

AFTRS Council Terms of Reference

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1 Background, Purpose and Scope

- 1.1 The Australian Film, Television and Radio School (AFTRS) is a statutory authority with its own enabling legislation, the *Australian Film, Television and Radio School Act, 1973* (AFTRS Act) that sets out the School's functions, powers and responsibilities. The authority of the AFTRS Council ("Council") to govern AFTRS comes from the AFTRS Act;
- 1.2 Under the Act, AFTRS is charged with contributing production skills and knowledge to the screen and broadcast industries through training, education and research – with a view “to enabling and encouraging the production of programs of a high degree of creativeness and of high technical and artistic standards.” In short, to support excellence in storytelling for screen and sound;
- 1.3 AFTRS' purpose, as articulated in its corporate strategy, is defined as “working hand-in-hand with its screen and broadcast industries, AFTRS is a global centre of excellence that provides Australians with the highest level of screen and broadcast education, training and research.”;
- 1.4 AFTRS' strategic framework, constructed around the three pillars of national reach, excellence and sustainability, has been developed in consultation with stakeholders, refined by AFTRS senior management, articulated in the 2023-2024 Corporate Plan, endorsed by Council, and embedded in the activities, priorities and communications of the School;
- 1.5 Council is the most senior decision-making authority governing the strategic operations of the School. It seeks to ensure that the reputation of the School for educational excellence and strong graduate outcomes is upheld, and that the School is able to maintain a position of industry relevance and cultural leadership while upholding its compliance obligations;
- 1.6 In consultation with the Managing Executive, the Finance, Audit and Risk Management (FARM) Committee and Academic Board, Council ensures effective corporate governance frameworks set the strategic

direction of the School, manage compliance with legal and governance obligations – including reporting to Government – and assist the organisation to manage risk and financial sustainability;

- 1.7 These terms of reference set out the overall responsibilities of Council in line with its obligations under relevant legislation;
- 1.8 Council should take into account the roles of the FARM Committee and Academic Board in, respectively, detailed interrogations of financial accounts, corporate risk, matters of academic quality and governance, and should consider issues referred to Council for their attention or decision rather than duplicating areas of attention;
- 1.9 It is expected that Council makes timely and effective decisions on matters reserved to it. Matters discussed at meetings of the Board and its appointed Committees are confidential and no Council members may communicate their proceedings or decisions to any person, organisation or media outlet; and
- 1.10 Council members are expected to uphold the AFTRS Code of Conduct.

2 Membership

Composition

- 2.1 The structure, terms and appointments related to Council is determined under the AFTRS Act. The Council comprises:
 - (a) the Director (CEO);
 - (b) a staff member elected by the staff members in the manner prescribed;
 - (c) a student of the School elected by the students of the School in the manner prescribed;
 - (d) 3 members appointed by the Governor-General; and
 - (e) 3 members of Convocation appointed by the Council.

Chair and Deputy Chair of Council

- 2.2 The appointment of the Chair and Deputy Chair of Council is determined under section 13 of AFTRS Act;
- 2.3 The meetings of Council, including Chair and Deputy Chair duties over the presiding of meetings, is determined under section 20 of AFTRS Act.

3 The Roles of Council

The roles of Council are to:

- 3.1 Support the Director, the Managing Executive, the wider School and uphold its reputation;
- 3.2 Ensure AFTRS has effective corporate governance structures in place that:
 - (a) promote the proper use and management of public resources for which the authority is responsible;
 - (b) promote the achievement of the purposes of the entity; and
 - (c) promote the financial sustainability of the entity.
- 3.3 Ensure AFTRS has and maintains an appropriate system of risk oversight and management; and an appropriate system of internal controls;
- 3.4 Shape and approve the strategic directions for AFTRS, in consultation with senior management and relevant third-party advice, including via the Corporate Plan;
- 3.5 Ensure the alignment of performance measurement with the Corporate Plan;
- 3.6 Approve annual budget allocations, taking into account AFTRS' purpose, strategic direction, sustainability, feasibility and accountability of AFTRS;
- 3.7 Recommend the appointment of the Director, advise, support and hold them accountable for organisational performance;

- 3.8 Performance approval and awarding of performance payment to the Director;
- 3.9 Ensure that the AFTRS' Managing Executive and Officers are complying with their legal obligations and appropriately managing risk;
- 3.10 Approve the Charter/Terms of Reference for, and appointments and re-appointments to, the FARM Committee, Academic Board and Honorary Degree Committee;
- 3.11 Receive reports regarding the annual discharge of responsibilities from the FARM Committee, Academic Board and Honorary Degree Committee;
- 3.12 Review issues referred by the Managing Executive, FARM Committee, Academic Board and Honorary Degree Committee; and
- 3.13 Where appropriate, support the development of networks, partnerships and stakeholder relationships in the interests of AFTRS.

4 Matters requiring Council Authority

The AFTRS Act section 26 states that '*subject to the general direction of the Council, the Director¹ shall manage the affairs of the School.*' Major changes in approach, new areas of significant investment or substantial new conditions impacting the running of the School should be subject to council approval. These may include:

- 4.1 Investing in, or seeking funding for, major capital expenditure including all buildings and premises;
- 4.2 Approving lease conditions and signing leases;
- 4.3 Approving the development of higher education courses, and awarding degrees and diplomas;
- 4.4 Approving expenditure that exceeds the Director's financial delegation, with the exception of payroll, as per the Financial Delegations schedule;
- 4.5 Endorsing the principles for and approaches to employment arrangements for all employees, including higher education coverage;
- 4.6 Appointments of the internal auditor;
- 4.7 Trustee management of the Kenneth Myer Fellowship Trust;
- 4.8 Granting or revoking a power of attorney or limited authority to sign and/or act on behalf of AFTRS.

5 Council Corporate Governance Cycle

A Council meeting calendar is circulated to Council members prior to the start of each calendar year, developed in consideration of alignment, where possible, with meetings of the FARM Committee and Academic Board – to allow for timely review of minutes and issues referred by those committees for the attention of Council.

- 5.1 Council will hold at least 5 meetings each calendar year;

The Council Chair and the Director, by mutual agreement, will set areas of strategic focus for each meeting, taking into account Council responsibilities for overseeing the following key elements of Corporate Governance:

- 5.2 The Corporate Plan - updated prior to the commencement of a new financial year, for the following four financial years;
- 5.3 Approval of the AFTRS Annual Report - including annual performance statements and annual financial statements, reporting on the previous financial year in July-August for tabling in Parliament in September/October;
- 5.4 A Risk Management Plan - that is reviewed in line with the Corporate Plan; and
- 5.5 Reporting on annual budget and reforecasts - (in February and October) on income and expenditure provided by the Director and AFTRS' Chief Financial Officer.

¹ AFTRS Act provides for a Director of the School, who shall be appointed by the Governor-General on the recommendation of the Council.

6 Secretariat and Management of Meetings

The Corporate Secretary for the Council is managed out of the Office of the CEO (Governance Unit) by the Head of Governance.

- 6.1 The Corporate Secretary is responsible for providing all secretariat functions to Council, including drafting meeting agendas and papers, in consultation with the Director and Council Chair;
- 6.2 Not less than seven days' notice of a meeting will be issued by the Corporate Secretary (or their delegate) to the Council, with agenda and papers. By default, these will be made available on the online Board system. Electronic PDF or paper copies will be made available on request;
- 6.3 In unforeseen circumstances, and with the approval of the Chair, decisions of Council may be made without notice by circular resolution via email. Council members may agree to the resolution by sending a 'reply all' email to that effect, including the text of the resolution in their reply. A circular resolution is considered passed when the last of the members to reach a quorum agrees to the resolution;
- 6.4 The quorum of a meeting of Council, and any decisions by circular resolution, are as per section 20(7) of AFTRS Act;
- 6.5 The draft minutes of a meeting will be provided to the Chair in a reasonable timeframe but not more than four weeks after the meeting and will be tabled at the next Council meeting;
- 6.6 At each meeting, the minutes of the preceding meeting must be approved, or approved as amended by the Chair. The minutes of the FARM Committee, Academic Board and Honorary Degree Committee are to be provided to the next practicable Council meeting; and
- 6.7 All Council members will have minuted any conflict of interest on any item of business and recuse themselves from voting if so declared.

7 Duties of Council Members

Council members have the following legal duties:

- 7.1 Duty of care and diligence;
- 7.2 Duty to act honestly, in good faith and for the proper purpose;
- 7.3 Duty in relation to proper use of position;
- 7.4 Duty in relation to information obtained due virtue of position as an official;
- 7.5 Duty to disclose interests relating to the affairs of AFTRS.

Council members need to be aware of any legislation that might impose personal liability for breaches, including the Public Governance, Performance and Accountabilities Act 2013.

8 Responsibilities

Compliance, Monitoring and Review

- 8.1 These terms of reference will be scheduled for review every 2 years. This may occur earlier dependent on external factors such as legislative reform; and
- 8.2 Council will also conduct a self-assessment of performance every 2 years, assessing its conduct and deliverables against these terms of reference.

Records Management

- 8.3 These terms of reference, as a corporate document, will be registered in AFTRS Policy Register; and
- 8.4 All records relevant to administering these terms of reference will be maintained by the Policy and Governance Officer.

9 Definitions

- Appropriate:** For the purposes of the PGPA Act, PGPA Rule and the Council Terms of Reference, 'appropriate' has its ordinary meaning of 'suitable or fitting for a particular purpose'.
- Council:** For the purposes of the PGPA Act, AFTRS Council members are Directors of the Corporate Commonwealth Entity, which is AFTRS.
- Director:** The AFTRS Act provides for a Director of the School, who is the CEO, and who shall be appointed by the Governor-General on the recommendation of Council.
- Managing Executive:** The Executive Directors of AFTRS.
- Officers / Officials:** Under s13 of the PGPA Act, each Commonwealth entity has officials. An official is defined as 'an individual who is in, or forms part of, the entity'.

10 Related Legislation and Documents

- *Australian Film, Television and Radio School Act 1973*
- *Public Governance, Performance and Accountability Act 2013*
- *Public Governance, Performance and Accountability Rule 2014*
- AFTRS Code of Conduct
- Council Schedule of Activities

11 Approval and Review Details

Approval and Review	Details
Approval Authority	Council
Responsible Officer	Head of Governance
Contact Officer	Policy & Governance Officer
Distribution	Intranet and AFTRS website Staff and Student facing
Next Review Date	1 July 2025 Note: The document will be reviewed every two years from the effective date or earlier depending on external factors such as legislative reform.

Approval and Amendment History	Details
Original Approval Authority, Date and Detail	Council, v3.0_28 July 2023 —Amendments include actioning opportunities from improvement observations by the ANAO in the <i>Effectiveness of Board Governance</i> audit in June 2022.
Amendment History, Date, and Details	v2.0_20 July 2021 — July 2021 review includes administrative amendment —update of role titles aligned to restructure and to align with new AFTRS Strategy; v1.3_06 May 2019 —Approval of first Council ToR
Notes	N/A
Minor Amendment Approval and History	N/A