risk Management Policy, the Strategic Plan, and any other relevant documents.

## **9.6 Education**

The Committee collectively, and as individual Committee Members, shall undertake on-going education and training to enhance their performance.

## **9.7 Tenure**

The constitution sets out that each elected Committee Member shall serve a term of 2 years, at which time they may elect to nominate for re-election.

## **9.8 Review of ED, EO and Staff Performance**

The Committee sets the performance criteria for the ED, EO and Staff which are regularly reviewed by the Committee.

The President facilitates the performance review, with all the Committee Members having an opportunity to contribute to the review.

## **9.9 Mechanism for Review of CLV Effectiveness**

CLV activity is driven by its Strategic Plan and the Deliverables set out by the Department of Education's CFA Agreement.

Each meeting of the Committee has a Standard Agenda Item – Reports, which include reports on activity from the members of the Secretariat. Finances are reported at each meeting.

CLV will conduct a 6-monthly Review based on the regular Report provided to DoE and against its Strategic Plan.

CLV will assess its performance again with a set of Key Performance Deliverables:

- Management and Administration
- VCE Provision
- Child Safety
- Professional Development and Training
- Quality Assurance Framework
- RTO

### **Annual General Meeting**

The overall Review of CLV activity will be reviewed by Members at the Annual General Meeting.

## **9.10 Committee Remuneration**

Committee members receive no remuneration.

Committee Members are reimbursed all out-of-pocket expenses incurred by them in carrying out their duties as Committee Member Committee Members.

## **9.11 Charter Review**

The Committee reviews this charter regularly and makes changes as necessary. In particular the Committee will review the code of conduct, Committee Members performance against it and make changes where necessary.

The Executive Director is responsible for monitoring and maintenance of this charter.

## 10. COMMITTEE MEMBER CODE OF CONDUCT

CLV has agreed on the following Code of Conduct for its Committee Members.

All CLV Committee Members have agreed to this Code of Conduct.

*CLV Committee Members will comply with the following standards of conduct, which reflect requirements and duties at law, including under the Associations Incorporation Reform Act 2012.*

- Committee Members should act honestly, in good faith and the company's best interests.
- Committee Members should have a duty to use care and diligence in fulfilling office functions and exercising the powers attached to that office.
- Committee Members should use the powers of office for a proper purpose in the best interests of CLV.
- Committee Members should recognise that the primary responsibility is to CLV but may, where appropriate, have regard for the interest of all stakeholders of CLV.
- Committee Members should not improperly use information acquired as Committee Members.
- Committee Members should not take improper advantage of the position of Committee Member.
- Committee Members should properly manage any conflict with the interests of the company assesses have an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Committee takes information received by the Committee Member in the course of the exercise of Committee Member duties remains the property of CLV from which it was obtained. It is improper to disclose or allow it to be disclosed unless that disclosure has been authorised by CLV or the person from whom the information is provided or is required by law.
- Committee Members should not engage in conduct likely to discredit CLV.

At all times, the members are obligated to comply with the law's spirit, the letter and the principles of this Code of Conduct.

## 11. COMMITTEE MEMBER MEETING BEHAVIOUR

The primary role of the CLV Committee is to make decisions. The quality of the decision-making is directly related to the rigour of the debate during Committee meetings.

Specifically, regarding behaviours exhibited during committee meetings and discussions, the CLV Committee has agreed on the following behaviours that define those acceptable behaviours that encourage rigorous and robust debate whilst always maintaining respect.

The Committee prioritises the development of the culture of the Committee to create an environment based on trust that supports open and honest debate. These behaviours are reviewed regularly and modified as required. Committee Members hold each other to account during meetings.

Specifically, these behaviours are as follows:

- Address issues, not personalities.
- Everyone arrives on time with their mobile phones turned off.
- Matters discussed should not be those that should be addressed in management meetings.
- Keep to the point, do not go off-topic or be ambiguous.
- Assume everyone has read the Committee meeting papers.
- Avoid the use of technical terms that others may not understand.
- Be positive and constructive, not harmful and destructive.
- Do not be discouraged from presenting a contrary view.
- Listen actively and attentively.
- Not use the meeting to demonstrate superior intellect or knowledge.

I, (NAME)

\_\_\_\_\_  
as an elected member – delegate on behalf of (SCHOOL NAME)

\_\_\_\_\_  
to the CLV Committee, have read and understood the Code of Conduct and the Behavior at Meetings section of the CLV CHARTER AND CODE OF CONDUCT POLICY and agree to abide by these guidelines.

DATE:

\_\_\_\_\_  
WITNESS:

Policy number	CLV 02	Version	3
Drafted by	Stefan Romaniw	Approved by Committee on	13 December 2023
Responsible person	Fahry Abubaker	Scheduled review date	13 December 2024