

Divisional Council Charter

1. Purpose

- 1.1 The vision of the ACS is for Australia to be a world leader in technology talent that fosters innovation and creates new forms of value.
- 1.2 The Divisional Council exists to provide advice, access and advocacy in support of the ACS' mission to build relevant technology capacity and capability in Australia, and to be a catalyst for innovative creation and adoption of technology for the benefit of commerce, governments and society.
- 1.3 Members of the Divisional Council are expected to provide specialist advice on ICT and technology matters, the profession and marketing intelligence; access to the market; and acting as Ambassadors and Advocates for the ACS rather than acting operationally. As a result, it is envisioned that members of the Divisional Council consist of leaders of the profession and industry in their region as highlighted in the skills matrix criteria.
- 1.4 The Divisional Council is focused on a specific geographic territory as determined by the ACS Board.

2. Powers

- 2.1 The Division Council has no power or authority in relation to:
 - (a) decisions of the ACS Board including the ACS Strategy and business plans;
 - (b) control or management of the ACS; and
 - (c) ability to enter into contractual arrangements.
- 2.2 The Division Manager is responsible for the operations of the Division including the performance of its functions, whilst also providing administration support to ensure the effective operation of the Divisional Council in accordance with the ACS policies and procedures.

3. Functions

- 3.1 The role of the Divisional Council is to assist the ACS implement its Strategy by providing advice, access and advocacy. Examples include:
 - (a) skills development needs relevant to the ACS' membership, and those eligible for ACS membership, in the specified geography of the Division;
 - (b) professional development topics that would support the ACS meet local need;
 - (c) supporting the Division Manager with insight into the development of an annual calendar of initiatives that would assist the ACS meet objectives contained within the Annual Plan;
 - (d) speaker suggestion and sourcing in support of the Division Manager and consistent with the approved plan;
 - (e) introducing and connecting the Division Manager to potential sponsorship and fundraising parties, or potential corporate partners;
 - (f) making connections and advocate the activities of the ACS;

- (g) representing the ACS' views to members and other stakeholders where appropriate (noting media and political advocacy requires approval);
- (h) other forms of Access, Advocacy and Advice; and
- (i) generally to provide suggestions to the ACS Board and Division Manager for them to consider which may be of benefit in relation to the business and the ACS achieving its vision.

4. **Prohibitions**

4.1 Members of the Divisional Council must not:

- (a) vote on or purport to pass resolutions on behalf of the ACS Board;
- (b) hold themselves out to be directors of ACS; or
- (c) collect or receive payments, nor be a signatory to any bank accounts of ACS. This clause does not preclude Divisional Councillors from providing other services to ACS, these are however distinct and separate from roles and responsibilities as a Divisional Councillor and are subject to individual agreements documenting those services.

5. **Membership**

5.1 The composition of a Divisional Council will be seven (7).

5.2 At least 8 weeks prior to the end of financial year being 30 June, the Nominations Committee will call for nominations to fill any upcoming vacancy.

5.3 The Nominations Committee will review nominations with a view to ensuring candidates meet the benchmarks contained in the Divisional Council Skills Matrix and achieving an appropriate balance and diversity of skills and experience.

5.4 Nominees will then be presented to the ACS membership within that Division in an election process where preferential voting is used.

5.5 Members are appointed for a two-year term. A maximum two reappointments are permissible, for a total six years.

5.6 Where casual vacancies arise, these will be filled by the Board on recommendation of Nominations Committee and in consultation with the remaining members of the Divisional Council.

6. **Chairperson**

6.1 At the first Divisional Council meeting of a new financial year, the Division Councillors will elect a chairperson and vice chair for a twelve-month term.

6.2 There is no limit on the number of terms that a Divisional Councillor may be reappointed as chairperson or vice chair.

7. **Operation**

7.1 The Divisional Council:

- (a) meets formally at least once every quarter; and
- (b) meets informally on an as needed basis at other times as agreed between Councillors or as requested by the ACS Board,

at a time and place or method (including video or teleconference) as the Councillors decide.

- 7.2 Notice of meetings must be circulated to members at least 7 business days before a Divisional Council meeting (unless a shorter notice period has been agreed by all members) and may be circulated to Councillors by any means.
- 7.3 The chairperson, in consultation with the Division Manager, sets the agenda for each meeting and gives the agenda and any supporting information to each of the Councillors with the notice of meeting (unless otherwise agreed by all members).
- 7.4 A notice of meeting, agenda and any supporting information must also be circulated to the ACS Company Secretary (where the Board has appointed one).
- 7.5 A quorum for a meeting is four.
- 7.6 Where no quorum is present, the meeting may be reconvened by the attendees with reasonable notice to all Councillors or at a date and time otherwise agreed by the Councillors. Where no quorum is formed at a reconvened meeting, a quorum consists of the attending Councillors.
- 7.7 Meetings are chaired by the chairperson or vice chair in their absence. Meetings do not ordinarily proceed in the absence of the chairperson or vice chair unless otherwise agreed by the ACS Board.
- 7.8 Minutes of meetings are officially recorded. Minutes are not detailed transcripts but rather capture the principle of discussions undertaken and recommendations. Minutes are approved by the Councillors and given to the ACS Company Secretary (where the Board has appointed one) within 14 days following each meeting.

8. **Support**

- 8.1 The Division Manager and Divisional office are responsible for providing administrative support to the Division Council including minute taking and logistics for meetings.

9. **Remuneration**

- 9.1 There is no remuneration for Divisional Councillors. A formal appointment document is entered into between the ACS and each Councillor.
- 9.2 Reasonable travel expenses and other out of pocket expenses may be covered or reimbursed by the ACS as required but only upon prior written approval by the Division Manager.

10. **Liability**

- 10.1 Divisional Councillors have no obligations under Corporations Law and accordingly no professional indemnity insurance is required.

11. **Personal interests and conflicts**

- 11.1 Divisional Councillors must not improperly use their position or information received by them in their position to gain an advantage or to cause detriment to the ACS.
- 11.2 All Divisional Councillors must act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the ACS and consistent with the ACS code of ethics.
- 11.3 Confidentiality, Conflict of Interest declarations and completion of the ACS induction are all pre-requisite requirements prior to the first Divisional Council meeting of the new financial year.

12. **Revision of charter**

12.1 The ACS Board has the sole authority to approve revisions to this Charter.

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