



Government of **Western Australia**  
Department of **Training**  
and **Workforce Development**

# **Guidelines**

**for**

## **TAFE Colleges**

### **Governing Council selection**

**November 2023**

# **Governing Council selection process: Including the role of nomination committees**

## **1. Introduction**

Governing Councils are responsible for providing good governance to ensure effective systems and processes are in place to shape, enable and oversee TAFE Colleges (Colleges).

Governing Council members operate in a legislative and public policy environment of frameworks for accountability, governance, management, policy development and service delivery.

Generally, appointees to Governing Councils will have held board or senior management appointments in large public companies or key public sector agencies, possess a proven record in exercising commensurate levels of judgement and accountability, and reflect the diversity of the Western Australian community.

As a guide, an individual should not receive sitting fees from more than two (2) State Government boards or committees (*Premier's Circular 2022/02 – State Government Boards and Committees*).

## **2. Functions of the Governing Council**

The functions of a Governing Council include:

- setting strategic directions;
- liaising with stakeholders;
- ensuring compliance with statutory requirements;
- managing risk; and
- monitoring organisational performance.

Under section 42 of the *Vocational Education and Training Act 1996* (VET Act) Governing Council functions are as follows.

- the Governing Council is the governing body of a College with authority in the name of the college to perform the functions of the college and govern its operations and affairs;
- a Governing Council of a college may do all things necessary or convenient to be done for or in connection with the performance of its functions;
- a Governing Council may perform its functions in another State or a Territory if that is necessary or convenient for the performance of the functions of the college; and
- in performing its functions the Governing Council of a college must ensure the college's courses, programs and services are responsive to, and meet, the needs of students, industry and the community.

### **3. Governing Council membership and term of office**

It should be noted that section 39 of the VET Act stipulates that each College must have a Governing Council. Governing Councils are to consist of:

- a chairperson;
- a deputy chairperson; and
- not fewer than six or more than 10 other members.

Members of a Governing Council are subject to endorsement by Government and are appointed by the Minister for Training; Water; Youth (the Minister).

Appointment to a Governing Council is for a term not exceeding three years. At the end of the term, members are eligible to be considered for a further term.

Under section 14.5 of the [Western Australian Cabinet Handbook](#), if a Governing Council member resigns before the expiry of his/her term then their replacement can only be appointed for the remainder of the original term.

### **4. Appointment principles**

As well as meeting any specific requirements in the enabling legislation, appointments to the Governing Council should demonstrate compliance with the general principles of:

- Merit – Due process and the principles of merit selection are to be observed in the appointment process;
- Fairness – The process used to assess potential appointees must be transparent and without bias;
- Diversity – To the extent reasonable, appointments to the Governing Council must reflect the diversity of the Western Australian community as a whole and be mindful of the entity's purpose and focus; and
- Integrity – Only persons of sound reputation, who are prepared to discharge their responsibilities diligently and with public interest being paramount, should be appointed.

Persons appointed as chairpersons/deputy chairpersons should have demonstrated the capacity to lead others, summarise complex information and arguments, and where appropriate, make decisions in a professional and effective manner.

### **5. Appointment process and timeline**

On behalf of the Minister, the Department of Training and Workforce Development (DTWD) coordinates an annual appointment process for Governing Council members. The following information provides an overview of the process and timeline. A summary of the process is provided at Appendix 4.

### **October**

DTWD advises the Governing Council Chairs of the proposed timelines for the appointment process and the number of positions that will be open for appointment. This includes positions currently occupied that have terms expiring the following year.

DTWD provides information including Governing Council Handbook, frequently asked questions fact sheet, general advice and assistance to Colleges as required.

If the Governing Council does not already have a nomination committee, skills matrix and up to date Code of Conduct it is recommended that action be taken to instigate these at this point.

### **Early November**

The Minister informs Governing Council members with terms expiring that their position on the Governing Council will be declared open for appointment and advertised through a call for expressions of interest (EOIs).

### **January**

DTWD issues the advertised call for EOIs for all available positions. Colleges may simultaneously seek nominations at this time, either by directly approaching candidates deemed suitable for appointment or by publishing the advertised call for EOIs on their website.

### **Early February**

DTWD provides all received EOIs to the Governing Council Chair. In the case of chairperson and deputy chairperson positions that are open for appointment, EOIs received will be considered by the Minister.

### **February**

The nomination committee evaluates all EOIs for their Governing Council against the *Governing Council skills matrix* (Appendix 1). The nomination committee may conduct applicant interviews, referee checks or other checks if this is what has been determined by the nomination committee.

Using the *Nomination Committee applicant assessment for the Minister* form (Appendix 2), the nomination committee ranks applicants as recommended (in order of preference), not recommended or unsuitable. Recommended applicants may be nominated for an appointment term of one, two or three years in order to stagger appointments across the Governing Council.

Some applicants may have expressed interest in more than one Governing Council, which may result a Governing Council not receiving their highest ranked applicants.

The Governing Council/College is responsible for ensuring that all recommended or suitable applicants:

- complete and submit the *Governing Council Fit and Proper Person Declaration* (available at Appendix 3);
- provide a National Police Clearance;
- confirm that they are not currently bankrupt; and
- confirm that they have not been convicted of an indictable offence.

The Governing Council/College is to forward to DTWD:

- the completed *Governing Council skills matrix*;
- the completed *Nomination Committee applicant assessment for the Minister* form, including a brief explanation of the decisions; and
- all completed *Governing Council Fit and Proper Person Declaration* forms.

### **March – June**

DTWD collates the information submitted by the Governing Council nomination committees and submits to the Minister for consideration.

The Minister considers recommended applicants and will discuss with the Governing Council Chair any difference in point of view regarding recommended applicants or appointment terms. The Minister may appoint recommended applicants or appoint other members to a Governing Council at his or her discretion.

### **Late June**

The Minister issues correspondence to Governing Council Chairs and all applicants notifying them of the outcome of the appointment process.

### **1 July**

Terms commence for all positions filled through the appointment process.

## **6. Nomination committee composition**

When determining membership of the Governing Council nomination committee, consideration should be given to the knowledge or skill sets required and to accommodate workload obligations. A minimum of three members is recommended, with the Governing Council Chair convening and leading meetings. The actual number and composition should be decided by the Governing Council membership. It is suggested that appointment to the committee be for one year.

It is good governance practice to separate Managing Directors from the nomination process of potential Council members as Governing Councils are responsible for evaluating Managing Director performance. This practice precludes any direct or perceived conflict of interest whereby a Managing Director may exert influence or authority in the selection of nominees.

## 7. Nomination committee responsibilities

The nomination committee is responsible to the Governing Council and the Minister to ensure that:

- Governing Councils have members with a mix of expertise, experience and a range of backgrounds. Consideration should also be given to the gender balance and cultural diversity of the Governing Council and committees;
- the process for assessing candidates is fair, transparent and consistent for all applicants;
- the skill sets required by candidates are identified in a skills matrix;
- regular evaluation of the Governing Council is conducted to identify required skill sets and to inform the skills matrix; and
- there is appropriate and timely succession planning.

## 8. Identifying potential candidates

When potential candidates are approached or enquire about Governing Council membership, they may be provided with the following:

- the Governing Council Handbook (which includes remuneration advice);
- “Frequently asked questions” fact sheet;
- information about the role of the Council;
- information about the duties and responsibilities associated with the position;
- information about the amount of time likely to be required;
- advice of requirement that they undergo police and probity checks; and
- an explanation of the selection process.

The Department of the Premier and Cabinet maintains a register of persons interested in serving on government boards and committees (which includes Governing Councils). Members of the public who wish to be considered for government boards and committees are able to submit their names for inclusion on the [OnBoardWA Regsiter](#). The Minister may consult the register during the Governing Council appointment process.

## 9. Governance

It is anticipated that each Governing Council will develop a robust Code of Conduct that deals with perceived/actual conflicts of interest. The Code of Conduct will guide the work of the nomination committee and ideally should be reviewed before each appointment process.

It is good governance for the Governing Council to evaluate its performance and conduct a skills audit to identify areas of development for current members. This process will inform the skills matrix used in the selection of new Governing Council members.

The nominating committee should also refer to the Public Sector Commission’s [Good Governance Guide for WA boards and committees](#) available from the Public Sector Commission website.

## 10. Vacation of office

Under Schedule 1 (1) of the VET Act a position on the Governing Council will be vacant if:

- a the term of the member expires;
- b the member resigns by written notice addressed to the Minister;
- c the member is an undischarged bankrupt or a person whose property is subject to an arrangement under the laws relating to bankruptcy;
- d the member is convicted of an indictable offence; or
- e the appointment of the member is terminated under subclause (2).

The Minister reserves the right to terminate the appointment of a member at any time at his or her discretion as stipulated in Schedule 1, clause 1(2) of the VET Act.

The Minister may grant leave of absence to a member on such terms and conditions as the Minister determines.

Under Schedule 1(1)(1) if a member or applicant is bankrupt, or has at any time been convicted of an indictable offence, that person should not be appointed, and should cease their appointment, as a Governing Council member.

A vacancy may be filled on an interim basis with the Minister's approval and Government endorsement. This position will be declared open to all applicants during the next call for expressions of interest.

## 11. Reappointment

Members whose terms are due to expire should not regard their appointment as a right, especially where members have already served two terms. The skills matrix should be used to balance the requirements of the Governing Council in determining the most suitable applicant. Additionally, attendance of the member at Governing Council meetings and level of effective contribution should be considered.

The need to ensure the regular turnover of members and injection of fresh ideas and enthusiasm should be balanced against the need to retain a proportion of members with the necessary skills and experience, and the need for succession planning or management of an organisation through a period of transition or considerable change.

[Premier's Circular 2022/02 – State Government boards and committees](#) states that an individual should not sit on more than two (2) State Government Boards and Committees and as a matter of sound governance practice the membership of individuals should not exceed ten years.

**Governing Council skills matrix template**

Governing Councils may use this matrix to assess the expertise and capability that exists on the Governing Council and identify areas where additional skills or experience may be required. Governing Councils may focus on certain areas of knowledge, skills and experience when recommending members for appointment to meet existing needs of the Governing Council. Current or prospective Governing Council members are not required to have knowledge, skills or experience in all areas.

KNOWLEDGE, SKILLS AND EXPERIENCE (see over for descriptors)																												
Indicate rating for knowledge, skills and/or experience for each Governing Council member																												
Governing Council	SKILLS & EXPERIENCE	Business/Management	Strategic Planning &	Corporate Governance &	Stakeholder Engagement	Public Relations & Marketing	Quality Control	Risk Management & Audit	Human Resources	Legal Compliance	Information Technology	Accounting/Finance	Insurance	Industry Experience	Board & Committee	Knowledge of VET System	[Other]	[Other]	QUALITIES	Integrity & Community	Teamwork & Interpersonal	[Other]	[Other]	QUALIFICATIONS	Post School Qualifications	CPA; CA; CIA; or similar	TOTAL	
		Current members:																										
	Prospective members:																											
	TOTAL																											

RATINGS LEGEND	
1	No experience or knowledge
2	Little experience or knowledge
3	Reasonable experience or knowledge
4	Considerable experience or knowledge
5	Expert experience or knowledge



## Governing Council skills matrix – Descriptors

<b>Skills &amp; Experience</b>	
<b>Business/Management</b>	Experience in business leadership or organisational management, including developing and implementing business plans and strategies.
<b>Strategic planning and leadership</b>	Experience in leading the development and implementation of strategic plans to achieve organisation long term goals.
<b>Corporate governance &amp; ethics</b>	Experience and ongoing commitment to high standards of corporate governance and ethics, including experience with an organisation that is subject to rigorous governance and ethics standards.
<b>Stakeholder engagement</b>	Experience in strategic stakeholder engagement and working effectively with a range of industry, business and community stakeholders on matters of shared interest.
<b>Public relations and marketing</b>	Experience in public relations and marketing that supports the achievement of strategic goals and objectives.
<b>Quality control</b>	Experience and/or knowledge of quality assurance systems and programs, including application of quality frameworks to support best practice and continuous improvement.
<b>Risk management and audit</b>	Experience and/or knowledge of corporate risk management frameworks, including integrating risk management into decision making and monitoring the effectiveness of controls and mitigation strategies through audit.
<b>Human resources</b>	Experience and/or knowledge of human resource management and personnel considerations in complex organisations.
<b>Legal compliance</b>	Legal experience and/or knowledge, including compliance frameworks and regulation.
<b>Information technology</b>	Experience and/or knowledge of corporate IT systems and governance, including complex business systems.
<b>Accounting/Finance</b>	Experience and/or knowledge of corporate financial management, including application of robust financial management controls.
<b>Insurance</b>	Experience and/or knowledge of corporate insurance policies and requirements.
<b>Industry experience</b>	Direct industry experience or experience in working closely with industry stakeholders on matters of shared interest.
<b>Board and committee experience</b>	Experience serving as a public sector, private sector or non-profit board or committee member.

<b>Knowledge of VET system</b>	Knowledge and understanding of the National and State vocational education and training system, including legislative and regulatory frameworks.
<b>Qualities</b>	
<b>Integrity and community standing</b>	A demonstrated commitment to high ethical standards and integrity and maintaining good standing in the community.
<b>Teamwork and interpersonal skills</b>	Ability to contribute constructively to board discussions and communicate effectively with management and other board members.
<b>Qualifications</b>	
<b>Post-school qualifications</b>	Completed formal qualifications and other relevant professional development.
<b>CPA; CA; CIA; or similar</b>	Certified Practising Accountant; Chartered Accountant; Certified Internal Auditor; or similar.

**NOMINATION COMMITTEE APPLICANT ASSESSMENT – FOR THE MINISTER**

Governing Council Chairperson:   
Contact number:

TAFE College:

<b>Recommended applicant(s)</b>	<b>Position</b>	<b>Term of apt.</b>	<b>Brief comment against skills matrix criteria and rationale for term of appointment</b>
<b>Suitable applicant(s)</b>	<b>Position</b>	<b>Term of apt.</b>	<b>Brief comment against skills matrix criteria and rationale for term of appointment</b>

Unsuitable applicant(s)	Position	Term of apt.	Brief comment against skills matrix criteria and rationale for term of appointment

### Governing Council fit and proper person declaration

Each TAFE College is required to comply with the *Standards for Registered Training Organisations (RTOs) 2015* in accordance with the Act and the *Vocational Education and Training (General) Regulations 2009*.

In particular, clause 7.1 stipulates that, to be compliant with Standard 7, a training organisation must "ensure that its executive officers or high managerial agent ...meet each of the relevant criteria specified in the Fit and Proper Person Requirements in Schedule 3."

A training organisation found to be non-compliant may be registered subject to conditions and risks losing registration altogether.

### Fit and proper person criteria for suitability

Indicate whether you have ever:

- |   |  |                          |                          |
|---|--|--------------------------|--------------------------|
| a | been convicted of an offence against a law of the Commonwealth or a State or Territory of Australia, or of another country, and if so, the seriousness of the offence and the time elapsed since the conviction was recorded;  | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| b | been an executive officer or high managerial agent of an RTO at a time that the RTO had its registration on the National Register cancelled or suspended by its VET Regulator for having breached a condition imposed on its Registration;   | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| c | been an executive officer or high managerial agent of an RTO at a time that the RTO was determined to have breached a condition of its registration under the Education Services for Overseas Students Act 2000 or the Tertiary Education Quality and Standards Agency Act 2011;           | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| d | become bankrupt, applied to take the benefit of a law for the benefit of bankrupt or insolvent debtors, compounded with his or her creditors or assigned his or her remuneration for the benefit of creditors, and if so, the time elapsed since this event occurred;                      | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| e | been disqualified from managing corporations under Part 20.6 of the Corporations Act 2001, and if so, whether the disqualification remains in place;   | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| f | been involved in the business of delivering courses or other services on behalf of a person that was the subject of regulatory action described in points b) or c) above, and if so, the relevance of the person's involvement;  | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| g | provided a VET Regulator with false or misleading information or made a false or misleading statement to a VET Regulator, and if so, whether it is reasonable to assume that the person knew that the statement made or information provided to the VET Regulator was false or misleading; | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| h | been determined not to be a fit and proper person as prescribed under any law of the Commonwealth or of a State or Territory of Australia, and if so, whether that determination remains in place; and   | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |
| i | been an executive officer or high managerial agent of an RTO at a time that the RTO was determined to have breached a government training contract.  | <b>Yes</b>               | <b>No</b>                |
|   |  | <input type="checkbox"/> | <input type="checkbox"/> |

**I certify that all of the details stated on this form, as provided by me, are true and correct.**

Name:\_\_\_\_\_

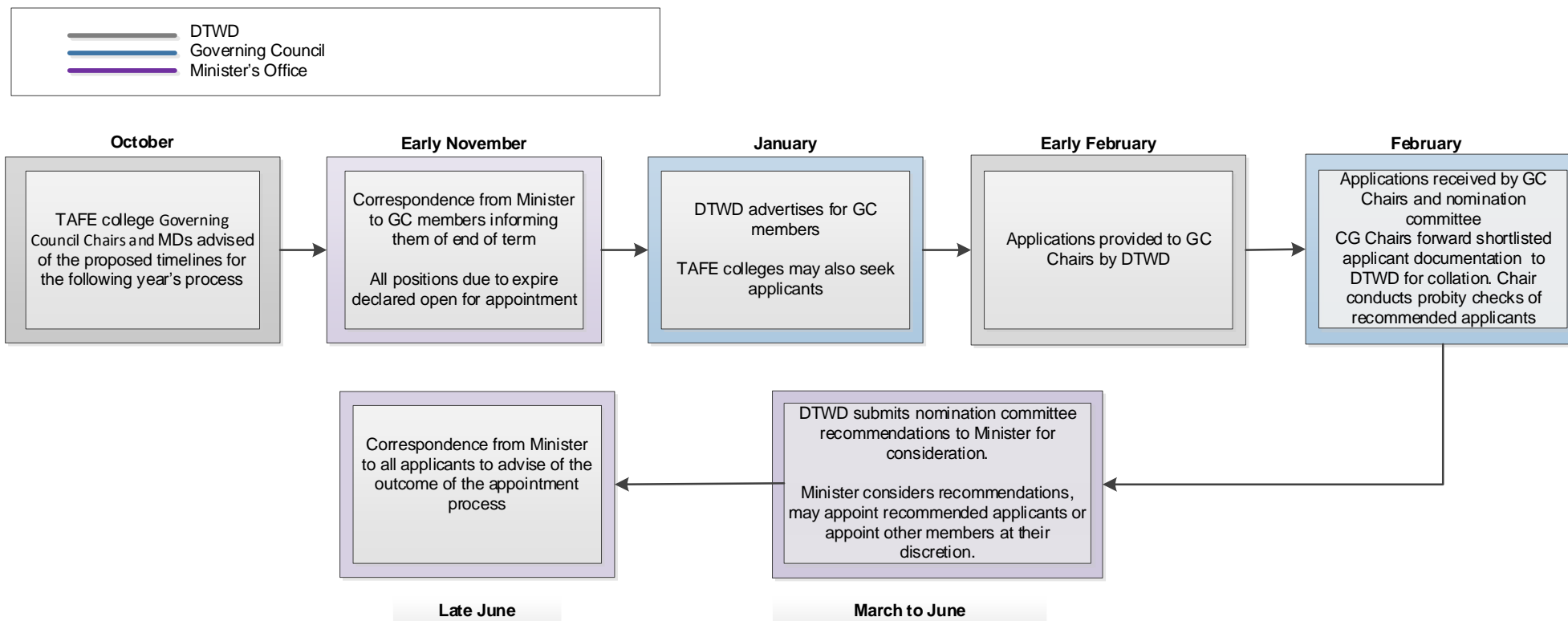
Date:\_\_\_\_\_

Signature:\_\_\_\_\_

Witness (person over 18 years of age):\_\_\_\_\_



## NOMINATION PROCESS FOR GOVERNING COUNCILS\*



**ACRONYMS**

DTWD – Department of Training and Workforce Development  
 GC – Governing Council  
 MD – Managing Director