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| Chapter 3 – Appointment and end of term |
| This chapter looks at appointments and the beginning and end of your term as a committee member. |

# 3.1 Introduction

As a committee member, it is important to understand:

* the appointments process
* resignation and removal from office
* hand-over processes, induction and capacity building.

# 3.2. Composition of a committee

Section 14(4) of the *Crown Land (Reserves) Act 1978* gives the Minister the power to appoint committees of management of Crown land reserves. The Minister may appoint a committee that consists of:

* three or more persons, or
* a local council, Parks Victoria, an eligible water corporation, a body established for a public purpose, a company limited by guarantee, an incorporated association or ‘any combination of such persons and bodies’.

## Instrument of Appointment

A committee is appointed by the Minister or their delegate via a written **Instrument of Appointment.** The appointment is:

* subject to the conditions, if any, that the Minister imposes
* for such term (length of time) as the Minister thinks fit. For committees incorporated under the Crown Land (Reserves) Act, as most are, this is for a period of up to three years.

The committee’s powers and responsibilities under the Act derive from the Instrument of Appointment.

# 3.3 Appointment of members

Where the Minister appoints a committee that is made up of three or more individuals, the committee is usually appointed for a **three-year** term. Sometimes, a casual vacancy arises and is filled for the remainder of the term of the committee. More details are set out later in this chapter.

Members of a committee are eligible to apply for reappointment when their term expires.

# 3.4 Who is chosen?

It is Victorian Government policy that all appointments to public sector boards and committees are **merit-based** and should, as far as practicable, reflect the **diversity** of the Victorian community. This means, for example, approximately 50 per cent women. The [Appointment and Remuneration Guidelines](https://www.vic.gov.au/guidelines-appointment-remuneration) state that:

‘Opportunities to appoint women, Indigenous Australians, people with a disability, people from culturally and linguistically diverse backgrounds and lesbian, gay, bisexual, trans, gender diverse and intersex people should be actively explored’.

# 3.5 What is the appointments process?

The process of appointment or reappointment depends on the type of committee:

* community ‘elected’ (nominated)
* user group
* skills-based.

## Community ‘elected’ (nominated)

The usual process for appointing members to a **local committee** is for the local community to ‘elect’ their preferred candidates. These nominations are then submitted for consideration by the Minister or their delegate, who is usually the local DELWP regional director. As part of this process:

* The committee is notified by DELWP in writing four months before its term expires.
* The committee advertises a public ‘election’ in the local newspaper and other forums, such as community notice boards and social media. The advertisement:
  + includes details of the date, time, place and purpose of the election
  + invites readers to stand as candidates for committee membership
  + encourages public attendance and voting at the election.
* If the committee holds an annual general meeting (AGM) and an election is due, the election is usually held straight after the AGM.
* If you wish to be a candidate in an election but cannot attend, you can nominate in advance in writing.
* For transparency, it is best for the election to be chaired by an independent person, preferably a local council representative. If a councillor is not available, another suitable independent person can be asked, for example, the captain of the local CFA brigade.
* Those in attendance vote to choose who will be **recommended** to the Minister (or their delegate) for appointment to the incoming committee. Proxy and postal votes are not permitted.
* Details of the elected nominees are submitted to the local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) for approval by the Minister or their delegate, who will consider whether to appoint the nominee.

For further information, contact your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations).

## User representative committees

If a committee is composed of representatives of user groups or other organisations:

* DELWP notifies the committee in writing four months before its term expires.
* Each user group on the committee is asked to nominate their proposed representative(s) for the incoming committee. For example, the local football club, hockey club and pony club that use the reserve each nominate their proposed representative.
* Each user group submits their nominee to the local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) for approval by the Minister or their delegate.
* The Minister or their delegate either approves the user group’s nominee as a member of the committee or else notifies the user group of the need to submit another nominee for consideration.

## ‘Skills-based’ committees

A skills-based selection process applies for **major committees** that:

* manage a reserve of statewide significance, and/or
* have significant financial responsibilities.

This is also increasingly the case for committees that manage reserves of regional significance.

Occasionally, a local committee may be appointed through a similar process, for example, if the reserve’s management is becoming more complex.

### Appointments process

The process for skills-based appointments is as follows.

* Selection is based on merit and skills sought and us consistent with the Victorian Government’s [Appointment and Remuneration Guidelines](https://www.vic.gov.au/guidelines-appointment-remuneration).
* Candidates submit an expression of interest (EOI) for advertised vacancies.
* The candidate may be selected for an interview.
* Usually, the department manages the appointments process and makes recommendations to the Minister or their delegate.
* The Minister or their delegate selects and appoints the new committee.

### Advertising vacancies and submission of EOIs

For committees of statewide significance:

* Vacancies are generally advertised on the Victorian Government website for board vacancies, [Get on Board](https://getonboard.vic.gov.au/) at <https://getonboard.vic.gov.au>. This is different to DELWP’s governance guidance website, [On Board](http://www.delwp.vic.gov.au/onboard).
* Advertisements are also usually placed in print media, social media and/or by other means, such as recruitment services.
* Candidates submit their EOI electronically through [Get on Board](https://getonboard.vic.gov.au/), unless agreed otherwise with DELWP.

For committees of regional significance, while there is a move towards using [Get on Board](https://getonboard.vic.gov.au/), most vacancies are not yet advertised there. Instead, print or other media advertisements set out how to submit an EOI to DELWP.

## Casual vacancies

A casual vacancy is one that arises during the committee’s three-year term, for example, if a committee member resigns or is removed by the Minister.

A casual vacancy must be filled if the committee has less than three people remaining. It should also be filled if there is difficulty maintaining a quorum at committee meetings or if the skills needed on the committee are absent.

Casual vacancies are also usually filled if there is more than 12 months of the committee’s term remaining or if the committee requests this to occur.

The Minister or their delegate makes the appointment in accordance with the relevant process. For further details, contact your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations).

# 3.6 Documents required before appointment

If you apply for appointment to a committee, you must provide the department with certain information during the appointments process. You cannot be appointed as the successful candidate unless:

* probity checks have been conducted by the department
* you have completed a Declaration of Private Interests form.

## Probity checks

Personal and professional integrity is vital for a committee member. The [Appointment and Remuneration Guidelines](https://www.vic.gov.au/guidelines-appointment-remuneration) require applicants to undergo certain probity checks.

* The minimum probity checks the department must conduct before a person can be appointed to a committee of management are:
  + Australian Securities and Investment Commission
  + Australian Financial Security Authority.
* For somecommittees**,** a **National Criminal Record** (police check) is also required, with the applicant’s written consent. Your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) has information on whether a police check is required for your particular committee.

Probity checks are used by the department when preparing a brief to the Minister or their delegate about the short-listed candidates. These checks give the Government and the public confidence that appointees have personal integrity and the capacity to manage financial and business affairs.

Probity check results, such as a prior criminal conviction, do not necessarily exclude a person from appointment.

Example

A conviction for a criminal offence may not preclude you from being appointed to the committee. The outcome will depend on the relevant circumstances, such as:

* the nature, age and circumstances of the offence
* the applicant’s conduct since the offence and the likelihood of reoffending
* whether the offence is relevant to the requirements of the role.

## Declaration of private interests

As part of the appointments process, you must submit a Declaration of Private Interests. On this form you declare any interests you have (financial or non-financial) that may cause, or be perceived to cause, a conflict with your role as a member of the committee.

It is important to note that having interests that may conflict with your role as a committee member does not usually preclude you from being appointed to a committee.

If you are appointed, your relevant interests are recorded in the *Register of Interests*. If a conflict arises with an item on the agenda at a committee meeting, you declare the interest. It is then managed in accordance with your committee’s policy on *Conflict of Intere*st. For details, see 5.4 ‘Conflict of Interest’.

The declaration form for appointments to **major** committees may include additional questions to that for **local** committees.

## Information collected

Information collected as part of a candidate’s application for appointment is subject to the *Privacy Protection and Data Act 2014* and the *Public Records Act 1973*.

# 3.7 Resignation

It is important to remember that **even after** you are no longer a member of the committee you are legally bound by confidentiality and proper use of information requirements. For details, see 5.6 ‘Confidentiality and proper use of information’.

## Resigning from the committee

If you decide to resign from the committee, submit your resignation in writing to the Minister or, where applicable, their delegate. To arrange this, contact your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) for details of the correct process. Reasonable notice should be given, so a new committee member can be recruited if necessary. Also let the chair of the committee know that you intend to resign. If you resign, you must hand over all committee records in your possession to the committee.

## Resigning as an office bearer but remaining on the committee

Sometimes, a member decides to remain on the committee but resign from their position as chair, treasurer, secretary or other office bearer.

* To resign as chair but remain on the committee, contact your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) for information about the correct procedure for submitting your written resignation.
* To resign as treasurer, secretary or other office bearer but remain on the committee, notify the committee in writing.

If you resign as an office bearer, you must hand over all committee records associated with your office, so that they can be given to the new office bearer and treated in accordance with the Public Records Act.

If the secretary resigns, the committee should inform DELWP, so that the department can update its contact records.

# 3.8 Removal from office

It is important to remember that **even after** you are no longer a member of the committee you are legally bound by confidentiality and proper use of information requirements. For details, see 5.6 ‘Confidentiality and proper use of information’.

Under the Crown Land (Reserves) Act, the Minister has the power to remove the whole committee or an individual committee member at any time. Misconduct or unsatisfactory performance are examples of when this might occur.

In addition, if the committee is incorporated under the Act, a member’s position automatically becomes vacant if he or she:

* is absent from four consecutive meetings without the committee’s permission
* becomes bankrupt or has property that becomes subject to control under bankruptcy laws
* is convicted of an indictable (serious) offence
* becomes incapable of performing their duties, for example, due to chronic illness
* is removed from office by the Minister.

## Misconduct

A committee member has a duty to perform their role with a **reasonable degree of care, diligence and skill**. Integrity and other performance standards and values are set out in the *Public Administration Act 2004* and in the [Code of Conduct for Directors of Victorian Public Entities](https://vpsc.vic.gov.au/resources/code-of-conduct-for-directors/) (the Code) which is issued under the Act.

According to item 1.4 of the Code:

‘A failure to behave in the ways described in the Code may be considered misconduct and in the most serious cases may lead to suspension or removal from office. Additionally, a Director [committee member] who improperly uses their position to gain an advantage for themselves or someone else or to cause detriment to the public entity [committee] will be liable for their actions under both civil and criminal law.’

Note that if your committee is subject to a different regulatory regime, such as corporations law, similar requirements will exist about integrity and reasonable standards of care, diligence and skills.

### Unsatisfactory performance

The judgement that a fellow committee member is not carrying out their duties with a reasonable degree of care, diligence and skill is a difficult one to make. If this issue arises:

* The first step is for the chair or the committee as a whole to discuss the matter with the member involved. This may resolve the issue, with either the member accepting that more is required of them or resigning.
* If concerns continue about the performance of the committee member, the chair (or if the chair is the issue, another committee member) should contact the local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) for advice.

## Possible corrupt conduct

If you believe that another committee member or an employee of the committee may be involved in corrupt conduct you can contact the department’s Integrity Manager. Email [protected.disclosures@delwp.vic.gov.au](mailto:protected.disclosures@delwp.vic.gov.au) or phone **1800 903 877**. The department’s Integrity Manager will advise you of your options and of the process to take if a report is to be made to the Independent Broad-based Anti-corruption Commission.

To preserve your possible status as a person making a protected disclosure, you are advised not to discuss the matter before contacting the Integrity Manager.

# 3.9 Outgoing committee – the hand-over process

An outgoing committee has a duty to:

* hand over all committee records it holds
* properly brief the incoming committee to the extent that it requests.

The outgoing chair leads this process, with assistance from the outgoing secretary and treasurer. The process should be conducted in a professional, courteous and timely way by all outgoing and incoming members.

## Committee records

The outgoing committee must hand over all committee records to the incoming committee, including any electronic versions. This includes all current and past documents kept as required by the PublicRecords Act. For example:

* committee minutes and related papers
* correspondence received and copies of correspondence sent
* strategic and other plans, such as management, business and risk management plans
* all financial records, including annual budgets and other financial planning documents
* performance and other reports, for example annual reports
* documentation relating to contracts, for example, leases, licences and contracts for services
* employment records and contracts
* work schedules
* all registers, for example, assets register
* committee policies.

In addition, as part of the hand-over process, the outgoing treasurer:

* balances the books prior to hand over
* provides an appropriate briefing, including advising of any committed funds
* organises the changeover of bank account details
* advises service providers, such as gas, phone, and water providers, of the incoming committee’s contact details
* advises the [Australian Tax office](https://www.ato.gov.au/Non-profit/) of the incoming committee’s contact details.

For further information about committee records, see 6.7 ‘Record keeping’.

## Ongoing requirement for confidentiality and proper use of information

As an outgoing member it is essential to remember that requirements for confidentiality and proper use of information **continue to apply** even after you are no longer a committee member. For details, see 5.6 ‘Confidentiality and proper use of information’.

# 3.10 Incoming committee

New committee members are not formally appointed and cannot conduct committee business until approved by the Minister or their delegate.

The incoming committee should ensure that:

* all records held by the outgoing committee are handed over to them
* a suitable briefing is provided by the outgoing committee.

The new committee should also ensure that all necessary documentation is **in place, suitable and being implemented**. For example:

* committee policies, for example, on conflict of interest; gifts, benefits and hospitality; and meetings and decisions
* planning documents, such as management plans, business plans, and risk management plans.

It is good practice for your committee to review these documents when it commences its role. Changes, additions and updates may need to occur.

# 3.11 Induction for new committee members

As an incoming committee member, familiarise yourself with:

* the reserve your committee has been appointed to manage
* any user groups and the regular uses of the reserve
* your role and responsibilities, including the committee’s decision-making processes and standards
* the [Code of Conduct for Directors of Victorian Public Entities](https://vpsc.vic.gov.au/resources/code-of-conduct-for-directors/)
* the committee’s policies. Ask the chair for your own copy of these policies
* the *Committee of management guidelines* published by the department (these guidelines)
* the induction and other resources available on the [committees of management](http://www.delwp.vic.gov.au/committees) page on the DELWP website, for example, the [induction video](https://www.youtube.com/watch?v=CI_R58bPR48#action=share).

You also need to develop an understanding of the key government policies and laws that apply to your committee.

## Duty of chair

The chair should ensure that each new committee member has a suitable induction into their role. New members should also be provided with a suitable induction kit.

### Contents of induction kit

Include key resources in a committee member’s induction kit, such as:

* the [Code of Conduct for Directors of Victorian Public Entities](https://vpsc.vic.gov.au/resources/code-of-conduct-for-directors/)
* committee policies
* any key government policy of strategic relevance to your committee
* other key documents that are relevant to your committee and reserve, such as the management plan
* [Welcome to the Board](https://vpsc.vic.gov.au/resources/welcome-to-the-board/) published by the Victorian Public Sector Commission (VPSC).

In addition:

* See the resources listed for inclusion in induction kits under the ‘Induction’ heading on the Victorian Government website page [Guide to public entity board governance](https://www.vic.gov.au/good-board-governance#induction).
* Check the [committees of management](http://www.delwp.vic.gov.au/committees) page of the DELWP website for induction resources for committees. DELWP adds new information from time-to-time.

## Assistance from DELWP

Your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations) can be contacted for advice.

For major committees with complex management responsibilities, the department may provide:

* a briefing to the chair
* an induction program and kit to committee members.

# 3.12 Networking and ongoing capacity building

The department may be able to assist with opportunities for networking and capacity building during your committee’s term in office. This could include professional development on topics such as risk management. It may also include, for example, introducing committees with similar interests for networking and mentoring purposes.

# 3.13 Further information

For further information:

* Contact your local DELWP [regional office](https://www2.delwp.vic.gov.au/communities-and-regions/regions-and-locations).
* See the [committees of management](http://www.delwp.vic.gov.au/committees) page of the DELWP website.
* The VPSC [website](https://vpsc.vic.gov.au/) also has information on these topics, for example, see [recruitment and appointment to the board](https://vpsc.vic.gov.au/resources/recruitment-and-appointment-to-the-board/).

# 3.14 Electronic copy

An electronic copy of this document is available from the DELWP website ([www.delwp.vic.gov.au/committees](http://www.delwp.vic.gov.au/committees)).