



Australian Government



**AUSTRALIAN INSTITUTE
OF MARINE SCIENCE**

COUNCIL CHARTER

1. Purpose

This Charter sets out the high-level principles informing the responsibilities and operations of the AIMS Council.

2. About AIMS

The Australian Institute of Marine Science is a corporate Commonwealth entity established under the Australian Institute of Marine Science Act 1972 (AIMS Act). As Australia's tropical marine research agency, it is our mission to provide the research and knowledge of Australia's tropical marine estate required to support growth in its sustainable use, effective environmental management and protection of its unique ecosystems.

3. Legislative Background

AIMS was established by the Australian Institute of Marine Science Act 1972 and is a Corporate Commonwealth Entity under the *Public Governance, Performance and Accountability Act 2013* (PGPA Act).

The Institute's functions and powers are set out in the AIMS Act. AIMS has two main roles under its governing legislation:

- to carry out research and development in relation to
 - marine science and marine technology
 - the application and use of marine science and marine technology
- to encourage and facilitate the non-commercial and commercial application of the results arising from such activities.

The AIMS Council is the Accountable Authority for purposes of the AIMS Act and the PGPA Act.

4. Role of AIMS Council as the Accountable Authority

The Council's primary responsibility is to lead, govern and set the strategic direction for AIMS, including the setting of key objectives, and overseeing management in delivering the functions of the Institute. The Council advises the Minister and the Department of AIMS' progress against its strategy and corporate plan. The Minister is also provided with advice on developments of significance, as appropriate.

5. Role of the Chairman

The Chairman ensures that an effective Council is in place and functioning to meet the objectives of AIMS and the requirements of the PGPA Act and the AIMS Act.

The Chairman, with the help of Council and in collaboration with the Minister, must ensure that an appropriate CEO is in position, to appoint, lead and direct the management and scientific team at AIMS. In particular, the Chairman should:

- Provide leadership and vision
- Ensure a mix of appropriately skilled Council members (subject to the Minister's responsibility to appoint)
- Ensure high standards of corporate governance, including self-assessment and external assessment of performance, where appropriate
- Ensure the Council has the necessary information to undertake effective decision making
- Ensure well-conducted meetings, with relevant and timely agenda, open and active participation and debate from Council members and accurate recording of decisions
- Guide the ongoing effectiveness and development of the Council and individual Council members

- Ensure that the performance of the CEO is regularly (at minimum annually) assessed by Council and communicated to him or her and to the Minister, including keeping appropriate records of the performance assessment
- Keep the Minister informed on CEO remuneration and performance issues
- Serve as the point of direct formal contact between the Council and the CEO and act as an advisor and mentor
- Develop an ongoing relationship with the CEO
- Manage Council's relationship with the Institute, the Minister and key stakeholders
- Manage reviews of board performance.

6. Role of the CEO

The AIMS Act provides that “subject to the general direction of the Council, the CEO shall manage the affairs of AIMS.” The CEO leads the leadership team and is ultimately responsible and accountable to the Council for the day-to-day management of the operations of AIMS. Council delegates its authority in certain matters to the CEO through the Finance and Contract Delegations Manual. The specific responsibilities of the CEO are detailed in the Position Description.

7. Council Membership and Appointment

Under the AIMS Act, the AIMS Council consists of a Chairman, AIMS CEO, a member nominated by James Cook University, and four other members. The AIMS Act requires that at least three members of Council have scientific qualifications. All members of Council, with the exception of the CEO, are non-executive appointments made by the Governor-General on the nomination of the Minister. Appointments can be for up to five years and reappointment is permitted.

By agreement with the Minister, the CEO is appointed by Council for a period not exceeding five years and is eligible for reappointment.

8. Administration

The Council Secretariat provides governance and administrative support to Council and its sub-committees.

9. Remuneration

The Remuneration Tribunal determines Council member and CEO remuneration and allowances.

10. Conduct, Independence and Conflicts

Members will act ethically and in the best interests of the Institute.

The PGPA Act provides for the disclosure of material personal interests in a matter that is being considered by the Council, and prohibits participation, deliberation and decision-making by any member on such matters, unless so resolved by the Council or entitled by the Minister.

AIMS maintains a Declaration of Interests Protocol which provides the process through which disclosures of interests are managed.

Members will conduct themselves in a professional and respectful manner, and devote sufficient time to undertake the required duties (e.g. reading papers prior to meetings, attending meetings, participate fully in meetings, apply due diligence).

Members will maintain confidentiality of information at all times. Members should raise any matters of concern outside meetings through the Chairman or Chief Executive Officer, as appropriate.

The Chairman and CEO will maintain regular contact with Ministers and the Department in accordance with the duty imposed by the Statement of Expectations, to keep the Minister and the

Department informed, in a timely and accurate way, of significant issues relating to the health, work and deliverables of the Institute.

11. Induction

At their commencement, Council members are provided with a comprehensive induction, including copies of relevant legislation, policies and procedures. Council members are required to provide a declaration of adherence to AIMS' Code of Conduct and to complete training in safety and fraud control.

12. Performance Review and Professional Development

Council Members are encouraged to maintain membership with the Australian Institute of Company Directors (AICD).

Council will formally evaluate its performance on a periodic basis to enable members to reflect on accomplishments and assess whether the Council has effectively met its objectives, and to consider setting priorities and goals to enhance its effectiveness. This performance evaluation can also include an assessment of the management reports, conduct of management representatives and the secretariat.