

# Governance Manual

A Manual to Guide Council, its Boards,  
Committees and staff

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# Governance Manual (Revised September 2011)

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## 1. Introduction

This Governance Manual is designed to assist the Council, its Boards and Committees, and its peer advisors to understand the objectives of the Australia Council, and the nature of their duties and responsibilities. The Governance Manual serves two purposes:

- To induct members into the Australia Council, its objectives, its "workplace" and systems; and
- To provide important information to assist members to understand the Council governance framework and learn about the Australia Council for the Arts.

### 1.1 About the Australia Council

#### 1.1.1 Our Vision

The Australia Council is the Australian Government's arts funding and advisory body. The Australia Council's vision is to enrich our nation by supporting the practice and enjoyment of the arts. We support Australia's arts via funding, strengthening and developing the arts sector. Our mission is to:

- enable Australia's arts and its artists to pursue excellence
- preserve, maintain and develop the distinctive features of Australia's culture
- ensure all Australians have the opportunity to engage with the arts and enjoy a rich cultural life
- shape a future in which the arts play a meaningful and vital role in the everyday lives of Australians and their communities.

The Australia Council is committed to giving all Australians the opportunity to participate in and enjoy the arts. Across council, we support initiatives that are socially and culturally inclusive through a Cultural Engagement Framework (CEF) which recognises the unique qualities of:

- Indigenous Australians
- People with a disability
- Multicultural Australia
- Young people
- Regional and marginalised communities.

#### 1.1.2 Our Values

Our values are:

- Collaboration
- Respect
- Integrity
- Service
- Diversity
- Leadership

#### 1.1.3 Our Strategic Priorities

Guided by our peers, committees, boards, our research and the executive team, we develop an annual plan and Strategic Priorities that focus on gaps and issues common across the sector. Our current priorities are:

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1. Cultural Leadership
2. Realising the potential of broadband
3. Innovative practice
4. Diversified models for support

### 1.1.4 Strategic Partnerships and initiatives

We collaborate with federal, state and territory governments on strategic initiatives to address specific sector needs and opportunities. On behalf of the Australian Government, we currently manage the following initiatives.

- The Creative Communities initiative builds culturally and artistically vibrant communities through the arts.
- The Opportunities for Young and Emerging Artists program focuses on skills development, collaborations and mentorships to support artists in the early stages of their careers.
- ArtStart invests in recent arts graduates to help them establish an income-generating professional arts practice.
- The Artists in Residence initiative, in conjunction with state arts and education departments, employs professional artists in schools to introduce young people to a creative arts practice.
- The Visual Arts and Crafts Strategy is a tripartite response to Rupert Myer's recommendations from the *2002 Report of the Contemporary Visual Arts and Crafts Inquiry*.

### 1.1.5 Strategic Planning

Our strategic plan is reviewed annually and is based on the advice and planning processes of our artform boards or committees. These are made up of peers who are practising artists, people working in or associated with the arts or community interest representatives.

With input from their sectors and the assistance of our leadership team, the artform boards or committees develop 3 year plans to maintain sectors which are artistically vibrant, innovative, diverse and accessible. These sector plans guide council's strategies, initiatives and grants to artists and arts organisations, and influence our decisions about new policy proposals to government. They also help to shape our Strategic Priorities for the year.

In addition, our Research and Strategic Analysis section conducts an annual research program that informs our strategic planning and identifies further areas of policy development. Visit [www.australiacouncil.gov.au/research](http://www.australiacouncil.gov.au/research) for more.

## 1.2 Statutory Basis for the Australia Council

The Australia Council is a statutory authority established under the *Australia Council Act 1975*. It is governed by a board of directors ('the Council') whose members are appointed under that Act by the Minister for the Arts (see Attachment 1). The *Australia Council Act 1975* provides the statutory basis for the Australia Council's powers, structure and its functions. It provides the mechanism by which its governing body the Council is held accountable to the Australian Government. Under s 6B of the Act, the Minister may give directions to the governing body with respect to the performance of its functions or the exercise of its powers.

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The *Commonwealth Authorities and Companies Act 1997* (*the CAC Act*) sets out the financial reporting, accountability and other rules that the Australia Council must meet, including the setting of standards of conduct for its directors and those officers who take part in its management. In some cases, a failure to meet a statutory obligation may constitute an offence and carry criminal sanctions. The corporate governance arrangements of the Australia Council are primarily determined by the *Australia Council Act* and the *CAC Act*. Further information can be found at: <http://www.finance.gov.au/policy-legislation.html>.

### 1.3 What Does the Australia Council Do?

The Australia Council delivers cultural benefits to the community at large by direct and indirect support for artists and arts organisations. It also provides policy leadership, research and independent advocacy for the arts. Its functions are set out in the Act at s5 which provides that it:

1. Formulate and carry out policies designed to:
  - promote excellence in the arts
  - provide, and encourage the provision of, opportunities for people to practise the arts
  - promote the appreciation, understanding and enjoyment of the arts
  - promote the general application of the arts in the community
  - foster the expression of a national identity by means of the arts
  - uphold and promote the right of people to freedom in the practise of the arts
  - promote the knowledge and appreciation of Australian arts by persons in other countries
  - promote incentives for, and recognition of, achievement in the practise of the arts and
  - encourage support of the arts by States, local government bodies and other persons and organisations.
2. Furnish advice to the Commonwealth Government either on its own initiative or upon request made to it by the Minister on matters connected with the promotion of the arts, or otherwise relating to the performance of its functions, and
3. Do anything incidentally or directly conducive to the performance of any of the foregoing functions.

### 1.4 How the Australia Council delivers

The work of the Australia Council is guided by two principles enshrined in the Act:

- the **arm's-length principle**, which ensures that decisions about specific grants are made at a distance from political processes (s6B(4)); and
- the **peer-group assessment and decision-making principle**, whereby decisions on grants are made by artists, individuals closely associated with the arts (ss9(2) and 22 (3)) and community representatives who are peers of those being assessed. Grants are offered to artists and arts organisations whose proposals, in competition with those of other applicants, and within budget constraints, demonstrate the highest degree of artistic merit and innovation.

# Corporate Governance Framework

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## 2. Corporate Governance Framework

### 2.1 Governing body of the Australia Council

The governing body of the Australia Council is the Council. The Council is established under section 4 of the *Australia Council Act* and it is responsible for the overall corporate governance of the organisation. The Council determines priorities, policies and the budgetary framework within which the Australia Council and its boards, committees and advisory bodies operate, and also monitors its achievements.

#### 2.1.1 Terms of Appointment of Council members

Terms of appointment are generally for three years although the Act provides for terms of appointment of up to four years (s11 (1)), extendable up to six years (s11 (2)). (See Section 4 Appointments and Responsibilities)

#### 2.1.2 Roles of Council members

Council members are appointed with a view to achieving a balance of relevant expertise in arts, business, management, public policy, corporate governance and administration, appropriate for regional, gender, multicultural and Indigenous community participation in the arts.

Each Council member has a responsibility to represent the Council's overall interests, not a sectional interest or a specific board point of view. In line with good governance practice, the expectation exists that each member of Council will add value to the Council's deliberations and promotes the Australia Council by attendances at functions, etc. In turn, the Council will seek to utilise each individual member's skills.

#### 2.1.3 Role of the Council Chair

The chair is a non-executive, whose primary role is to:

- conduct the meetings of the Council effectively
- oversee the operations of the Council to ensure that its role is facilitated and implemented
- assist in the liaison between the Australia Council and government
- supervise and provide advice and assistance to the CEO (
- assist in the public articulation of the Council's views on policy
- act as a final port of call when Council, board or committee members or executive and other staff have concerns with the CEO or the organisation generally.

In short, the role of the chair is akin to that of a chair of a public company. It is not the job of the chair to be involved in day-to-day decision making or to usurp the role of the CEO unless circumstances arise which make that necessary for the good governance of the organisation.

#### 2.1.4 Role of the Chief Executive Officer

The CEO is responsible for:

- proposing policy, strategy and operational initiatives to the Council
- implementing Council decisions
- running the day-to-day business of the Council
- being involved in the relationship with government

## Corporate Governance Framework

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- articulating publicly the views of Council, where appropriate
- promoting the Council
- overseeing the operation of the executive team and reviewing the achievements/performance of staff and
- initiating reviews and considerations on policy, whether referred to the CEO by the Council, chair, boards, committees or staff.

In short, the CEO is responsible for the day-to-day operations of the Australia Council, management of its staff, and entrusted with the leadership role required by and within the Council. The CEO should operate as a chief executive of a public company operates.

### 2.2 What the Council does

The Council adopts policies to inform and guide its actions and support for the Australian arts. Policies are formal articulations of perspectives and the resolutions of the Council to act in certain ways on a particular subject or issue.

#### 2.2.1 Role of the Council in relation to policy

The Council's role is to:

- identify and set goals and advise government on arts policy or other policies affecting the arts
- identify and set goals, directions and strategies as part of the Corporate Plan
- develop, approve and monitor all policies and programs across the Council
- consider the views of boards and other relevant stakeholders on across-Council policies and programs and
- evaluate and review policies and programs and report back to the Minister for the Arts.

#### 2.2.2 Role of the Council in relation to budgets

The Council's role in relation to budgets is to:

- determine budget allocations to boards, committees, initiatives and other programs of support
- monitor overall expenditure and report to the Minister and to the government.

#### 2.2.3 Role of the Council in relation to Councillors, board members and committees

The Council's role in relation to members of the Council, its boards and committees is to:

- determine who should be nominated to the Minister for appointment to the Council
- in conjunction with its boards, determine who should be nominated to the Minister for appointment to its boards
- appoint members to its committees.

#### 2.2.4 Role of the Council generally

Its goal is to add value by working constructively with management on tasks, contributing to organisational development, succession planning and resource allocation, including budget issues.

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The Council determines and monitors policy priorities within which it and its boards, committees and advisory assessment panels operate.

The Australian Government allocates an ongoing appropriation to the Australia Council for the support of arts activities and related administrative costs. In turn, the Council allocates funds annually among its divisions and boards.

The requirements of Parliament, the Minister, the Department, the Council, its boards, committees and advisory assessment panels, CEO and staff create an elaborate set of relationships within the Australia Council organisation. The respective powers, roles and responsibilities of each party result in management complexity when considering stewardship and accountability.

The nature of the Australia Council's national and multi art-form statutory functions and broad objectives distinguish it from many arts organisations with a specific art-form, or state or local focus. Members should recognise clearly the wider public interest issues associated with the Australia Council's role of service to the arts.

### **2.3. The Council's powers of delegation**

Under s7 of the Act, the Council may delegate any of its functions and any of its powers (other than the power of delegation or the power to appoint Committees) to the:

- chair of Council
- deputy chair of Council
- CEO
- boards—Aboriginal and Torres Strait Islander Arts, Dance, Literature, Major Performing Arts, Music, Theatre, Visual Arts
- committees or advisory bodies
- an officer or employee of the Council.

#### **2.3.1 Powers of the Council**

Specific powers granted to the Council under the Australia Council Act include the power to:

- enter into contracts
- erect buildings
- occupy, use and control any land or building owned or held under lease by Australia and made available for the purposes of the Council
- acquire, hold and dispose of real or personal property
- accept gifts, devises and bequests made to the Council, whether on trust or otherwise, and to act as trustee of moneys or other property vested in the Council upon trust
- make grants or loans of money, and to provide scholarships or other benefits, on such conditions as it thinks fit
- co-operate with the States and local governing bodies and with other persons and organisations concerned with the arts and
- do anything incidental to any of its powers.

## Corporate Governance Framework

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### 2.3.2. Assessment of the Council's role and performance

The chair will regularly commission assessments of whether the role of the Australia Council is clearly defined, whether the Council itself — and individual Council members—are adding value to the goals and strategic objectives of the Australia Council's Corporate Plan.

### 2.4. Duties of Council members

Both the *Australia Council Act* and more particularly the *CAC Act*, impose duties and obligations on Council members that are reflective of those found in the *Corporations Act*. Moreover, a breach of provisions in the *CAC Act* can give rise to a civil or criminal liability. Generally, Council members are expected to:-

- discharge their duties with care and diligence
- act in good faith and in the best interests of the Council
- not use their position for an improper purpose such as to benefit themselves or any other person, or to cause detriment to the Australia Council
- not use any information obtained by virtue of their position to benefit to themselves or any other person
- declare and disclose in the minutes at meetings, any material personal interest where a conflict arises with the interests of the Australia Council.

A Council member who:

- has a material interest in a matter related to the affairs of the Council must give to the other directors notice of the interest unless certain exceptions apply (s. 27F) and
- who has a material personal interest in a matter being considered at a governing body meeting must not (s. 27J):
  - be present while the matter is being considered at the meeting; or
  - vote on the matter, subject to certain exceptions e.g. where there is a declaration or a class order in place under s. 27K.

#### 2.4.1 Reporting to the Minister under the CAC Act

Council members also have significant reporting and notification requirements under the provisions of both the *Australia Council Act* and the *CAC Act*. These reporting obligations include the preparation of an Annual Report for presentation to the relevant Minister and Certification by the Council members of a Report of Operations, Financial Statements and any other interim reports that may be required by the Minister or under Finance Minister's Orders. The *CAC Act* also imposes other obligations on directors that include preparing budget estimates for each financial year and establishing and maintaining an audit committee.

#### 2.4.2 Senior management are also accountable under the CAC Act

The amendments to the *CAC Act* in 2008 broadened the definition of "senior manager" to include a 'person who is concerned in, or takes part in, the management of the authority'. This change has captured those persons not only directly involved in the management and decision-making process of the council, but also persons who have the 'capacity to affect significantly the authority's financial standing'. This includes both the Chief Financial Officer and the Chief Executive Officer.

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### 2.4.3 Reliance on others by the directors

A director of the Australia Council is entitled to rely on information or advice provided by others in discharging their duties or obligations. One of the conditions that must be fulfilled is that the director must first make 'proper inquiry' about the information or advice 'if the circumstances indicated the need for inquiry'. The director cannot necessarily accept the information or advice on face value.

The director should only place reliance after making an independent assessment of the information or advice, having regard to the director's knowledge of the authority and the complexity of the structure and operations of the authority. Thus, for example, if the director has only a modest understanding of relevant aspects of the authority, substantial independent assessment of the information or advice should be sought by that director.

### 2.4.4 Duty of care and due diligence

Council members may be in the position of providing advice while acting in an official capacity. This will normally concern Council policy or associated board or committee strategies. However, members should be aware that there is a 'duty of care' which applies to communications—both oral and written—with applicants and members of the public.

As public office holders, members have a 'duty of care' not to be negligent in relation to any advice or information which may be acted upon by the person they have advised. The Council may be financially liable for losses sustained by applicants who act on advice if it is incorrect. Members should therefore refer detailed or applicant-specific matters to relevant Council staff to provide advice.

A director's duty to exercise care and diligence is central to effective corporate governance. Section 22(1) of the *CAC Act* provides that an officer '*must exercise the degree of care and diligence (in the discharge of his or her duties) that a reasonable person in a like position in a Commonwealth authority would exercise in the authority's circumstances*'. This provision is based on s232 (4) of the Corporations Law.

Members must perform their duties and functions with the requisite degree of skill. That is, it requires an assessment of whether the member exercised 'the degree of care and diligence that a reasonable person in a like position in a corporation would exercise in the corporation's circumstances'. The duty of a member to exercise due care and diligence is defined by the nature and extent of foreseeable risk of harm to the company that would otherwise arise.

Therefore Council and board members are expected to:

- keep abreast of all policy and arts issues relevant to their office
- read all agenda papers and actively participate in meetings
- represent in public forums the policies of the Australia Council and its boards
- assist in maintaining proper relationships with other funding bodies and individuals and organisations in the arts community
- contribute towards the good governance of the Australia Council.

### 2.4.5 Indemnification of public office holders

Complex provisions are included in the *CAC Act* relating to indemnifying persons holding the position of Council or board member for any legal liability arising out of their official actions. Provided that members have acted fairly and in good faith in dealing with a matter, it is only reasonable that members should not have to bear legal and other costs arising from such an action, whether it is successful or not. However, this right of indemnity has some limits. It does not apply to:

## Corporate Governance Framework

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- a liability owed to the Council, e.g. an obligation to refund an overpaid travel allowance
- liability for what are termed 'civil penalties' for breaches of the *CAC Act*. These include misuse of a person's position as a member or misuse of information obtained as a result of membership to obtain a personal advantage
- wilful breach of duty, misuse of position or misuse of information.

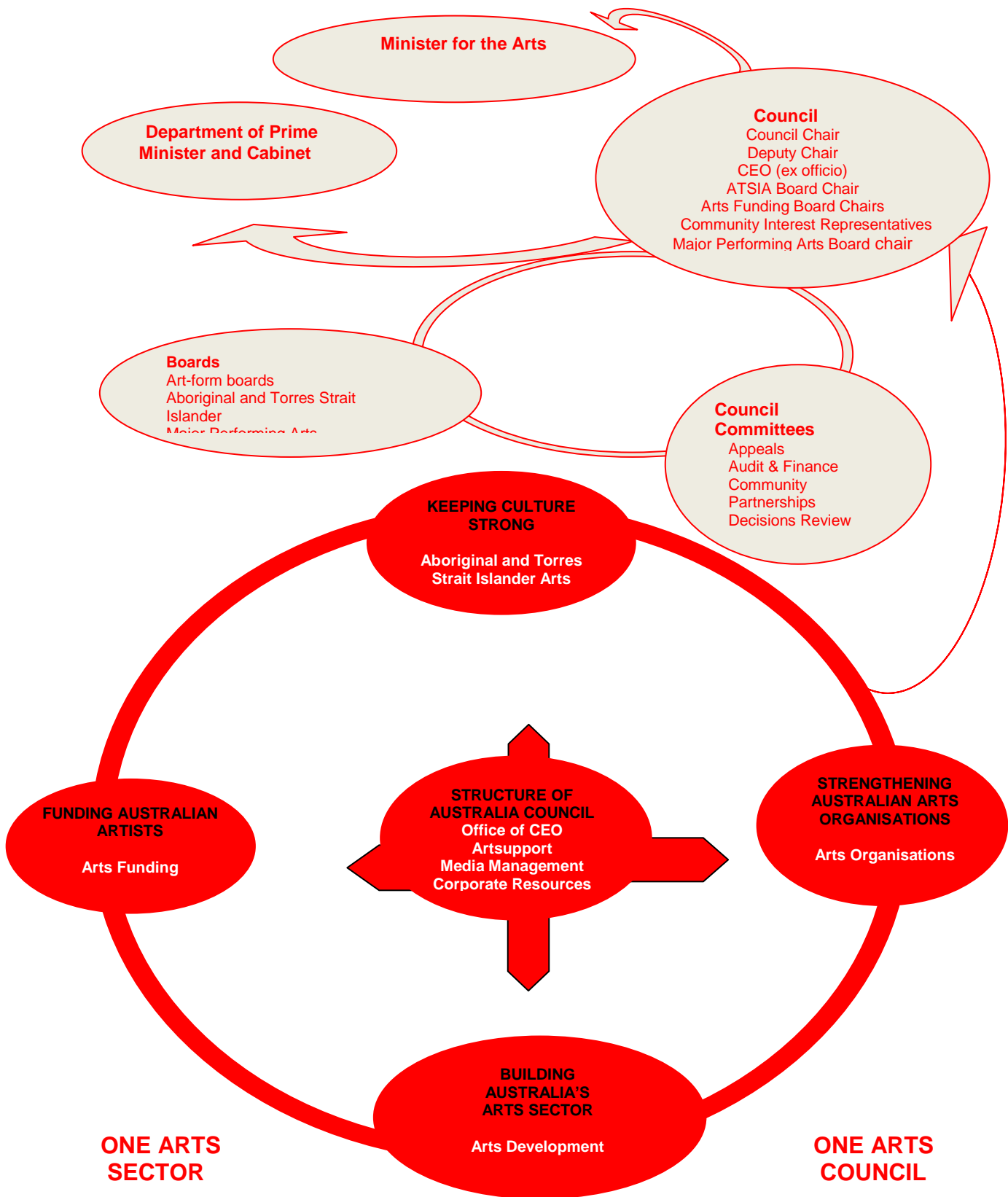
### 2.4.6 *Limits on payment of legal costs*

There are limits imposed on legal costs. A member is not entitled to his or her costs of defending:

- a proceeding of the kind mentioned above for which no indemnity may be provided
- criminal proceedings where the member is found guilty
- proceedings brought by the Finance Minister where an order is made against the person, e.g. an action arising out of a failure to comply with requirements under the *CAC Act*.

In addition, the Council is not permitted to exempt a member from any liability incurred to the Council, e.g. where a member's conduct makes the Council vicariously liable in damages. The Council cannot undertake to waive recovering those damages from the member.

Australia Council Organisational Structure



## Australia Council Organisational Structure

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### 3.1 Australia Council organisational structure

The CEO is responsible to the Council for the conduct of the Australia Council and, in conjunction with the Council Chair, liaises with the Minister concerning government arts policies and the Council's budget, statutory powers and functions. The CEO also liaises with the Office for the Arts in the Department of Prime Minister and Cabinet concerning Government arts policies.

**The Office of the Chief Executive Officer** includes Artsupport Australia, an Australia Council initiative to grow cultural philanthropy, the secretariat, legal and compliance, public affairs, marketing and communication.

**Artsupport Australia** manages a range of initiatives designed to facilitate philanthropy to the arts in Australia. The Australia Council's Donations Fund (managed by the governing Council) allows the Australia Council to receive tax deductible donations for the fulfilment of the Council's mission—to enrich our nation by supporting and promoting the practice and enjoyment of the arts.

**Media Management** is responsible for positioning and profiling the Council and manages a broad range of publishing and public relations activities, including liaison with government, arts organisations and the public. It promotes funding programs, policies and initiatives via public relations, media campaigns, events, and Internet and print publishing. It also supports the Council with strategic communication advice.

**Legal and Compliance** is primarily responsible for assisting the Australia Council meet its legal obligations, advising on governance matters and acting as secretariat to the Council.

**Strategy Planning and Government Relations** is responsible for working with the Executive Team in developing its strategies and priorities, and managing the council's relationship with government.

**Aboriginal and Torres Strait Islander Arts (ATSIA)** supports the Aboriginal and Torres Strait Islander Arts Board, which is the leading authority for Indigenous arts. The division manages the established grant assessment process, together with devising strategies and policies to assist Indigenous art-form development.

**Arts Funding** includes the areas of Dance, Literature, Music, Theatre, Visual Arts (all of which support art-form boards appointed by the Minister for the Arts), Community Partnerships (which supports a decision making Committee appointed by the Council) and the inter-arts office (which convenes ad hoc peer groups). The five art-form boards assess funding requests from artists and organisations and are responsible for the Australia Council's strategic overview of their art-form areas. Using a broadly consistent suite of categories as the framework for grant support, they target their programs to address industry needs and gaps, generate strategic projects, implement government initiatives and advise other areas of Council on national and international activities.

The Community Partnerships Committee supports work in the areas of community arts and cultural development. Community Partnerships administers a unique set of grant programs and initiates projects undertaken through alliances with a range of partners, including the art-form boards, arts industry associations, key arts organisations, state and territory arts support agencies, other Australian Government departments or agencies, community organisations and the business sector. It also manages the Cultural Engagement Framework, which monitors and guides the implementation of the Australia Council's cultural strategies.

The inter-arts office supports interdisciplinary arts practice that does not fall within the existing funding guidelines of the art-form boards or Community Partnerships. This includes creative processes such as hybrid arts, and cross disciplinary projects involving artists and practitioners from other fields (eg medical science or digital communications). The section regularly pursues partnerships with each of the other areas in Arts Funding. With only a few, targeted grant programs, the IAO convenes advisory assessment panels to make recommendations on grant proposals and initiatives: formal decision making responsibilities rest with the executive director of Arts Funding.

## Australia Council Organisational Structure

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**Arts Development** includes the areas of Market and Audience Development, marketing and communications, Research and Analysis, and Business Capacity Building. The division facilitates the development of arts marketing skills and international and national markets, marketing and promotion, the commissioning of and access to robust research, data, analysis and information that will inform the strategic planning evaluation and advocacy work of the Council and the wider arts community; and expert analysis, advice and project management services on business capacity building strategies for arts organisations. The division's activities are strategic and developmental.

**Corporate Resources** provides services and expertise for the Australia Council's human resources, financial services, operations, information technology and records functions. The Operations area manages the grant assessment process advertised in the Australia Council's annual *Arts Funding Guide* together with devising strategies and policies to assist art-form development. It provides support across the Australia Council by facilitating uniform application processing and overseeing the grants management system.

**The Arts Organisations** division of the Australia Council encompasses approximately 173 dance, theatre, music, visual arts, literature and community key producers, major performing arts and service organisations funded through the Council on a triennial basis. Of these, approximately 145 companies and organisations comprise the Key Organisations section of the Council, with the remaining companies being overseen by the major performing arts board (MPAB). Common services such as business planning assistance and capability development are provided across all of these companies by the Organisations Division.

The MPAB has responsibility for oversight of the operations of 28 major performing arts companies throughout Australia, as joint and equal partners with state government funding agencies, as agreed by the Cultural Ministers Council (CMC). Under the CMC agreement the MPAB's grants process and formally delegated powers are different to those of the Arts Funding boards, in that the MPAB companies do not make formal applications for funding. They are funded by the Australian and relevant state governments at CMC-agreed levels on a rolling triennial basis, conditional upon their ongoing ability to meet MPAB delegation and categorisation criteria.

## Boards of the Australia Council

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### **4. The Boards (See also Part 6 Appointments and Responsibilities)**

#### **4.1 Establishment of boards**

The boards are the principal administrators of the Council's arts funding role and are the Council's main source of advice on the development of arts policy and grant programs. The boards are established by the Minister for the Arts under s20 of the *Australia Council Act* and function within the framework of the Australia Council's Corporate Plan and related policies and budget allocations. The current boards of the Council are:

- Aboriginal and Torres Strait Islander Arts
- Dance
- Literature
- Music
- Theatre
- Visual Arts
- Major Performing Arts

#### **4.2 Membership of boards**

The *Australia Council Act* provides in s22 of the Act, that boards must consist of a chair and not fewer than four, nor more than eight, other members. Board chairs are members of Council, s9 (2)(b).

#### **4.3 Term of Appointment**

Board members can be appointed initially for terms of up to four years (s23 (1)). A board member's term can be extended to a maximum total of six years s23 (2). The majority of board members are practising artists or people otherwise associated with the arts (s22 (3)). At least one member of each board must be a community interest representative (s22 (3A)). This is a person who, in the Minister's opinion, understands the interests of the general community in relation to the arts and is not a professional artist (s3).

#### **4.4 Role of the board chairs (See Part 9 also, Meeting Procedures)**

The role of board chairs is to:

- oversee the efficient determination of grants
- chair the board in an efficient and responsible manner
- facilitate the formulation of policy in relation to their board and the implementation of matters agreed by their board and approved, where relevant, by the Council.
- facilitate the implementation of Council policies and referring issues arising to the Council where necessary
- promote their board, both within the Council and outside
- represent the Council where appropriate at events relevant to the scope of their board.

## Boards of the Australia Council

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### 4.5 Role of the boards

The boards, except for the major performing arts board, meet up to four times per year. These are identified as grant assessment or policy meetings. Attachment 4 gives details on the assessment of grant applications.

### 4.6 Role of the boards in grants assessment

The boards are required to:

- assess applications and make grants under funding categories against published assessment criteria, assisted by peers with relevant expertise selected from the Register of Peers within their delegated powers, conditions and guidelines
- devise and implement funding strategies, which supplement the grant category framework to achieve specific outcomes.

*Note. The Major Performing Arts Board (MPAB) does not manage a grant round process similar to the established grant framework managed by the other boards. Much of the MPAB's up to five meetings each year are concerned with overseeing client performance and management outcomes as a consequence of the funding model secured under the MOU with the Australian Government.*

### 4.7 Role of the boards in the Council's policies

The role of the boards, in relation to policy, is to:

- implement Council-wide policies through a broad range of activities and mechanisms including eligibility and assessment criteria
- provide advice to the Council on the development of its policies
- provide advice on general eligibility and selection criteria for grant categories
- develop art-form-specific eligibility and selection criteria for endorsement by the Council
- develop and monitor art-form specific policies and report on these to the Council
- develop and monitor art-form specific strategies to implement the Council's policies and report on these to Council
- select peers (from the Register of Peers) to assist in these processes who have the relevant expertise and experience to make a fair and informed assessment of policies and grant applications; and
- operate within the parameters of the Australia Council's governance and budgetary framework and its approved policies.

### 4.8 Role of the boards in relation to the budget

The boards' role in relation to the budget is to:

- work within the framework of the Council approved budget and develop budget strategies for endorsement by the Council
- monitor grant program and strategic allocations and report back to the Council.

### 4.9 Role of the boards in board nominations

The board's role in relation to board membership is to provide a list of nominations for membership of the respective board for endorsement by Council and approval by the Minister.

## Boards of the Australia Council

Under s22(5), the Council is required to advertise publicly for persons who wish to be appointed to art-form boards and keep a list of those names from which potential candidates can be drawn. The Register of Peers allows any artist or industry worker to register if they believe that, through their expertise, they can assist the boards and committees in making decisions on grants and initiatives. In the process of registering as a peer there is an option to self-nominate to be considered as a board member. Online registrations are at [www.australiacouncil.gov.au/about\\_us/artform\\_boards/the\\_register\\_of\\_peers](http://www.australiacouncil.gov.au/about_us/artform_boards/the_register_of_peers). Registrations are generally kept active for three years. The Minister must give consideration to any recommendation made from that list by the board (ss22(5) and (6)).

### 4.10 Delegated powers of the boards

Under s7 of the Act, the Council can delegate any of its functions or powers (except the power of delegation itself) to the boards (copies of art-form board delegations are available from the Secretariat). When grant decisions are made by boards, it is with the assistance of expert advice from 'participating peers' drawn from the Register of Peers (see section 3.6, Register of Peers and following). Grant programs (with specified application closing dates) are advertised in the media and detailed in the Australia Council's annual *Arts Funding Guide*.

The Council has delegated to the boards the following powers:

1. To make grants and loans of money and to provide scholarships or other benefits on such conditions as it sees fit.
2. To manage buildings or facilities or assets.
3. To administer such gifts, devises or bequests as specified by the Council.
4. To cooperate with the states and local governing bodies and other persons and organisations concerned with the arts.
5. To do anything incidental to 1, 2, 3 and 4 above.

*On conditions that:*

1. The powers shall be exercised by each board for the purposes of the programs allocated to the board by the Council.
2. Board expenditures and forward commitments shall not exceed the limit of funds allocated or approved by the Council for that board.
3. The board shall at all times comply with specific directions of the Council to the board.
4. In exercising the powers delegated, the board shall, subject to the Council's guidelines on the exercise of discretions, comply with all relevant Council plans, policies, protocols and procedures.

### 4.11 Guidelines for boards

1. Boards shall provide reports and information as the Council directs from time to time under section 21(1) of the Act.
2. The board shall seek prior approval from the Council for implementation of any matters that would result in major changes to Council plans, policies, protocols or procedures.
3. Powers shall not be exercised in a manner which could reasonably be deemed to have the effect of bringing the Council into disrepute.
4. Policy issues affecting more than one board shall be the subject of consultation with the relevant area(s) of Council. In the event of disagreement, any board or administrative unit may refer the matter to the Council for consideration and direction.

## Boards of the Australia Council

### 4.12 Differences between a board deputy chair and acting chair

The *Australia Council Act* provides for boards to have deputy chairs (appointed by the board's chair with the *approval of the Minister*) and acting chairs (*appointed by the Minister*). Board members may elect one of their members at a meeting to act as chair *in the absence of the Minister-appointed chair*. Details about the powers and limitations of each position follow.

#### *Board Deputy Chair*

Section 16 of the *Australia Council Act* allows the chair of a board, with the approval of the Minister, to appoint a member of the board as their deputy to attend Council meetings when the chair is unable to do so. The effect of this is that when attending Council meetings as chair, the deputy has the full powers of a member of Council for that meeting.

The Act defines the role of a deputy chair purely in relation to the Council—no mention is made of the role in relation to the board. It is therefore up to the discretion of each board chair as to whether the deputy has a role within the board. A board chair might consider a formally approved deputy chair as the first choice for assuming other board related chair responsibilities in the chair's absence.

#### *Ministerial appointed Acting Board Chair*

The role of a formally appointed acting chair is quite different from that of the deputy chair. Section 28 of the *Australia Council Act* allows the Minister to appoint a person to act as chair of a board when:

- there is a vacancy in the position of chair (either because a chair has not been appointed or there are delays in the chair taking up the position)
- the chair is absent from duty or overseas and unable to perform the functions of the chair.

S28(5) provides that an acting chair may exercise all the powers and functions of the chair, is deemed to be a member of the board (i.e. the Minister could appoint an acting chair from outside the board) and is a member of the Council. Where a chair falls vacant while an acting chair is appointed, an acting chair's appointment may extend longer than the usual term of 12 months.

### 4.13 Presiding at meetings in the absence of the board chair

The *Australia Council Act* covers a third scenario, where a board chair may be absent from a board meeting. Under s29(5), the chair is required to preside at all board meetings at which they are present. This would include an acting chair, if one has been appointed, but does not relate to the position of deputy chair—s16 confines that role to deputising for the chair at the Council only.

If the chair is not present, then the board members are to elect one of their number to preside at the meeting (s29(6)). The member presiding at the meeting has a deliberative vote, and in the event of an equality of votes, holds the casting vote (s29(8)). If a deputy chair has been appointed, and is present at the meeting, the deputy chair would usually be elected to fill the casual vacancy.

### 4.14 Aboriginal and Torres Strait Islander Arts Board

The Aboriginal and Torres Strait Islander Arts (ATSIA) Board is the leading authority for Indigenous arts. The Council actively promotes the unique Aboriginal and Torres Strait Islander cultures as integral to Australia's national identity. ATSIA's larger policy role with regard to Indigenous arts is preserved.

### 4.15 Major Performing Arts Board

The Minister and the Cultural Ministers Council (CMC) have charged the Australia Council with implementing the recommendations of the 1999 Major Performing Arts Inquiry. This implementation is

## Boards of the Australia Council

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led by the major performing arts board acting as equal partner with the relevant state funding agencies.

Implementation is governed by a MOU between the Council and the Australia Government (represented by the Office for the Arts). Under the MOU the Council provides funding support for major performing arts companies comprising ongoing base grant funding and funding for specific additional initiatives.

As agreed by the CMC, the funding for each company is based on a model that reflects the cost of the art-form, the strategic role of the company and geographic access considerations. The CMC requires that the MPAB maintains the funding model as the ongoing basis for each company's base funding. As the funding model has effect independent of the Council's general powers, the Council is unable to give a direction to the MPAB that is contrary to the funding model. For further details, refer to the major performing arts board delegation.

There is currently a sector review of the major performing arts companies and the CMC will be evaluating the review and determining the most appropriate funding model for the future.

## Australia Council Committees and the Register of peers

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### 5. Council committees

Council committees are established under Section 17A(1) of the *Australia Council Act*. Committees may be delegated with decision-making powers like boards or have an advisory role only.

The duties or powers of a committee are defined by the Council in authorisations, charters or delegations that it approves when establishing each committee and subsequent reviews. They include a description of its role and responsibilities, duration and a review of the committee.

Committees report to the Council on the tasks authorised, or powers and functions delegated, to them. Committees that have only advisory roles must refer their recommendations to the Council for approval before they take effect.

The Audit and Finance Committee is an advisory body and the following committees are delegated to act on Council's behalf:

- Appeals Committee
- Community Partnerships Committee
- Decisions Review Committee

### 5.1 Council advisory committees

#### 5.1.1 Audit and Finance Committee

In November 2006, Council agreed to merge the Audit and Finance Committees into one committee, resulting in the establishment of the Audit and Finance Committee. The Audit and Finance Committee's objective is to oversee and review the Australia Council's corporate governance obligations in relation to external accountability, financial reporting, internal controls, budget analysis, risk management, internal and external audit activities, and legal and financial compliance. In addition the Committee monitors the Australia Council's compliance with the terms and conditions of the Triennial Funding Agreement with the Australian Government, the Australia Council's overall financial position, budget preparation and any other significant financial issues as they arise.

The committee is authorised to request information it requires from employees of the Australia Council, including internal auditors, to discuss matters with external auditors and to seek independent professional advice, as it considers necessary. Minutes are included in Council papers and the chair of the committee reports on relevant matters at Council meetings. The committee has an advisory role and is not delegated to act on the Council's behalf.

The committee is chaired by a member of the Council and includes the chair of the Council, the deputy chair, one other Council member and the CEO.

#### 5.1.2 Nominations and Governance Committee

The Nominations and Governance Committee was established by the Council in 2002 and was rescinded by Council in late 2009. Nominations for board membership are prepared by the respective board and forwarded to Council for its endorsement.

#### 5.1.3 Policy advisory committees

From time to time the Council establishes advisory bodies to assist in its policy-making functions. It relies on the expert advice of peers in specialist committees established to examine particular issues. Advisory committees are established under Section 17A of the Act.

### 5.2 Council committees with delegated powers

#### 5.2.1 Appeals Committee

In October 2003 the Council approved a Rescission of Decisions Delegation that delegates powers to the Council chair and CEO, in consultation with the chair of a board or committee or senior

## Australia Council Committees and the Register of peers

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officer concerned, to rescind a decision to approve a grant if the project outcomes might not comply with all applicable laws, or could reasonably be deemed to be likely to bring the Council into disrepute. The Council has also delegated powers to an Appeals Committee to consider and determine appeals from a board, committee or senior officer concerned in a decision to rescind a grant approval.

The Appeals Committee Delegation outlines the membership of the committee and the appeal process.

### 5.2.2 Community Partnerships Committee

The Council established this committee in 2005 to provide strategic, advisory and policy leadership to the Community Partnerships section and to assess funding proposals. The chair of the committee is appointed by the Council from one of the Council's community interest representatives. Other members are appointed by the Council based on their understanding of the Council's mission and their knowledge in the areas of community partnerships and initiatives and community cultural development. Members of the committee practice or have practiced the arts, or are otherwise associated with the arts. The committee is an ongoing, permanent Council committee. The committee is delegated to act on Council's behalf to make grant funding decisions.

### 5.2.3 Decisions Review Committee

This committee's role is to consider and determine requests for review of decisions from grant applicants who have reason to believe that correct decision-making procedures and procedural fairness have not been followed in relation to their application. The Decisions Review Committee does not assess the artistic merit of any application; its purpose is to ensure that boards, committees and officers have followed correct decision-making procedures.

The committee comprises at least three Council members, none of whom can be board chairs, and the CEO. The Decisions Review Committee was established on 30 December 1992. The committee meets when an eligible request to review a grant decision is made to it, and reports to the Council on its determinations.

Further details on the review of grant decisions can be found in section 6.5, Reviews of the decision-making process.

### 5.2.4 Reserves Fund Committee

At its June 2005 meeting, Council approved the establishment of a Reserves Fund and Committee to consider and determine requests by boards or divisions on behalf of their triennially funded organizations for interest free loans from the Fund. Council rescinded this Committee in 2009.

### 5.2.5 Section 17A (2) Committees

The Council may appoint committees to assist a board in the performance of that board's functions or in the exercise of its powers under Section 17A (2) of the Act. There are currently so such committees.

## 5.3 Register of Peers

The Register of Peers database contains the names of all people who submit a completed nomination form and fit within the Council's definition of a peer. This means *'anyone who, by virtue of their knowledge or experience, is equipped to make a fair and informed assessment of artistic work and grant applications'*. The role of the Register is to:

- open the assessment process to a wide field of peers
- provide the opportunity for peers to contribute to the development of art-form policy
- ensure a more flexible system of assessment by peers

## Australia Council Committees and the Register of peers

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- facilitate the choice of assessors who are experts in their art-form for the assessment of specific applications.

Peers can offer advice during a meeting but they cannot be involved in decision making or deciding which applications receive funding. The role of peers is to provide expert advice only. They do not score grant applications at board meetings.

Peers from the Register may be nominated by the Council to be members of Council committees. Where peers from the Register are members of a Council assessment committee they are able to participate in the funding decisions made by the committee. Peers from the Register may also be nominated by Council staff to be members of advisory assessment panels that provide advice to senior officers. In that case the peers do not make funding decisions; they are made by the senior officers the Council has delegated with power to make them.

### 5.3.1 Types of work peers may undertake

Peers from the Register may be called on to provide advice to boards on the assessment of grant applications and the development of art-form policy. Boards retain responsibility for decision-making but invite peers to augment the expertise of its members.

At least one peer from the Register must be used at each board grant assessment meeting. Peers may also be used as external assessors. External assessors are used for those applications where board members do not have the skill, knowledge or opportunity to provide assessments or where assessment of an application may lead to a conflict of interest for particular board members.

### 5.3.2 How the register works

When the boards require expertise that is not available on the Register, the knowledge of staff, board members and industry bodies may be drawn on to identify people with this expertise. Peers recruited in this manner will be expected to join the Register.

Peers, who have acted as participating advisers, or performance or application assessors, may remain indefinitely on the Register. After three years these peers will be sent a letter asking them whether they wish to remain on the Register and, if so, to provide updated details. Names of peers who are not selected for use will be removed from the database after six years.

Peers may serve as participating advisers in grant assessment meetings conducted by boards or committees once per year. Boards and committees may also use peers 'in the field'; that is, other than in grant assessment meetings. There is no limit to the number of times a peer may be used 'in the field'.

### 5.3.3 Peers contract for services

Peers selected to act as participating peer advisers at board meetings, committee or advisory assessment panel members, or external assessors enter into a contract for services with the Australia Council. This contract outlines the nature of the services to be performed by the peer, when and where these services are to be undertaken, the fee for the services, and other terms of their engagement by Council, including abiding by Council's conflict of interest policies and Code of Conduct.

Further information about the Register of Peers is contained in the *Register of Peers Handbook* available from the Operations section of the Corporate Resources division, or from the Governance pages on the Council Intranet.

## Appointments and responsibilities

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### 6. Appointments and responsibilities

#### 6.1 Basis of appointment

Council and board members are appointed to 'public office'. This means a person who is appointed to perform a public duty by a Minister and who receives remuneration for so doing.

##### 6.1.1 Council members

Council members are appointed by the Minister under s9 of the *Australia Council Act*. Board chairs are also Council members.

##### 6.1.2 Board members

Board members are appointed by the Minister under s22 based on advice from a range of sources including:

- recommendations made by the Council, s22(6)(a). The Council refers on to the Minister those recommendations from the board(s) (see following) and can make additional recommendations to those made by the board(s)
- the list of names maintained by the board(s) in response to advertisements for persons who wish to be appointed as members s22(6)(b)
- recommendations made by the board(s) from the list of names maintained by the board(s) s22(6)(c)
- other arts organisations
- members of the general public
- other sources of advice.

S22(6)(c) of the *Australia Council Act* provides that the respective boards make nominations for vacant positions for endorsement by the Council and for consideration by the Minister. The Secretariat forward Council endorsed nominations to the Minister who may, in addition, consider nominations from other sources.

When making nominations, members should consider any possible conflicts of interest which might arise in nominated persons. For example, office holders or executives of organisations that are major funding recipients of the board preparing the nomination should not be nominated.

##### 6.1.3 Committee members

Committee members are appointed by the Council under s17 (A) of the *Australia Council Act*. Members of the Council, its boards, committees and advisory assessment panels are selected according to:

- the specialist art-form knowledge required (knowledge of, and standing within, areas of relevance to the functioning of a particular Council body)
- whether they are persons who practise, or have practised the arts or are otherwise associated with the arts as the Minister thinks fit (ss9(2) and 22(3))
- community-interest representation, i.e. persons who understand the interests of the general community in relation to the arts while not being professional artists (ss9(3B) and 22(3A))
- the need for Indigenous representation on the boards. In line with the Council's National Aboriginal and Torres Strait Islander Arts Policy, recommendations to the Minister should incorporate this principle

## Appointments and responsibilities

- the need for young people to be represented. In line with the Council's Young People and the Arts Policy, where practicable, all boards/committees should have at least one member aged under 27 years of age
- the nominees' expertise and understanding of the arts and public administration
- the demographic and geographic characteristics of the peer bodies including: gender, cultural diversity, age, metropolitan, regional and remote communities, and art-form and public credibility.

### Note

*Council, board and committee members, participating peers and advisory assessment panel members, along with all those persons who are on the Register of Peers, are known collectively as 'peers'. The Australia Council has determined that a peer is 'anyone who, by virtue of their knowledge or experience, is equipped to make a fair and informed assessment of artistic work and informed assessments of artistic work and grant applications'. Although the legal basis of the duties and responsibilities of peers differs depending on whether the peer is a Council member, board, committee or advisory assessment panel member, or external peer assessor, the standards outlined in this manual and in the separate Register of Peers Handbook, apply to all peers who participate in the work of the Council unless the context indicates otherwise.*

## 6.2 Induction

All new Council, board, committee and advisory assessment panel members receive induction into their duties and responsibilities. Induction, which should take place prior to a member's first meeting, will involve at least the following:

- provision and discussion of key sections of this manual
- information regarding the Council's Corporate Plan, formal Council policies and the *Australia Council Act*
- introduction to appropriate staff
- discussion of the systems and procedures of the Council, including those outlined in its annual *Arts Funding Guide*.

Any issues that need clarification after the initial induction period can be addressed by the officer responsible for the induction, the divisional or board director or senior staff.

### 6.2.1 Responsibility for Induction

The Secretariat is responsible for making arrangements for the induction of new Council members, on behalf of the chair, and also sends information to board members regarding their appointment. The executive director of the Aboriginal and Torres Strait Islander Arts division is responsible for the induction of the Aboriginal and Torres Strait Islander Arts Board. The executive director of major performing arts is responsible for the induction of the major performing arts board. For all other boards, however, induction is the responsibility of the executive director of the Arts Funding division. For committee and advisory assessment panel members the executive director of the division managing the committee or advisory assessment panel is responsible for induction.

## 6.3 Disciplinary provisions

*The Australia Council Act* provides that in certain circumstances, appointments of public office holders may be terminated. These circumstances include misbehaviour, physical or mental incapacity, bankruptcy, absence without leave, and non-compliance with the requirement for disclosing an interest in a matter considered by the Council or board.

Termination of office may be made by the Governor-General (in respect of the chair) and by the Minister (in respect of council members or board members) under ss 14 and 27 of the *Act*. Breaches of the standards outlined in the Code of Conduct should, in the first instance, be referred to the chair of the Council, board or committee concerned. If the breach involves the chair of the Council, it should be referred to the chair of the Audit Committee.

## Confidentiality and Code of Conduct

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### 7.1 Confidentiality and the disclosure of Council business

Members are expected to comply with the Code of Conduct applicable to Council members, board, and committee and peer members.

In addition, section 22 of *Commonwealth and Authorities Companies Act (CAC Act)* requires officers to act honestly and show a degree of care and diligence when discharging their duties. Council members should understand the Council's business, keep informed about its activities, monitor its strategies, policies and budgets and review its performance. Under ss24 and 25 of the *CAC Act*, members and all staff must not improperly use their position, or information obtained to:

- gain an advantage for themselves or someone else
- cause detriment to the Council or another person.

Members of the Council may not make public any document or information which is obtained through their appointment unless it is already publicly available. Board members are also subject to the provisions of the *Australia Council Act* concerning conflicts of interest.

### 7.2 Freedom of Information Act 1982 (FOI Act)

The *FOI Act* applies to the Australia Council and gives members of the public a general right to access a document (other than an exempt document) in the possession of Ministers, departments and agencies such as the Australia Council. The definition of 'document' includes electronic documents. Exempt documents include those:

- affecting the financial and property interests of the Commonwealth
- relating to third person's business affairs, including those that contain trade secrets or have a commercial value that would be destroyed if they were disclosed
- containing information about a third person
- containing materials obtained in confidence.

The Office of the CEO handles all requests for access to documents. If members have queries about the status of Australia Council information or documents, it may be referred in the first instance to the Manager, Legal and Compliance.

### 7.3 Privacy Act 1988

The Privacy Act makes provisions for collecting, storing using and disclosing personal information, which has implications for the way in which the Council handles personal information in its possession or control. The Privacy Commissioner administers the Act and has authority to investigate matters such as:

- possible breaches of the Information Privacy Principles (IPPs)
- breaches of guidelines on the handling of tax file number (TFN) information.

All Australian Government statutory authorities are required to comply with IPPs that are included in the privacy legislation and which set standards relating to:

- fair and lawful collection of personal information
- storage of information and its security
- access and collection
- limiting the use of information
- disclosure of information outside the organisation.

## Confidentiality and Code of Conduct

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The Australia Council's legal and compliance manager regularly review procedures to ensure compliance with the Privacy Act. If there are any queries about the status of personal information it may be referred in the first instance to the Office of the CEO.

### 7.4 Code of Conduct (See Attachment 2)

As public office holders, members have a personal obligation to maintain a high standard of conduct. In discharging their responsibilities, members have a duty to observe this obligation and to avoid any conduct that might be regarded as discreditable. Ethical conduct is an attitude of mind, requiring observance of unwritten conventions and protocol in addition to compliance with rules of conduct. The principles of ethical conduct are:

<b>Integrity</b>	Members should be honest and sincere in their approach to their duties and responsibilities
<b>Objectivity</b>	Members must be fair and impartial and must not allow prejudice or bias to override their objectivity
<b>Independence</b>	Members should be <i>and appear to be</i> free of any interest that might be regarded, whatever its actual effect, as being incompatible with integrity and objectivity.

A member partly owes their appointment to the fact that they may have a standing in the arts community and may have a close association or direct involvement with a particular interest group. However, if a Council or board member or committee member uses their association with any group to promote the particular interests of that group, the member is breaching the principles of ethical conduct.

Committee and advisory assessment panel members, and external peer assessors are bound by the terms and conditions of their contracts for services with the Council. These contracts require peers to abide by the Council's conflict of interest policies and Council Code of Conduct.

### 7.5 Conflict of interest

Conflicts of interest may be actual or perceived and may relate to either financial (pecuniary) interest or personal bias; that is, where a member has a personal interest other than a financial interest in a matter.

An **actual conflict of interest** exists when there is a reasonable likelihood of a financial benefit, either direct or indirect, or a personal benefit to a Council, board, committee or advisory assessment panel member. A benefit will not constitute a conflict of interest if its connection with the matter under consideration is remote or speculative.

A **perceived conflict of interest** exists where a member of the public who has a familiarity with the purpose and work of the Australia Council and the constraints under which it operates might reasonably assume that there was a conflict, even if there was not, e.g. an application from or involving a family member or from an organisation related in some way to, the member.

#### 7.5.1 Council Eligibility for Assessment Policy

It is important to note that only when *a member of the peer body making the grant decision is also the beneficiary* does an actual conflict of interest arise. A conflict does not exist if, for example, a board member is a beneficiary of a matter being considered by another board. The Council has adopted the **Eligibility for Assessment policy** for members as follows:

*No applications are eligible for assessment where a member of the peer body making the*

## Confidentiality and Code of Conduct

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*grant decision is also the applicant, or is the sole or major beneficiary through a third party.*

As a general rule, a minor beneficiary is one who will receive not more than 20 per cent of the funds requested for grants under \$50,000. This guideline is in place to avoid any public perceptions of what may appear to be a conflict of interest. It is also to protect members and peers by ensuring that their professional credibility and ethical conduct cannot be brought into question.

For those cases where a board, committee or advisory assessment panel member is a minor beneficiary through an application by a third party, or where there is a perceived conflict of interest, action will be taken on a case-by-case basis depending on the context and nature of the conflict.

Where there is a perceived conflict of interest, board or committee members will be required to leave the meeting and not participate in the discussion and assessment of the relevant application. Procedures to be followed in the case of actual or perceived conflicts of interest should be approved by the CEO or his/her delegate well before the meeting. Where conflict of interest issues become apparent during the course of a meeting, senior staff attending the meeting must inform the chair. The chair may then decide whether the matter needs to be referred to the CEO, or delegate, or whether it is appropriate for the chair to determine the procedure to be followed.

Members who believe they have an actual or a potential conflict of interest in a matter before the Council or a board or committee or advisory assessment panel should notify the CEO, or one of the executive directors Arts Funding or Corporate Resources or a board director as soon as they become aware of it. A breach of the *CAC Act* will arise where a Council member has an interest in any matter under consideration and fails to declare that interest.

### 7.6 Conflicts of Interest – Mandatory disclosure

Section 31 of the *Australia Council Act* sets the standards for compliance by board members regarding pecuniary interests. It provides that a member with a direct or indirect pecuniary interest must disclose it for recording in the minutes of the meeting and not be present during any deliberations with respect to the matter or take part in any decision concerning the matter.

Council members must comply with both the *CAC Act* and the *Australia Council Act* regarding the declaration of conflicts of interest. The standards adopted differ somewhat but the critical obligation is the requirement to declare such an interest. Council members who are also board members must also comply with **both Acts**, though the *Australia Council Act* is more specific and governs responsibilities as members in a board meeting.

#### 7.6.1 Conflicts of Interest – Requirement for procedural fairness and natural justice

In relation to non-pecuniary interests, board members' conduct is governed by the common law requirement that a decision maker must not be biased when making a decision. The Council has developed procedures that enable it to negotiate the differing terminology and procedures required by the two acts and the structure of the arts sector. There is, in place, a process to manage conflicts—especially with regard to board and committee grant assessment meetings—as they arise.

Potential conflicts should be advised to board and/or other directors as soon as practicable. Conflicts are then characterised as either actual or perceived and options are considered to address the conflict. (In reviewing options, members are encouraged to read the list of examples of conflicts developed for the 5 June 2003 Council meeting item on conflicts of interest.)

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There may be some circumstances that arise from time to time in which board or committee members need to absent themselves from assessment of an entire category. Still, the presumption is that members are entitled to participate in assessment of all applications other than those that represent an actual or perceived conflict. The overarching aim is that the Council's decision-making process meets procedural fairness for all applicants, remains transparent, accountable and appropriate in light of legal requirements and the demands of Council's business cycle.

### 7.7 Members, peers and 'D status'

Grant recipients who have failed to satisfactorily acquit a grant from the Council are given 'D (delinquent) status' in Australia Council records. Grant recipients on D status are ***not eligible*** for further grants or for further payments on any existing grants until previous grants are acquitted. From time to time, members and specially contracted peer advisers (from Council's Register of Peers) may acquire D status.

*Members 'have a personal obligation to maintain a high standard of conduct. In discharging their responsibilities, members have a duty to observe this obligation and to avoid any conduct that might be regarded as discreditable.'*

Section 23 of the *CAC Act* requires that Council members discharge their duties in good faith in the best interests of the Commonwealth authority and s24 requires that Council members must not improperly use their position to cause detriment to the authority.

In failing to acquit a grant, in direct contravention of the granting conditions, a Council member is arguably not discharging their duties in the best interests of the Council and could be causing detriment to the way in which the Council's management of their grant acquittal is perceived. Council has adopted the following procedures in the event of this circumstance occurring. There are four situations to consider, as outlined in sections 7.7.1 to 7.7.4 below. \\\

#### 7.7.1 Board, committee and advisory assessment panel members who go onto D status during the course of their appointment

To assist members in avoiding acquiring D status:

- Divisional and board directors monitor members' grants acquittals and remind any member likely to go onto D status that they (like all grant recipients) are required to successfully acquit all grants from the Council.
- Divisional and board directors are responsible for bringing to the CEO's attention any members whose grant acquittal remains overdue after the above reminder, notifying the CEO that the member is going onto D status.
- The CEO writes to these members, to express the gravity of the situation—particularly in light of the this policy and the CAC requirements that board members maintain a high standard of conduct—and seek their plan to redress the situation.
- Where a member with a D status is active on a board, this may have adverse effects on the board's operations. The first attempt to resolve the matter will be a letter from the CEO, but if this does not resolve the issue, management shall inform the Nominations Committee of those members who continue on D status and begin a course of action, which might include recommending to the Minister that consideration be given to rescinding the member's appointment.

#### 7.7.2 People who are on D status being nominated for board membership

The Council does not endorse nominations for board or committee membership for people who are on D status. For those cases where the Minister decides to appoint a person who is not a nominee endorsed by the Council, then Council has suggested to the Office for the Arts, on

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behalf of the Minister, that the Office for the Arts request an acquittal status check through the secretariat office before the Minister proceeds with the appointment. Should the Minister still choose to appoint a person on D status, then the chair is to make the Minister aware of the Council's concern and its preferred courses of action (as above).

### *7.7.3 Selecting peers from the Register if they are on D status*

Contract Managers must check GMS [Grants Management System] to ensure that a D status client is not offered a fixed term employment contract or a Services Agreement.

### *7.7.4 Peers who go on D status during their contract*

Care is taken by staff to check the acquittal due dates of a possible peer/participating adviser, to ensure they are not likely to go on to D status during the course of their contract. Staff will also ensure they do not use a peer where this is the case. The peer contract makes it explicit that no payment can be processed to a peer who is on D status.

## **7.8 Political activity**

Members may from time to time be personally associated with particular political stances. Members should be careful to distinguish their private political stances from their official Australia Council position. Their conduct should ensure that there is no perception of bias in their official position and that the non-partisan nature and reputation of the Australia Council is not impaired.

## **7.9 Acceptance of gifts**

The Australia Council Gifts Guidelines Policy provides the framework governing gifts. Generally, members, participating peers and staff may not accept gifts, loans or free services from people or organisations with whom they deal officially. It is inappropriate to accept gifts where they could be seen to unduly influence any decision in the donor's favour. In such instances, accepting even minor benefits may be construed as undermining public confidence—for example, when a tender process is underway, or when staff are managing grant or other funding agreements affecting the individuals or organisations concerned.

## **7.10 Disclosure of all gifts and benefits**

### **Members:**

Where a gift or benefit is accepted it must be disclosed to and approved by the Chair of Council or a board chair. Where a gift or benefit is accepted it must be disclosed and registered after approval by the Chair of Australia Council in the case of a board chair, or a board chair in the case of a board member, if the approximate value of the gift or benefit is:

- from official sources and valued at \$700 or more; or
- from private sources and valued at \$300 or more.

The Chair concerned must advise the Executive Director Corporate Resources of the value of the gift or benefit and the donor for registration.

Members, and their families, must not accept gifts from:

- a person, company, or body involved in a tender process with the Council

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- a person, company, or body in a contractual relationship with the Council (save for funding agreements, unless the member is a member of the board or committee that assesses the application concerned)
- a person, company or body who's primary purpose is to lobby ministers, Members of Parliament or government authorities
- a person, company, or body who is the subject of decisions made by a board or committee on which the member holds a position and can exercise discretionary powers about those decisions.

When assessing whether a gift of a minor nature should be accepted, members or employees should consider whether accepting the gift could give rise to a perceived conflict of interest. For example, a board or committee member or staff member wearing clothing bearing the logo of a particular applicant organisation could send an inappropriate message to another applicant in a board or committee grant round.

### 7.11 Sponsored travel

The Australia Council generally pays the travel expenses of members, participating peers and staff who are required to travel as part of their official duties. As a general rule, members, participating peers and staff should not accept offers of travel sponsored by private organisations or groups.

Sponsored travel includes cases where transport, accommodation or living expenses are paid for or provided other than from the Australia Council's funds or the member or staff's own resources. In these cases a member or staff is being offered a benefit and it should be treated in the same way as gifts and benefits generally.

*The main principle to keep in mind is that members, participating peers and staff of the Australia Council should avoid conflicts of interest or the appearance of such conflicts.*

However, there are some circumstances where the Australia Council may consider that it is in the organisation's interests to accept an offer of sponsored travel. Generally, the principle to be borne in mind is that it is the Australia Council who is to gain and be seen to gain the benefit of the opportunity, and not the individual undertaking the travel. This is essential to avoid giving rise to perceptions of conflicts of interest. Sponsored travel that would not be acceptable according to the principles outlined above does not become acceptable simply because it is being undertaken during a period of leave.

#### 7.11.1 Authorized Sponsored travel

Members of the Council require the approval of the Council Chair and CEO to accept an offer of sponsored travel overseas; board members require the approval of their board chair and the CEO.

Staff must raise an offer of sponsored travel and seek the approval of their executive director, who may seek advice from the Manager, Legal and Compliance. A chair, director or manager concerned may select an appropriate member or staff to attend.

## Decision Making

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### 8. Decision making

#### 8.1 Arm's length funding and peer-group decision making

The Australia Council operates on two interrelated principles: the 'arm's length' principle and the 'peer-group assessment and decision-making' principle.

The **arm's length principle** refers to the principle of the Council's independence from government. Decisions about specific grants are made at an appropriate distance from political processes (see s6B(4) of the Act). This section precludes the Minister giving a direction to the Australia Council in relation to a decision about a particular grant.

The arm's length principle goes hand-in-hand with that of **peer-group assessment and decision-making**. The Council, its boards, committees and advisory assessment panels form an independent organisation comprising people with relevant knowledge or experience for deciding how support should be given. They are the peers of the applicants and therefore the people best placed to make decisions on grants and on directions for the arts.

The majority of board, committee and advisory assessment panel members are practising artists or art workers or have practised in the arts. This means that they have first-hand knowledge of the particular requirements of their art-form and bring immediate experience to the deliberations of the member body. Board, committee or advisory assessment panel members who are not practising artists but who are community representatives or have expertise in areas identified as relevant to the Council's priorities also contribute their knowledge.

#### 8.2 Rights and responsibilities

*The Australia Council Act* upholds the right of persons to freedom in the practise of the arts. In meeting this obligation, Council provides grants to a large number of individuals, groups and organisations working in and with a range of communities. Council support does not imply or determine that the Council endorses the views of the artists or participants involved in funded activity. However, in accepting a grant from the Council, recipients are expected to undertake the agreed activity within both the spirit and the letter of the Australian legislative framework.

#### 8.3 The role of the Minister

Notwithstanding the arm's length relationship of the Australia Council and the Australian Government, it is customary for the Minister, when advising the Council on its parliamentary appropriation, to indicate the Government's broad arts policy guidelines which it expects the Council to consider in its deliberations on policy and funding issues.

Section 28 of the *CAC Act* also provides for compliance with general policies of the Government if the Minister gives such direction to the Council. A reasonable test would be whether a particular policy is capable of being applied to all or most government bodies and entities. If the policy is capable of being applied to only one or a few such bodies and entities, it would not be reasonably regarded as being 'general' and should, if necessary, be addressed via the provisions of s6B of the Act.

The *CAC Act* in s28 provides that the Minister must consult with the authority on the appropriateness of applying a policy to the Australia Council. A general policy of the Government cannot apply to an authority if it conflicts with any statutory obligations of the authority.

#### 8.4 Public accountability for decision making

The principal responsibilities of decision-makers include:

## Decision Making

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- **Observation of appropriate legal requirements:** Before making a decision a member is obliged to ensure that they have the authority to do so and that they have followed established procedures.
- **Affording natural justice and procedural fairness:** In making any decision whether it is staff determining eligibility of an application, or a board or committee member making a funding decision, both must afford procedural fairness to an applicant on each occasion such as not changing published criteria for eligibility without due notice.
- **Establishing the facts:** Decision-makers must ensure that evidence supporting the decision is both sufficient and correct and that any pre-conditions are met.
- **Avoiding any improper exercise of authority:** Decision makers must ensure they are not taking irrelevant considerations into account or not having regard to the merits of a particular case.
- **Fairness:** Decision makers must avoid acting in a way that is unreasonable, unjust, oppressive or discriminatory.

Administrative law gives applicants an important right that decision making be objective and done without bias. It enables an aggrieved applicant to challenge an administrative decision. A complaint or challenge can be taken to a federal court; the Ombudsman; a human rights, privacy or anti-discrimination commissioner. An applicant is also entitled to seek an internal review of the decision from the Council's Decisions Review Committee where the applicant can demonstrate that one of the five published grounds for review of a decision was not followed by the board or committee (see below). Where a complaint is directed at a staff decision or action, the CEO undertakes that review with advice from the Manager, Legal and Compliance.

Commonwealth, state and territory judicial review legislation requires that administrative decisions comply with natural justice and procedural fairness, be made in good faith, and take heed of all relevant matters and the individual merits of the case. Avenues for reviewing Australia Council actions and decisions include: the Commonwealth Ombudsman, the Federal Court, the Human Rights and Equal Opportunity Commission and the Privacy Commissioner. Relevant legislation includes the:

- *Ombudsman Act (1976)*
- *Administrative Decisions (Judicial Review) Act (1977)*
- *Freedom of Information Act (1982)*
- *Sex Discrimination Act (1984)*
- *Privacy Act (1988).*

Applicants who are aggrieved by an Australia Council decision are entitled under s13 of the *Administrative Decisions (Judicial Review) Act* to request a written statement of reasons for a decision. This statement must set out the reasons for the decision and give details of material and other evidence upon which it was made. Apart from the fact that decisions must be well based, written records of the decision-making process must be adequately and accurately maintained. Legal action may take place only on the basis of alleged deficiencies in the decision-making process, including lack of procedural fairness.

There is no statutory right of review on the merits of a decision. For a challenge to succeed it must be on the basis that due process was not followed. The grants procedures of staff, the boards, committees and advisory assessment panels must observe the principles of procedural fairness.

### 8.5 Reviews of the decision-making process

Applicants who believe that the proper process of assessment was not followed may request that the decision be reconsidered. There are only five grounds on which reconsideration may be requested:

## Decision Making

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1. The person(s) making the decision failed to take into account material that was relevant to the decision as part of the assessment process. For example, the person(s) making the decision did not consider all the required support material submitted with the application or proposal.
2. The person(s) making the decision considered material that was irrelevant to the decision. Discrimination on grounds of an applicant, or other funding candidate's, race, colour, descent, national or ethnic origin, sex, marital status, sexual orientation, physical or intellectual impairment, religious belief or any other similar basis irrelevant to the decision falls within this category.
3. The preparation of the application or proposal was adversely affected by incorrect or misleading advice given by staff of the Council or by members of the Council or its boards or committees.
4. The person(s) making the decision had a conflict of interest, such as a direct or indirect financial interest, or a personal interest, in the outcome of the application or proposal resulting in a decision based on matters other than the merits of the application or proposal.
5. The person(s) making the decision took account of a matter adverse to the application or proposal—outside the matters outlined on the Council's website at [www.australiacouncil.gov.au/grants/information\\_for\\_applicants/assessment\\_and\\_review](http://www.australiacouncil.gov.au/grants/information_for_applicants/assessment_and_review) under 'Assessment of your application', as varied from time to time, or similar information authorised by the Council to other funding candidates—without bringing that matter to their attention and inviting their comment on it.

Requests for review of the decision-making process must be made in writing to the Manager, Legal and Compliance and be received within 28 days from the date of the letter of notification of the board's decision about the application. The request must state the ground or grounds on which the applicant believes the application was not properly assessed and document the reasons for claiming that ground.

Eligible requests for review of decision are assessed by the Council's Decisions Review Committee. It is not within the brief of this committee to consider the merits of any application—rather its function is to review the decision-making process for a particular grant to ensure that correct procedures have been followed.

### 8.6 Anti-discrimination legislation

By law, the Australian Government affords equal opportunity to all eligible applicants and prohibits discrimination against any applicant because of political affiliation, religion, gender, class, ethnicity, sexual preference, marital status, pregnancy, age, physical or mental disability. The Council has an Arts and Disability Action Plan that ensures equitable access to the Australia Council and its funding programs and categories. Details of this plan are available on the Council's website at [www.australiacouncil.gov.au/about\\_us/organisation/policies/disability\\_and\\_the\\_arts/arts\\_and\\_disability\\_action\\_plan\\_2008-2010](http://www.australiacouncil.gov.au/about_us/organisation/policies/disability_and_the_arts/arts_and_disability_action_plan_2008-2010)

### 8.7 Delegation of powers

The *Australia Council Act* gives the Minister the power to establish boards and gives the Council power to establish committees. It empowers the Council to delegate to those boards, committees and Council employees certain of its powers and functions. Because each art-form is different and because the prospects and problems in each vary, boards and committees are given a high level of independence in matters of artistic judgment and priority. However the boards, committees and senior officers are required to exercise their delegated powers within the conditions and guidelines of their delegations from the Council, and within the terms of any directions from the Council.

## Decision Making

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The Council has made one direction to the boards concerning triennially funded organisations. The Fair Notice Protocol, as this direction is known, requires boards to give a warning of significant concerns which could lead to the possible reduction or cessation of funding for the future to triennially funded organisations. A copy of the direction is included as Attachment 7. The Council has also made a direction to the Decisions Review Committee concerning the grounds on which it may determine requests for reviews of funding decisions.

Subject to compliance with the budgetary framework and processes approved by the Council, designated senior officers have been delegated with authority to make grant funding approvals and commit expenditure in relation to activities and strategic initiatives that have been approved at formally constituted Council, board or committee meetings. The Council, board or committee must receive, at its next meeting, a report of all approved delegations made between meetings.

### *8.8 Community consultation*

The Council, its boards, committees, advisory assessment panels and staff, through personal contact and through the process of assessing applications and monitoring grants, are constantly aware of emerging needs within the arts community. The Council and its peer bodies use a variety of consultation methods to assess these emerging needs, including:

- public meetings held in city and regional centres with the Council or board attending, advertised in the press, often in conjunction with a Council or board meeting
- public meetings held by senior staff, or meetings of associations to which the public is invited because of the attendance of senior staff
- discussion groups or seminars with invited people
- participation in outside seminars or forums
- discussion at board meetings or other functions, with artists and funded organisations invited to attend
- circulation of draft discussion papers or research reports for comment by the arts community
- 'open briefings' where staff advertise their availability in a city or regional centre on specified dates and invite people to make appointments. These are usually arranged in conjunction with state arts authorities or local arts groups, particularly to meet people who have had no previous contact with the Council, to broaden the board's and committee's knowledge of needs, identify artistic skills and encourage people's ideas for arts practice
- regular fieldwork by board members and senior staff
- meetings with arts advocacy or service organisations
- invitations to visiting overseas specialists to attend board meetings and give lectures to which artists and representatives of funded organisations are invited.

In addition, the Council and its peer bodies receive advice and recommendations from seminars and conferences held in the field, and from reports prepared by arts bodies.

## Conduct of Meetings

### 9.1 Council and board meetings

The *Australia Council Act* sets out the parameters for meetings held by the Council (at s17) and for its boards (at s29). The legislation specifies that:

- the Council and boards holds such meetings as are necessary for the performance of their functions, ss17(1) and 29(1)
- Council meetings are convened by the chair of Council, s17(2); board meetings are convened by the chair of the board s29(2)
- where the Minister requests the chair of Council to do so, the chair will convene a Council meeting, s17(3). For boards, the Council may request the chair of a board to convene a meeting of the board, s29(3)
- a quorum, at either a Council or board meeting, is constituted by a majority of the members of the Council, or the board, for the time being holding office, ss17(4) and 29(4)
- for Council and the boards, the chair will preside at all meetings at which they are present, ss17(5) and 29(5), unless a conflict of interest exists
- if the chair is not present at a meeting, the Deputy Chair (where appointed by the Minister) will preside at the meeting. Otherwise, the members present should elect one of their number to preside at the meeting, ss17(6) and 29(6)
- questions arising at a meeting are determined by a majority of the votes of the members present and voting, ss17(7) and 29(7)
- the person presiding at the meeting has a deliberative vote and, in the event of a equality of votes, also has a casting vote, ss17(8) and 29(8)

#### 9.1.1 How can Council and board meetings be held?

There is no requirement that a physical meeting of members be held (including for grants assessment or policy matters). Meetings may be held by:

- telephone
- closed circuit television or
- another method of communication determined by the Council, ss17(10), or a board, 29(10)
- Flying minutes – where a matter is urgent, flying minutes may be used to obtain endorsement for particular matters. Templates are maintained by the Secretariat.

This means that where time or distance or other issue prevents or makes meetings problematic, Council or a board or committee can decide on the most appropriate tool for a meeting, such as video conferencing, teleconferencing, or flying minute to name but a few options.

#### 9.1.2 Committees

The *Australia Council Act* provides for the establishment of committees at s17A as follows:

- the Council may appoint committees to assist the Council, s17A(1)
- the Council may appoint committees to assist a board, s17A(2)
- a committee consists of such persons as the Council thinks fit, s17A(3)
- the Council may from time to time give directions to a committee that has been appointed to assist a board, s17A(4)
- a board may from time to time give directions to a committee that has been appointed to assist it, s17A(5)

## Conduct of Meetings

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- where inconsistent directions are given to a committee by the Council and a board, the committee must act in accordance with the directions of the Council, s17A(6)

### 9.1.3 How can Committee meetings be held?

There is no requirement that a physical meeting be held (including for grants assessment). Where time or distance or other issue makes physical meetings problematic, a committee can decide on the most appropriate tool for that meeting, such as video conferencing, teleconferencing, or flying minute to name but a few options. The Australia Council Act provides

A meeting of a committee may be held by:

- telephone
- closed circuit television
- another method of communication determined by the committee, s17A(7).

## 9.2 Meeting procedures

While the *Australia Council Act* does not prescribe specific rules for meetings, except those concerning chairs, quorums etc., members are expected to observe the following meeting procedures.

### 9.2.1 Before the meeting

An agenda is circulated containing appropriate information about each item with agenda papers circulated to allow sufficient time for consideration.

### 9.2.2 At the meeting

The role of the chair (for the differences between deputy and acting board chairs, see section 1.5.8) is to facilitate the decision-making process and specifically to:

- conduct proceedings in accordance with the powers the Council has delegated to each board or committee, their conditions and guidelines and any other rules; to take care that the sense of the meeting is clear with regard to any issue or question before it; to preserve order and to give all present a reasonable opportunity to speak or vote; and to be satisfied that the minutes as drafted are an accurate, objective record of the proceedings.
- identify any conflicts of interest and ensure that these are documented in the minutes and ensure appropriate action is undertaken to resolve these conflicts
- verify—at each meeting—that the minutes of the previous meeting are an accurate record of the previous meeting's proceedings
- interpret and clarify
- move the discussion forward
- bring discussion to a resolution so that everyone understands and accepts it as being the will of the meeting, even if individuals do not necessarily agree with it
- allow that motions and amendments should be proposed and seconded, but it is not essential to have either
- conduct voting procedures so that:
  - Resolutions must be passed by a majority of members present and voting
  - The chair declares when a motion is carried by the requisite majority
  - The chair has a deliberative vote and also a casting vote in the event of an equal number of votes for and against

## Conduct of Meetings

- An individual may request to be recorded as abstaining, voting against a motion, or as objecting to the outcome
- sign a record with the senior staff member responsible for the meeting of all financial decisions made at the end of each meeting.

Attachment 4 gives further details for board, committee and advisory assessment panel members on the assessment of grant applications.

### 9.3 Protocols for Council and board meetings

The following protocols relate to the conduct of Council meetings. These protocols, should also apply to board and committee and advisory assessment panel meetings, in so far as they are appropriate.

- Council meetings should be held five times a year, ideally for one day
- Dates for the following year's Council meetings should be determined by September of the previous year. To the maximum extent possible, a regular schedule of meeting dates should be established
- A draft agenda that identifies key issues, approved by the chair and CEO for Council meetings, should be circulated at least one week in advance to give council members an opportunity to provide input to the agenda topics
- Papers submitted by management to the Council for consideration should provide the basis for the Council to debate issues in ways that add value. Papers should be brief and should summarise the key issues—particularly those likely to be contentious with key stakeholders. They should highlight strategic issues—including strategic options—for consideration; they should be supported by relevant, rigorous (preferably quantified) supporting facts; they should provide a risk assessment of the preferred option; and they should provide a recommendation. Supplementary information could be provided in an appendix. Clear guidelines and (if necessary) training should be provided for staff on the structure of Council papers.
- Relative to the size of the average board, the Council has a large number of members. An added responsibility, therefore, exists for members of the Council to deal with agenda items in ways that allow for meaningful debate in an expeditious way. In line with good corporate governance, therefore, all council members undertake to come to meetings well prepared; to discuss relevant points of clarification with management beforehand; to focus comments on the points being debated; to be aware of time constraints; and to observe professional courtesies in respect of fellow council members.
- Draft minutes of Council meetings endorsed by the chair should be circulated within four weeks of the holding of the Council meeting. An 'action list' should be updated after each Council meeting and circulated with the draft minutes.

#### 9.3.1 Protocols for raising agenda items

The Council is a large body, governing a complex organisational structure and mix of functions. To be productive, a high degree of collective self-discipline is required for the orderly conduct of business, as well as to allow expression of a broad range of views on key issues. When a meeting's initial agenda is circulated, there is the opportunity for any Council member to propose any other items for business. These should be raised in advance with either the chair of the Council or the Secretariat to facilitate agenda planning.

Closed sessions for council members, without observers or staff present, are held from time to time. Such sessions are appropriate when it is necessary to bring employment or remuneration issues to the Council, or for other sensitive discussions. Any matters for a closed session should

## Conduct of Meetings

be raised in advance, so that the agenda can be scheduled and managed in an orderly and timely manner.

### 9.3.2 Protocols for dealing with urgent Council business

Council may need, from time to time, to undertake urgent business or make resolutions between Council meetings. 'Flying minutes' are used for this purpose. Flying minutes are initiated by the CEO, or chair of the Council, or Secretary of the Council and must be reported to the next Council meeting. The Flying minutes should include:

- a description of the background and purpose of the business item and the proposed resolution on which council members are to indicate their agreement or disagreement
- a description of the background and purpose, of the resolution in which reference should be made to the previous Council or executive committee paper/decision (if applicable).  
The pro forma response sheet will include:
  - the name of the business item
  - the text of the proposed resolution
  - an 'agree/disagree' option sentence for council members to indicate their view
  - space for council members to sign, print their name and date the document.

There may be situations in which notice cannot be given. In these situations, the Council should first consider whether the topic is sufficiently important and sensitive to require a closed unanticipated session in the light of the remaining Council agenda.

A separate decision, ideally with an agreed time commitment, can then be agreed by the Council prior to the actual discussion of the nominated topic.

## 9.4 Board and committee chairs' meetings

The Australia Council has agreed that there should be occasional meetings of all board and relevant committee chairs, which include participation of the relevant executive directors and directors.

### 9.4.1 Purpose

These meetings encourage debate and sharing of information and build an understanding of the processes and challenges involved in board and committee support for the arts. They provide time, space and a focused environment to explore across-the-arts issues. The meetings also foster a culture of art-form leadership and teamwork between board and committee chairs and the directors within the overall Council corporate plan.

### 9.4.2 Protocols

The meetings are to be working meetings with no formal decision-making function. No decisions will be made on matters that the *Australia Council Act* delegates to the Council or on matters the Council has delegated to a board or committee. On any such matters, the meeting may recommend a decision but this would have to be approved by the Council or a board or committee.

The meetings may involve the board chairs, the chair of the Community Partnerships Committee, the board directors and the executive directors of Arts Development and Community Partnerships, and the CEO and the chair of the Council. Other council members may attend as observers and Australia Council staff may attend as observers, by approval of the CEO.

These meetings should normally occur between one and three times per year, just prior to or just after a formal Council meeting. A draft agenda—devised by the chair, CEO and the executive directors, should be circulated two weeks in advance to give an opportunity to consider the topics to be discussed. There is no requirement for background papers for each agenda item. Papers submitted for consideration should provide the basis for the chairs to debate issues in ways that add value. Papers should be brief and should summarise the key issues needing deliberation.

## Conduct of Meetings

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The broad content and consensus resolutions of the chairs' meetings will be reported to the Council by the Council chair or the CEO at the next scheduled Council meeting.

### 9.4.3 Council member and staff roles

The CEO, Board and committee chairs should have primary responsibility for strategic input to chair's meetings. Council staff should have primary carriage of operational issues, providing recommendations and advice on strategic issues and responsibility for broader management issues. Within the broad principles of Council member and staff relations, board managers and directors are invited to contribute openly and fully to all discussions in these meetings.

## 9.5 Legal advice

If the Council or a board or committee believes it needs legal advice on a matter, then its chair should advise the CEO.

## 9.6 Attendance of staff at Council, board and committee meetings

In general, staff attendance at Council meetings is limited to the staff representative, executive directors and the company secretary (usually the Manager, Legal and Compliance). Attendance of staff at board and committee meetings is a matter for each board or committee to determine.

## 9.7 Role of the Council staff representative

The staff representative is a non-voting observer at Council meetings and may be invited to participate in discussion of agenda items at the discretion of the Chairman. The staff representative does not attend in camera Council meetings or in camera sessions of Council meetings. The staff representative is selected by staff representatives on the Workplace Forum from one of their number and maybe invited by the Chairman to provide feedback on current staff issues at the Australia Council. Where there are no members of staff interested in being on the Workplace Forum the role of the Staff Representative to Council will be left vacant. A condition of being in this role is that the staff representative participates in an induction to understand the nature of the role and commit to the confidentiality of the work. The staff representative to Council may be requested to:

- Provide feedback to Council on relevant issues
- Provide an update paper on staff issues
- Work with the CEO or authorised delegate when requested, to advise employees of Council meeting outcomes

## 9.8 Role of the Office for the Arts observer

The departmental observer's role is to provide advice to the Minister in relation to the Minister's statutory responsibilities under the Act. The departmental representative also advises the Council on current issues within the Office for the Arts, and more broadly, the Department of Prime Minister and Cabinet, which may have an impact on the Australia Council.

## 9.9 Agendas, minutes and related papers

### 9.9.1 Ownership and confidentiality of agenda papers

Minutes of meetings of the Council, boards, committees and advisory assessment panels and any other meeting are defined in the *Archives Act 1983*, as 'Commonwealth records'. This means that while the documents are for the use of members of the Council or a board, committee or advisory assessment panel, they belong to the Australian Government.

Agendas and minutes should be treated at all times as confidential information. This information should not be discussed with anyone beyond Council staff, other members or participating advisers attending the meeting.

### 9.9.2 Procedures for dealing with used agendas

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## Conduct of Meetings

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Agendas shall be treated as follows:

- agendas and minutes should be returned to the Council secretary at the end of the relevant meeting or when reference to them ceases
- in any event, all agendas, minutes and associated documents must be returned to the relevant staff members when a member's term of office expires
- the Council in accordance with the relevant Records Disposal Authority then disposes of these documents.

### *9.9.3 Personal notes*

Notes made during meetings or during the term of office are personal papers, and members may dispose of them in whatever way they consider appropriate given the confidential nature that may be attached to them.

## Council, board and committee and staff relations

### 10.1 Relations between the Council, boards and committees

The *Australia Council Act* provides that the Council may delegate any of its powers and functions to its boards, committees and senior staff and employees. However, the Council retains the ultimate power on any issue and may direct its delegated decision-makers with respect to the exercise of their delegated powers or the performance of any function, s7(2). In practice, the boards and committees have independence in matters of artistic judgment and priority. The independence of the boards and committees depends on:

- responsible and fair artistic judgments and transaction of business
- clear and coherent explanation and defence of Council policies
- contribution to regular reviews of Council policies, and taking the necessary subsequent action
- responsible responses to directions and requests for information and advice from the Council.

The Council is responsible for ensuring that there are no unjustifiable inconsistencies in the degree of financial support given by the boards and committees to similar activities. The Council has a responsibility to act as a forum of review and appeal in major controversies affecting the boards and committees. This role is essential to the independence of the boards, committees and of the Council. The Council must accept this role, and be seen publicly to accept it.

The Council's annual allocation of funds to each board and committee must be approved in the light of needs of the arts as whole. This may place an individual board chair in a difficult position. However, a chair's prime responsibility in that regard is to the Council as a whole and not to a specific art-form board.

There should be ongoing discussion and debate between the Council and the boards and committees, through formal reports, in-person presentations, attendance of Council members at the specially convened board and committee chairs' meetings, and so on. With the relevant chair's approval, council members may also attend board or committee meetings as observers. The Council turns to the boards and committees for advice on matters of policy relating to their specific art-forms and constituencies; boards normally have more detailed art-form knowledge than the Council and can therefore act as a testing ground and point of contact for assessment of policies and implementation of objectives.

As boards, and some committees make decisions on grants, the Council cannot revoke or change a decision once it has been made by a board or decision-making committee and formally communicated to an applicant. Nor can it attach additional conditions to a grant or change those attached by a board after a decision is formally communicated to an applicant.

#### 10.1.1 Council powers to give directions to boards and committees

The Council has the power to give directions to a board regarding how decisions are made (the Council rarely exercises this option). As an example, the Council could require a board to refer all proposed decisions on particular types of applications to the Council for approval.

The Council has also delegated to the Council chair and the CEO, acting in unison, after consultation with the board or committee chair, or the senior officer who made the funding decision, the power to rescind a decision *prior* to it being formally communicated to an applicant, if the outcomes of the project may not comply with the law or could bring the Council into disrepute.

The Council has also delegated powers to an Appeals Committee (see section 1.8.1) to hear appeals from the relevant board or committee or specific senior officer regarding a decision to rescind an approved grant.

## Council, board and committee and staff relations

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### **10.2 Staff of the Australia Council**

Staff of the Council are appointed either as permanent officers or engaged as fixed-term employees under s41 of the Act. Their terms and conditions of employment are determined from time to time by the Council and through collective bargaining with the staff. The current terms and conditions of employment are specified in the Council's current Employment Determination (a copy can be accessed on the Council's Intranet) and the current Australia Council Certified Agreement. Senior staff of the Council (directors and above and some senior officers) are employed on individual employment agreements.

Council members, board, committee and advisory assessment panel members have no management role in relation to staffing matters. Senior management and other staff supervisors are required to manage human resources effectively in order to achieve organisational objectives. Accordingly, if a peer member has a problem with a staff member, the peer member concerned should raise the issue with the relevant executive director, board director or the CEO.

In the interests of smooth administration, some senior officers have a delegated power from the Council to approve grant expenditure in certain special circumstances after consultation with the peers. This delegated power is limited and must be reported to the next meeting of the Council, board or committee concerned.

### **10.3 Protocols for interaction between boards, committees and Council staff**

Members of boards and committees have primary responsibility for making decisions of a strategic and resource allocation nature, but should be consulted on implementation issues. Australia Council staff are responsible for operational issues and broader management issues. They also provide recommendations and advice on strategic issues. At the same time, some operational issues are of such importance that they take on strategic significance. Some strategic or operational issues might also be of such significance that they require the involvement of the CEO, executive directors and/or the chair of the Council.

To maintain effective and appropriate lines of communication on matters of policy, procedure and funding, Council members should liaise with the CEO, the executive directors and the directors. Council members who are also chairs or members of a board, committee or advisory assessment panel or a working party, are encouraged to develop a strong working relationship with the senior officer managing that board, committee, panel or working party. Council members' liaison with other staff should first be discussed with the senior officer. If Council members have concerns about the effectiveness of this relationship, these should be raised with the CEO.

To foster a better understanding of the aims and policy focus of its diverse boards and committees and advisory assessment panels, Council members may be invited to attend a meeting of a board, committee or panel as an observer. Observers should not comment on any matter unless specifically asked to do so by the meeting chair. Attendance of observers at a meeting is at the discretion of the chair, dependent on the meeting agenda and available funding.

If a Council member wishes to raise issues or questions about the workings or procedures of a particular board, committee or panel these should be raised directly with the Council chair, with the CEO or with the relevant executive director/director. As a courtesy, it is expected that the board, committee or panel chair would be informed in advance of any such concerns.

Council members who are also grant applicants to a particular board or division may need to liaise with staff of that board or division on matters dealing specifically and only with their own application. Acknowledging their conflict of interest, the Council member's first point of contact should be the relevant board or division executive director/director. Subsequent liaison about their application may be delegated to program staff.

## Council, board and committee and staff relations

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### **10.4 Board and committee chairs' relations with directors/managers**

Board directors have a dual reporting relationship to the executive director of Arts Funding/CEO and the board chair. Board and committee directors are primarily responsible to the chair of the board or committee for providing input on strategic issues and to the executive director of Arts Funding/CEO on operational issues.

While the appointment of board and committee directors is primarily the responsibility of management, the board or committee chair can be a member of the Selection Committee and have input to the position description, the statement of duties and the press advertisement. A member of the Council should ideally serve on the selection panel for executive directors.

#### **10.4.1 Induction**

The chair of the Council should be responsible for ensuring that a comprehensive induction process is organised by the Secretariat for all incoming board chairs and other members of the Council. Briefing materials should be prepared by management and a briefing should be carried out by the chair of the Australia Council, the CEO, and in the case of board chairs, the outgoing board chair, the executive director of Arts Funding, and the relevant art-form director.

The chair of Council and CEO should meet annually with the board and committee chairs to discuss the functioning of each board and committee and to evaluate relevant board/committee/management relationships and work processes.

#### **10.4.2 Updating information**

The board or committee director has a responsibility to keep their respective executive director or the CEO and their board or committee chair informed in a timely way of any significant developments in the field or any other factors affecting the performance of the board or committee. Regular emails are probably the most efficient way of ensuring that this occurs. Where an issue is of such significance that the chair of the Australia Council should be involved, the chair of the Council, the CEO, the executive director of Arts Funding, the board or committee chair and the board or committee director should keep each other informed of developments in a timely way; again, email is the recommended form of communication.

#### **10.4.3 Performance appraisal**

The performance of board and committee directors should be assessed annually based on input from management and from the board or committee chair, who would in turn consult other members of the board or committee. The chair will have input to the development of the performance indicators against which the director will be assessed.

The performance appraisal is signed-off by the executive director of Arts Funding or the CEO after consultation with the board or committee chair. Executive directors or the CEO are responsible for face-to-face performance appraisals. These may be conducted with the board or committee chair present if practical and appropriate.

#### **10.4.4 Remuneration**

The executive director of Arts Funding or the CEO should consult the board or committee chair, and other relevant staff, in determining starting salary for their board or committee director. The final decision, however, rests with management.

## Protocols for interacting with outside parties

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### 11. Protocols

In keeping with good governance practice for boards of organisations, Council, board and committee members and staff have an obligation to present the Council externally in ways that enhance the perception of the Australia Council, although internally their responsibility is to be constructively critical in ways that enhance the operation of the Council.

The chair of the Council and the CEO should be the primary source of comment to the media about broader Council issues. Comments by other members of the Council or management should only be made after consultation with the chair of the Council or the CEO.

The Council chair, board chairs, the CEO, board or committee directors, and the executive directors should be the primary source of comment to the press. Executive directors and directors will speak to the press when delegated to do so by the CEO and then only after approval by the CEO and director of Marketing and Communication of a prepared, written response. Comments by other members of the Council, boards and committee and staff should only be made after consultation with the chair of the Council, board or committee chair or the CEO, who will be responsible for determining the broad parameters of the response.

Board and committee chairs and members will often be pressed for comment by prospective, successful or unsuccessful applicants. Members are encouraged to offer an opportunity to hear the applicant's views but are cautioned against offering advice on behalf of the board or committee without prior discussion with staff or the responsible executive director.

#### 11.1 Public relations

##### 11.1.1 Informal

Maintaining good public relations, in the everyday sense of presenting the policies and services of the Council and boards in a positive light, is a normal and proper role for all members.

##### 11.1.2 Formal

At a more formal level, media releases are generally issued following clearance by the director of Marketing and Communication, CEO and/or Council chair, and spokespeople are identified to handle interviews with media representatives.

In the acknowledgment by all recipients of grants received, the name and logo of the Australia Council must be prominent. The wording '*... is supported by the Australia Government through the Australia Council for the Arts, its arts funding and advisory body*' must be used in prominent positions on any document produced with Council funding.

Instructions are regularly circulated to staff that no public comment should be made nor media releases issued without going through the normal channels, i.e. the Marketing and Communication section and the CEO. Some designated staff are briefed to handle routine enquiries arising from public comment but some enquiries, particularly on controversial matters, are referred to the nominated spokesperson.

Letters to editors of an official nature are normally initiated by the CEO, board or committee chair or executive directors. All such letters to editors must be cleared by the CEO and the director of Marketing and Communication. Board public relations are conducted in accordance with these general guidelines and are coordinated centrally by the Marketing and Communication section.

When a board representative is nominated as spokesperson on a particular issue, it is normally the chair who assumes this role; otherwise the task falls to someone who is especially well qualified by virtue of art-form specialisation, geographical location, etc. All spokespeople must be approved by the director of Marketing and Communication.

##### 11.1.3 Presenting the Australia Council publicly

The Council will seek to represent itself publicly in the following manner:

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## Protocols for interacting with outside parties

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- The key spokesperson for the Australia Council on major issues is the CEO. She/he will conduct media interviews, be visible in and communicate with the community as relevant. She/he will also regularly liaise with government and the arts community.
- The chair will assist the CEO, primarily in the Council's relationship with government, but also by way of strategically chosen events he/she will clearly enunciate the views of the Australia Council on policy and responses to major happenings in the arts community.
- Members of the Council will seek to represent the Australia Council at appropriate functions, particularly in their home states, and, where relevant, in the particular artform that they represent. Australia Council members will be encouraged to fulfil this role while also ensuring the view of the Council will be as cohesive as possible and also recognising the roles of the CEO and Chair referred to above.
- The Council's Issues Management Procedure (see Attachment 8) outlines the process for dealing with Council matters that may become the subject of media controversy. The primary responsibility for managing these issues lies with the director of marketing and communication in the Office of the CEO. Council members should discuss any contacts or enquiries from the media concerning the Australia Council or its affairs with the director of marketing and communication before making a response.

One of the principal objectives of the Australia Council is to assist the strengthening and widening of arts support in Australia—the Australia Council's advocacy of various issues is a major element in this. To that end, the Council provides information about and, wherever necessary, explains its own activities, policies and services.

### **11.2 Relations with other bodies**

Council and board members who participate in formal or informal meetings with arts organisations, state and territory funding authorities, roundtable discussions, working parties or artists' groups, should report on them to Council or board meetings.

It is an important protocol and courtesy for all Council and board members to advise a board chair if they are attending a meeting or roundtable discussion with constituents of another art-form board. In this case it is preferable for the board chair concerned to be advised prior to the meeting.

## The Budgetary Cycle

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### 12 The budget

#### 12.1 The Council's finances

The Australia Council's main source of funds is its triennial appropriation from the Australian Government, as advised in the annual Commonwealth Budget statement. This budget appropriation covers both support for the arts and administration funds for the Council. Because of government initiatives and other secondary sources of revenue (see below) the Australia Council's annual budget varies from its base triennial funding allocation, which is partially indexed. The Council is therefore part of an annual cycle of budget bidding and allocation controlled by the Department of Finance and Deregulation (DOFD), and Council's portfolio department, the Department of Prime Minister and Cabinet.

The Council's secondary source of funds is from other revenue. This comprises interest earned, funds returned by recipients on acquittal of a funding contract, and co-funding from other entities for specific purposes. The Council's budget process is first considered at its February meeting and allocations are approved at the June meeting. Returned funds are allocated to the board or division from which the payment was originally made. Co-funding is allocated to boards or divisions administering the special purpose funding arrangement. The Council allocates estimated interest revenue in the budget process.

The Council (and its boards and divisions) are required to make funding (and general expenditure) decisions within the constraints of the budget (appropriation and other revenue). Funding may not be paid in advance of need. The Council may release payment to funding recipients in accordance with this principle.

#### 12.2 The budget cycle

The Australia Council's budget cycle links in with that of the Australian Government, on which it depends for its funding. The Government's budget cycle is reasonably predictable; however, changes in requirements and timing do occur. Accordingly, the Council's budget cycle—and, in turn, those of the boards, the divisions and central programs—needs to be flexible in order to accommodate the Government requirements. There are two main cycles in the Government's budgeting process including:

- Portfolio Budgets leading up to Budget Night, usually in early May
- Portfolio Additional Estimates, usually in October/November.

#### 12.3 The Council's budget process

Allocations for the support for the arts component of the budget are normally made in the following manner (but special or urgent circumstances can vary this cycle):

- January:** DOFD advises new indexation parameters and the Council updates its estimates for the current budget year and three forward years.
- February:** Management discuss budget principles in consultation with the Audit and Finance Committee and submit a framework to the Council's February meeting, when the Council considers and discusses budget principles and agrees on a framework.
- **End of February:** The Australia Council as a CAC Act authority, is required to:
    - submit forward estimates in the form of a set of budgeted financial statements, conforming to Australian Accountancy Standards, to DOFD

## The Budgetary Cycle

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— prepare the first draft of its chapter of the Portfolio Budget Statements submitted through the Department of Prime Minister and Cabinet to Parliament.

**March:** Management considers the outcome of the Council's discussion and allocates financial resources to strategic priorities and submits recommendations to the Audit and Finance Committee. The Audit and Finance Committee considers management recommendations and (subsequently) discusses issues with board chairs if appropriate.

- **End of March:** The Australia Council is again required to submit revised forward estimates to DOFD as part of the Commonwealth budget process. This may include new funding measures agreed to by the Economic Review Committee of Cabinet.

**April:** Management and the Audit and Finance Committee further develop budget proposals for the Council for consideration of in-principle indicative allocations of financial resources.

- **End of April:** The Australia Council submits final forward estimates to DOFD as part of the Commonwealth budget process, and the CEO signs-off on the Council's chapter in the Portfolio Budget Statements submitted through Department of Prime Minister and Cabinet.

**May:** Management, in consultation with the Audit and Finance Committee, further develops budget proposals for the Council as appropriate.

- Federal budget announced by the Federal Treasurer.

**June:** Budget put to the Council for approval.

## Remuneration

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### 13. Remuneration

#### 13.1 Stipends and sitting fees

Fees payable to holders of public office are determined by the Australian Government's Remuneration Tribunal. Council members and chairs of boards are entitled to remuneration for their contributions to the Council. These are as follows:

- Council members and chairs of the boards are paid an annual stipend, with instalments paid fortnightly
- board, committee (including committee chairs) and advisory assessment panel members are paid daily sitting fees at board, committee or advisory assessment panel meetings
- sitting fees are also paid to board, committee or advisory assessment panel members involved in properly convened board, committee or advisory assessment panel meetings conducted as teleconferences for the time that the meeting is in session. Payment of sitting fees is made on a fortnightly basis subsequent to the performance of duties.

With the approval of the relevant board, committee or advisory assessment panel, daily sitting fees are also paid to members engaged in business of the Council for at least three hours. Shorter periods of business may be aggregated for the purpose of payment of a daily fee provided that:

- each individual period must be for a minimum of one hour
- no period on a day for which a daily fee is paid is recognised
- aggregated periods must total at least five hours
- preparation for formal meetings is not recognised (unless the chair so specifies)
- eligibility for payment is certified by the chair.

Members of the Audit and Finance Committee are paid a full daily fee in recognition of the reading time associated with committee meetings. Fees and rates of travelling allowance are reviewed and decided by the Remuneration Tribunal. Where the rate of remuneration payable to a member is determined by the Remuneration Tribunal, that member cannot elect to waive the stipend. Current rates for stipends, sitting fees and travelling allowances are set out in Attachment 5.

#### 13.2 Ex gratia payments

Board, committee and advisory assessment panel members who are expected to read/rank grant or other applications will be subject to the extra workload of having to read/study and score all the applications and support materials for assessment meetings. In acknowledgement of this, members are paid an ex gratia payment equivalent to 40 per cent of the sitting fees, in addition to the normal sitting fees as shown at Attachment 4. The following points should be noted:

- the ex gratia payment will only be made in respect of assessment meetings
- No ex gratia payment will be made in respect of policy meetings
- board chairs are not entitled to this ex gratia payment, as they are paid a stipend, both in their capacity as a board chair and Council member.

The ex gratia payment is to be:

- reviewed periodically
- discontinued at the Council's discretion, after regard to its financial capability.

#### 13.3 Assessment fees

Fees and allowances for assessors and working party members are determined by the Australia Council in the light of the Remuneration Tribunal's decisions.

<http://www.remtribunal.gov.au/partTimeOffices/>

## Remuneration

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### 13.4 Taxation

Members of the Council, boards and committees, and assessors or working party members, whether appointed by the Minister as part-time holders of public office or otherwise, are treated as employees of the Council for taxation purposes.<sup>1</sup>

Stipends, sitting fees, assessment fees and readers' fees are subject to the pay-as-you-go (PAYG) provisions of the *Income Tax Assessment Act*. In order that the appropriate rate of tax is deducted, an Employment Declaration Form must be returned to the Human Resources team. This form is forwarded to new members with an induction package at the time of appointment. Failure to return this form or supply a tax file number results in tax being deducted at the highest rate.

### 13.5 Superannuation benefits

To enable the Australia Council to pay the superannuation benefits, the relevant documentation (forwarded with an induction package at the time of appointment) must be completed and returned to the Human Resources team.

### 13.6 Payment enquiries

Any payment enquiries should be firstly directed to the relevant board/division administrator.

### 13.7 Travel

#### 13.7.1 Domestic

Domestic travel on official business must be authorised in advance by the relevant director or executive director. When this occurs, a member will be reimbursed for the normal expenses of travel. Australia Council staff will usually arrange accommodation and tickets in advance for a member's travel by plane through travel agent(s) designated by the Australia Council.

#### 13.7.2 Class of travel

Council members are entitled to travel business class for official purposes. Board chairs are entitled to travel business class for board meetings. All other board members, committee and advisory assessment panel members, consultants, staff, contractors are to fly economy or discounted economy if possible.

#### 13.7.3 Travel allowance

An allowance is paid for travel on Australia Council business based on rates supplied by the Remuneration Tribunal. The daily allowance rate covers meals and incidentals. Payment of the allowance is by Electronic Fund Transfer to a nominated account except where an Australia Council corporate credit card has been authorised.

#### 13.7.4 Hiring a vehicle

If the need arises to hire a vehicle, Australia Council staff will arrange the hire subject to budget constraints and approval by the relevant director/executive director. **Please note:** The Australia Council's insurer, Comcover, only covers the Australia Council staff, member or contractor for whom the car is hired by the Australia Council. Members, staff and contractors are required to provide their own private travel insurance for any partners, family members, friends, etc. that may be travelling in a car hired by the Council.

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<sup>1</sup> TR 2002/21 Income tax: Pay As You Go (PAYG): Withholding from salary, wages, commissions, bonuses or allowances paid to office holders.

## Remuneration

### 13.7.5 Use of a private vehicle

Approval for the use of a private vehicle must be obtained from the relevant executive director/director **prior** to travel taking place. The vehicle allowance paid is based on rates supplied by the Remuneration Tribunal and is assessed by comparing the cost of travel calculated at the applicable rate per kilometre with the cost of travel by other available means of transport (plane/bus/train). The allowance is payable at whichever is the lowest. To comply with Taxation Requirements car allowances must be paid through payroll and reported on the employee's end of financial year payment summaries.

### 13.7.6 Taking personal leave whilst travelling on Council business

For the purposes of this policy personal leave is defined as recreational leave, long services leave (LSL) and leave without pay (LWOP). Any proposal to combine official and personal travel must be clearly noted on the Domestic Travel Claim Form or the Application for International Travel and approved by the delegated officer. The delegated officer is responsible for ensuring that the business travel is for an official purpose and closely associated with the member's work.

A request to take personal leave should be handled in the normal way, including an assessment of the Council/board/committee's workload, and how this will continue to be accommodated in the member's absence.

Any approved personal leave taken whilst on Australia Council business should not incur any additional costs to Australia Council so there is not the risk that Australia Council is seen to be subsidising private travel costs. The taking of personal leave should in no way diminish the performance of the member when carrying out Council duties.

The Australia Council's insurer, Comcover, does not cover any Australia Council member when on personal leave taken with Australia Council business or any partners, family members and friends that may be travelling with the member. As a result members are required to provide their own private travel insurance whenever personal leave is taken with Australia Council business and for any partners, family members and friends that may be travelling with the member or officer. The private travel insurance should take effect from the conclusion of the Australia Council business and the commencement of personal leave. Partners, family members and friends should be covered by private travel insurance for the complete duration of travel.

Should the Australia Council require the travelling member to provide a verbal and/or written report of the business travel by a due date, then the personal leave time would have to taken so as not to impact on that date.

### 13.7.7 Cabcharge™

Cabcharge™ docketts or Taxi eTickets may be issued to members for travel to attend Council/board/committee or advisory assessment panel meetings or to attend other meetings or events on behalf of the Australia Council. When using Cabcharge™ vouchers it is vital that members complete all details on the docket. This is to prevent any fraudulent use occurring after the member has handed over the Cabcharge™ docket and before it has been presented to the Australia Council for payment.

All unused docketts and tickets are to be returned immediately after the meeting or event to the secretariat officer for Australia Council members, or to the relevant administrator for board, committee and advisory assessment panel members. This is a precaution against possible loss and subsequent fraudulent use. Any questions about the using of Cabcharge™ docketts or Taxi eTickets should be referred to the manager of Finance.

### 13.7.8 Overseas travel

Subject to prior approval, funds may be granted directly or indirectly to enable members of the Australia Council or of a board to travel overseas where it is considered that such a visit will

## Remuneration

significantly benefit the work of the Australia Council. Applications for overseas visits shall be approved as follows:

Applicant	Decision makers
Council chair	The Council, subject to notification to the Minister, deputy chair and CEO <b>or</b> deputy chair, subject to report to the Council at next meeting immediately following approval
Council members	Council Chair and CEO, <b>or</b> chair and Deputy Chair, subject to report to the Council at next meeting immediately following approval
CEO	The Council Chair shall approve subject to notifying the Minister
Board or committee members	Chair of Council <b>or</b> CEO, on the recommendation of the relevant board/committee and subject to reporting to the Council at its next meeting

### 13.8 Reimbursement of expenditure

#### 13.8.1 Performance, exhibitions and events

Reimbursement of costs of attendance at performances, exhibitions and events to keep up with developments in the arts may also be made at the discretion of the CEO in the case of council members, or by the relevant director or executive director in the case of the board members.

#### 13.8.2 Childcare costs

Childcare costs of council, board or committee members which are a result of attendance at Council, board or committee meetings will be reimbursed up to a limit of \$110 per day (GST included) in total<sup>2</sup> provided that:

- any request for childcare reimbursement is endorsed by the manager prior to the meeting
- any request for additional extraordinary childcare reimbursements (e.g. travel costs, accommodation costs) above the \$112 per day is approved by the CEO prior to the meeting and when invoices are presented as evidence of costs
- the claim is based on one of the following:
  - an original tax invoice from a registered childcare service provider
  - an invoice from a non-enterprise provider (an individual without a reasonable expectation of profit or gain) together with a 'Statement by a Supplier: Reason for not quoting an Australian Business Number (ABN) to an enterprise'<sup>3</sup>, otherwise withholding tax will be applied at the rate of 48.5 per cent
  - evidence of special costs incurred by the member in providing childcare (e.g. travel costs for a child and an accompanying related party to enable a child to be near the location of a meeting). The Council will assess each case on its merits and reserves the right to disallow claims deemed to be inappropriate. A detailed breakdown of expenses with support documentation is to be provided.

<sup>2</sup> This limit applies regardless of the number of children in childcare or the number of carers involved.

<sup>3</sup> Tax Ruling TR 2002/9, paragraph 44.

## Remuneration

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**Budget:** Reimbursement of childcare costs is subject to the availability of funds within the budget allocation to which charge is to be made.

**Taxation:** Reimbursement of childcare expenses is subject to Fringe Benefits Tax at the rate of 2.1292 per cent. As a reportable fringe benefit, reimbursements for childcare costs are liable to be reported on payment statements. Where the total amount of reportable fringe benefits exceeds \$1000, the grossed up value of these benefits is reportable. The gross-up rate for reporting of fringe benefits on payments statements is 1.9417 per cent. For the Council to claim input tax credits associated with reimbursement of childcare costs, original tax invoices must be provided.

For further information and guidelines about reimbursement of childcare costs, contact the manager of Finance and Services, Corporate Resources.

### *13.8.3 Other expenditure*

Other expenditure incurred on behalf of the Council or boards (e.g. telephone calls) may be reimbursed, but only if authorised by the CEO or the executive director of Corporate Resources. Generally, advance notice is required.

### **13.9 Payment method**

Income payments (stipends, sitting fees and assessment fees) and reimbursement of expenditure and travel allowances are generally made by electronic funds transfer (EFT). All new members are required to complete the payment authorisation forwarded with an induction package at the time of appointment and return it to the Council Secretariat.

# ATTACHMENT 1

## AUSTRALIA COUNCIL ACT 1975

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### **Notes**

An Act to establish a Council for Purposes connected with the Promotion of the Arts, and to make Provision for related Matters.

## **Part I—Preliminary**

### *1 Short title [see Note 1]*

This Act may be cited as the *Australia Council Act 1975*.

### *2 Commencement [see Note 1]*

This Act shall come into operation on the day on which it receives the Royal Assent.

### *3 Interpretation*

In this Act, unless the contrary intention appears:

- **arts** includes creative and interpretative expression through theatre, literature, music, visual arts, film and crafts.
- **Board** means a Board established under this Act and includes a coordinating Board.
- **Committee** means a Committee appointed under section 17A.
- **community interest representative** means a person who:
  - a) in the Minister's opinion, understands the interests of the general community in relation to the arts; and
  - b) is not a professional artist.
- **Council** means the Council established by this Act.
- **General Manager** means the General Manager of the Council appointed under section 19A.
- **professional artist** means a person who practises one or more of the arts as a profession.

## **Part II—Establishment, functions and powers of the Council**

### *4 Establishment of Council*

There is established by this Act a Council by the name of the Australia Council.

### *5 Functions of Council*

The functions of the Council are:

- (a) to formulate and carry out policies designed:
  - (i) to promote excellence in the arts;
  - (ii) to provide, and encourage the provision of, opportunities for persons to practise the arts;
  - (iii) to promote the appreciation, understanding and enjoyment of the arts;
  - (iv) to promote the general application of the arts in the community;
  - (v) to foster the expression of a national identity by means of the arts;
  - (vi) to uphold and promote the right of persons to freedom in the practice of the arts;

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- (vii) to promote the knowledge and appreciation of Australian arts by persons in other countries;
- (viii) to promote incentives for, and recognition of, achievement in the practice of the arts; and
- (ix) to encourage the support of the arts by the States, local governing bodies and other persons and organizations;
- (c) to furnish advice to the Government of the Commonwealth, either of its own motion or upon request made to it by the Minister, on matters connected with the promotion of the arts or otherwise relating to the performance of its functions; and
- (d) to do anything incidental or conducive to the performance of any of the foregoing functions.

#### *6 Powers of Council*

- (1) Subject to this Act, the Council has power to do all things that are necessary or convenient to be done for or in connexion with the performance of its functions and, in particular, has power:
  - (a) to enter into contracts;
  - (b) to erect buildings;
  - (c) to occupy, use and control any land or building owned or held under lease by Australia and made available for the purposes of the Council;
  - (d) to acquire, hold and dispose of real or personal property;
  - (e) to accept gifts, devises and bequests made to the Council, whether on trust or otherwise, and to act as trustee of moneys or other property vested in the Council upon trust;
  - (f) to make grants or loans of money, and to provide scholarships or other benefits, on such conditions as it thinks fit;
  - (g) to cooperate with the States and local governing bodies and with other persons and organisations concerned with the arts; and
  - (h) to do anything incidental to any of its powers.
- (2) Notwithstanding anything contained in this Act, any moneys or property vested in the Council upon trust shall be dealt with in accordance with the powers and duties of the Council as trustee.
- (3) The Council may perform its functions and exercise its powers outside Australia for the benefit of Australia or Australians.

#### *6A Matters to be taken into account by Council*

The Council must, in the performance of its functions and the exercise of its powers, have regard to:

- (a) the policies of the Commonwealth Government in relation to the arts;
- (b) the policies of State Governments, and of local governing bodies, in relation to the arts, so far as it is practicable to do so; and
- (c) such other matters, if any, as the Minister specifies by notice in writing to the Chairperson.

#### *6B Directions by Minister*

- (1) Where the Minister is satisfied that it is desirable in the public interest to do so, the Minister may, by notice in writing to the Chairperson, give directions to the Council with respect to the performance of its functions or the exercise of its powers.
- (2) The Council must comply with a direction under subsection (1).
- (3) The Minister must cause a copy of each direction to be laid before each House of the Parliament within 21 sitting days of the House after the direction is given.
- (4) Nothing in this section authorises the Minister to give a direction to the Council in relation to the making of a decision by the Council in a particular case, being a decision relating to the making of a grant, the lending of money or the provision of a scholarship or other benefit.

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#### 7 Delegation

- (1) Subject to any direction of the Minister, the Council may, either generally or as otherwise provided by the instrument of delegation, by writing under its common seal, delegate any of its functions and any of its powers under this Act (other than this power of delegation or the power to appoint Committees) to:
  - (a) a Board;
  - (b) the Chairperson of the Council;
  - (c) the Deputy Chairperson of the Council;
  - (d) a Committee;
  - (e) the General Manager; or
  - (f) an officer or employee appointed or engaged, as the case may be, under section 41.
- (2) Where the Council delegates a function or power to a Committee, the Council shall from time to time give such general directions to the Committee with respect to the performance of the function or the exercise of the power as the Council thinks necessary to ensure the carrying out of the policies of the Council, and the Committee shall comply with those directions.
- (3) A function or power delegated under this section, when performed or exercised by the delegate, shall, for the purposes of this Act, be deemed to have been performed or exercised by the Council.
- (4) A delegation under this section does not prevent the performance of a function or the exercise of a power by the Council.

#### Part III—Constitution and meetings of the Council

#### 8 Incorporation of Council

- (1) The Council:
  - (a) is a body corporate, with perpetual succession;
  - (b) shall have a common seal; and
  - (c) may sue and be sued in its corporate name.

Note: The *Commonwealth Authorities and Companies Act 1997* applies to the Council. That Act deals with matters relating to Commonwealth authorities, including reporting and accountability, banking and investment, and conduct of officers.
- (2) All courts, judges and persons acting judicially shall take judicial notice of the common seal of the Council affixed to a document and assume that it was duly affixed.

#### 9 Membership of Council

- (1) The number of members of the Council shall be not less than 10 nor more than 14.
  - (2) Subject to subsection (4B), the Council shall consist of:
    - (a) the Chairperson;
    - (b) the Chairperson of each Board;
    - (e) subject to subsections (1) and (4), such number of persons who practise or have practised the arts or are otherwise associated with the arts as the Minister thinks fit; and
    - (f) subject to subsections (1) and (3B), such number of community interest representatives as the Minister thinks fit.
  - (2A) The members of the Council, other than the Chairperson and the members referred to in paragraph (2)(b), are to be appointed by the Minister.
  - (3) The Chairperson is to be appointed by the Governor-General.
  - (3A) Subject to subsection (4A), the members of the Council hold office on a part-time basis.
  - (3B) At least one of the members of the Council must be a community interest representative.
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- (4) In appointing members of the Council referred to in paragraph (2)(e), the Minister shall endeavour to ensure that:
  - (a) a majority of the members holding office pursuant to that paragraph are persons who practise or have practised the arts; and
  - (b) the membership of the Council includes a reasonable balance of persons who practise or have practised the various arts.
- (4A) The Chairperson may be appointed either as a full-time member or as a part-time member.
- (4B) In the event that the Chairperson is a part-time member, the person from time to time holding, or performing the duties of, the office of General Manager is, *ex officio*, a member of the Council.
- (5) The performance of the functions or the exercise of the powers of the Council is not affected by reason only of:
  - (a) there being a vacancy or vacancies in the membership of the Council; or
  - (b) the number of members of the Council falling below 10 for a period of not more than 6 months.

#### 10 Deputy Chairperson

- (1) The Minister may appoint a member of the Council, other than the Chairperson or the General Manager, to be the Deputy Chairperson of the Council.
- (2) A person appointed under this section holds office as Deputy Chairperson until the expiration of the person's period of appointment as a member or until the person sooner ceases to be a member.
- (3) Where a member appointed as Deputy Chairperson is, upon ceasing to be Deputy Chairperson by virtue of the expiration of the period of his or her appointment as a member, re-appointed as a member, he or she is eligible for re-appointment as Deputy Chairperson.
- (4) The Deputy Chairperson may resign the office of Deputy Chairperson by writing signed and delivered to the Minister.

#### 11 Term of office

- (1) Subject to this Act, a member of the Council appointed under paragraph 9(2)(a), (e) or (f) holds office for such period, not exceeding 4 years, as is specified in the instrument of appointment, but is eligible for re-appointment.
- (2) A person shall not hold office under one or more of the provisions referred to in subsection (1) for a continuous period exceeding 6 years.
- (3) A person who has held office under one or more of the provisions referred to in subsection (1) for a continuous period of 6 years is not eligible to be again appointed under any of those provisions for a term of office commencing within 2 years after the expiration of that period.
- (4) For the purposes of the application of subsection (3) in relation to the eligibility of a person for appointment or re-appointment as the Chairperson of the Council, any period of service by that person as a member of the Council otherwise than as Chairperson shall be disregarded.
- (4B) A member of the Council holding office under paragraph 9(2)(b) holds office until he or she ceases to be the Chairperson of the relevant Board.

#### 12 Leave of absence

- (1) A full-time Chairperson has such recreation leave entitlements as are determined by the Remuneration Tribunal.
- (2) The Minister may grant a full-time Chairperson leave of absence, other than recreation leave, on such terms and conditions as to remuneration or otherwise as the Minister determines.

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#### 13 Resignation

- (1) The Chairperson may resign by giving a written notice of resignation to the Governor-General.
- (2) Any other member of the Council (other than a member referred to in paragraph 9(2)(b)) may resign by giving a written notice of resignation to the Minister.

#### 14 Termination of appointment

- (1) The appropriate authority may terminate the appointment of a member of the Council by reason of misbehaviour or physical or mental incapacity.
- (2) If:
  - (a) a member of the Council:
    - (i) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
    - (ii) fails without reasonable excuse to comply with his or her obligations under section 27F or 27J of the Commonwealth Authorities and Companies Act 1997;
  - (b) a full-time Chairperson of the Council:
    - (i) engages, without the consent of the Minister, in any paid employment outside the duties of his or her office; or
    - (ii) is absent from duty, except on leave of absence, for 14 consecutive days or for 28 days in any period of 12 months; or
  - (c) a part-time member of the Council is, except with the permission of the Council, absent from 3 consecutive meetings of the Council;

the appropriate authority shall terminate the appointment of that member.

- (2A) The Governor-General is the appropriate authority in the case of the Chairperson.
- (2B) The Minister is the appropriate authority in the case of any other member of the Council.
- (3) In this section:

**member of the Council** does not include:

  - (a) a member referred to in paragraph 9(2)(b); or
  - (b) the General Manager.

#### 15 Acting Chairperson

- (1) Subject to subsection (2), the Minister may appoint a person (who may be a member of the Council) to act as Chairperson of the Council during a vacancy in the office of Chairperson.
  - (2) A person appointed under subsection (1) to act as Chairperson shall not continue so to act for more than 12 months.
  - (3) During any period when there is neither a Chairperson nor a person appointed under subsection (1) or when the Chairperson or the person appointed under subsection (1) is absent from duty or from Australia or is, for any reason, unable to perform the functions of the office of Chairperson:
    - (a) the Deputy Chairperson shall act as Chairperson; or
    - (b) if there is no Deputy Chairperson or the Deputy Chairperson is not available to act as Chairperson, the Minister may appoint a member of the Council to act as Chairperson, but any such appointment ceases to have effect when the circumstances giving rise to that appointment cease.
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- (4) The Minister may:
  - (a) determine the terms and conditions of appointment, including remuneration and allowances, of a person appointed under this section; and
  - (b) at any time terminate such an appointment.
- (5) The appointment of a person under this section ceases to have effect if the person resigns the appointment by writing signed by the person and delivered to the Minister.
- (6) At any time when a person is acting as Chairperson in accordance with this section, the person has, and may exercise, all the powers and shall perform all the functions of the Chairperson and, if the person is not a member of the Council, shall be deemed to be a member of the Council for the purposes of subsections 17(4) and (7) of this Act and sections 27F to 27L of the *Commonwealth Authorities and Companies Act 1997*.
- (7) The validity of anything done by a person acting as Chairperson in accordance with this section shall not be called in question on the grounds that the occasion for the person's appointment had not arisen or that the appointment had ceased to have effect.

#### 16 Deputies

- (1) A member of the Council, being the Chairperson of a Board, may, with the approval of the Minister, appoint a member of the board to be his or her deputy.
- (3) A member of the Council referred to in subsection (1) may revoke the appointment of a person as his or her deputy, but the revocation is not effective until the member has given notice of it by writing signed by the member and delivered to the Minister.
- (4) The deputy of a member is entitled, in the event of the absence of the member from a meeting of the Council, to attend that meeting and, when so attending, shall be deemed to be the member of whom he or she is the deputy.
- (5) A person appointed under this section, other than a person appointed or engaged under the *Public Service Act 1999* or an officer or member of an authority of Australia, shall be paid such remuneration and allowances as are determined by the Minister.

#### 17 Meetings

- (1) The Council shall hold such meetings as are necessary for the performance of its functions.
- (2) The meetings shall be convened by the Chairperson.
- (3) Where the Minister requests the Chairperson to do so, the Chairperson shall forthwith convene a meeting.
- (4) At a meeting a quorum is constituted by a majority of the members of the Council for the time being holding office.
- (5) The Chairperson shall preside at all meetings at which he or she is present.
- (6) If the Chairperson is not present at a meeting, the members present shall elect one of their number to preside at the meeting.
- (7) Questions arising at a meeting shall be determined by a majority of the votes of the members present and voting.
- (8) The person presiding at a meeting has a deliberative vote and, in the event of an equality of votes, also has a casting vote.
- (9) In relation to a time when a person is acting as Chairperson, references in this section to the Chairperson shall be read as references to that person.
- (10) If the Council so determines, a member of the Council may participate in, and form part of a quorum at, a meeting of the Council by means of any of the following methods of communication:
  - (a) telephone;
  - (b) closed circuit television;
  - (c) another method of communication determined by the Council.
- (11) A determination of the Council under subsection (10) may be made in respect of a particular meeting, or in respect of all meetings, of the Council.
- (12) A member of the Council who participates in a meeting as provided by subsection (10) is taken for the purposes of this Part to be present at the meeting.

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- (13) If the Council so determines, a resolution must be taken to have been passed at a meeting of the Council if, without meeting, a majority of the number of members who would, if present at a meeting of the Council and entitled to vote on the resolution at that meeting, have constituted a quorum of the Council indicate agreement with the resolution in accordance with the method determined by the Council.

#### *17A Committees*

- (1) The Council may appoint Committees to assist the Council in the performance of its functions or the exercise of its powers.
- (2) The Council may appoint Committees to assist a Board in the performance of the Board's functions or the exercise of the Board's powers.
- (3) A Committee consists of such persons as the Council thinks fit.
- (4) The Council may from time to time give directions to a Committee that has been appointed to assist a Board in relation to the assistance to be given to the Board.
- (5) A Board may from time to time give directions to a Committee that has been appointed to assist it in relation to the assistance to be given to the Board.
- (6) Where inconsistent directions are given to a Committee by the Council and a Board in relation to a particular matter, the Committee must act in accordance with the directions of the Council.
- (7) If a Committee so determines, a member of the Committee may participate in, and form part of a quorum at, a meeting of the Committee by means of any of the following methods of communication:
- (a) telephone;
  - (b) closed circuit television;
  - (c) another method of communication determined by the Committee.
- (8) A determination by a Committee under subsection (7) may be made in respect of a particular meeting, or in respect of all meetings, of the Committee.
- (9) If a Committee so determines, a resolution must be taken to have been passed at a meeting of the Committee if, without meeting, a majority of the number of members who would, if present at a meeting of the Committee and entitled to vote on the resolution at that meeting, have constituted a quorum of the Committee indicate agreement with the resolution in accordance with the method determined by the Committee.

#### **Part IIIA—The General Manager of the Council**

##### *19A General Manager*

- (1) There shall be a General Manager of the Council who shall be appointed by the Minister.
- (2) The General Manager shall, subject to and in accordance with the directions of the Council, conduct the affairs of the Council.
- (3) The General Manager holds office on such terms and conditions (if any), in respect of matters not provided for by this Act, as are determined by the Minister.

##### *19B Period of appointment of General Manager*

- (1) The General Manager shall be appointed for such period not exceeding 7 years, as is specified in the instrument of appointment, but is eligible for re-appointment.

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#### *19C Leave of absence*

- (1) The General Manager has such recreation leave entitlements as are determined by the Remuneration Tribunal.
- (2) The Council may grant to the General Manager leave of absence, other than recreation leave, on such terms and conditions as to remuneration or otherwise as the Council determines.

#### *19D Resignation of General Manager*

The General Manager may resign the office of General Manager by writing signed by the General Manager and delivered to the Minister, but the resignation does not have effect until accepted by the Minister.

#### *19E Acting General Manager*

- (1) The Minister may appoint a person to act as General Manager:
  - (a) during a vacancy in the office of General Manager, whether or not an appointment has previously been made to the office; or
  - (b) during any period, or during all periods, when the General Manager is absent from duty or from Australia or is, for any other reason, unable to perform the duties of the office of General Manager;

but a person appointed to act during a vacancy shall not continue so to act for more than 12 months.

- (2) The Minister may:
  - (a) determine the terms and conditions of appointment, including remuneration and allowances, of an acting General Manager; and
  - (b) at any time terminate such an appointment.
- (3) Where a person is acting as General Manager in accordance with paragraph (1)(b) and the office of General Manager becomes vacant while that person is so acting, that person may continue so to act until the Minister otherwise directs, the vacancy is filled, or a period of 12 months from the date on which the vacancy occurred expires, whichever first happens.
- (4) The appointment of an acting General Manager ceases to have effect if the person resigns the appointment by writing signed by the person and delivered to the Minister.
- (5) At any time when a person is acting as General Manager in accordance with this section, the person has, and may exercise, all the powers and shall perform all the functions of the General Manager.
- (6) The validity of anything done by a person appointed under this section shall not be called in question on the ground that the occasion for the person's appointment had not arisen or that the appointment had ceased to have effect.

#### *19F Termination of office*

- (1) The Minister may terminate the appointment of the General Manager for misbehaviour or physical or mental incapacity.
- (2) If the General Manager:
  - (a) engages in paid employment outside the duties of the office of General Manager without the approval of the Minister;
  - (b) is absent from duty, except on leave of absence, for 14 consecutive days or for 28 days in any 12 months;
  - (c) is absent, except on leave granted by the Council or with the approval of the Council, from 3 consecutive meetings of the Council;

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- (d) becomes bankrupt or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
  - (e) fails without reasonable excuse to comply with his or her obligations under section 27F or 27J of the Commonwealth Authorities and Companies Act 1997;
- the Minister shall terminate the appointment of the General Manager.

#### Part IV—Boards

##### 20 Establishment of Boards

- (1) For the purposes of this Act, the Minister may, by notice published in the *Gazette*, establish:
  - (a) a single coordinating Board; and
  - (b) such number of other Boards as he or she thinks fit;and name those Boards as he or she thinks fit.
- (2) The Minister may, by notice published in the *Gazette*, revoke the notice under subsection (1) by which a Board was established.
- (3) A notice under subsection (2) shall take effect on a date specified in the notice, not being a date earlier than the date of publication of the notice.
- (4) Where a notice under subsection (2) is published in the *Gazette*, then, on the day on which the notice takes effect:
  - (a) the Board to which the notice relates ceases to exist; and
  - (b) the members of the Board cease to hold office as such members.

##### 21 Functions and powers of Boards

- (1) A Board shall make such inquiries, and furnish to the Council such reports, in connection with any matter referred to it by the Council as the Council directs.
- (2) A Board shall also have such functions and powers as are delegated to it under section 7.
- (3) The Council may, by writing under its common seal, give directions to a Board with respect to the exercise of its powers or the performance of its functions under subsection (1) or (2), including a direction requiring a Board to act, or refrain from acting, as specified in the direction with respect to a particular matter specified in the direction.

##### 22 Membership of Boards

- (1) The coordinating Board must consist of a Chairperson and not fewer than 4, nor more than 12, other members.
- (2) A Board, other than the coordinating Board, must consist of a Chairperson and not fewer than 4, nor more than 8, other members.
- (2A) Subject to this section, the membership of the coordinating Board must comprise:
  - (a) such number as the Minister thinks fit of persons who practise or have practised the arts or are otherwise associated with the arts; and
  - (b) such number as the Minister thinks fit of community interest representatives.
- (3) A majority of the members of a Board for the time being shall be persons who practise the arts or are otherwise associated with the arts.
- (3A) At least one of the members of each Board must be a community interest representative.
- (3B) A member of the Council, or of a Board established under paragraph 20(1)(b), may be appointed as a member of the coordinating Board.
- (4) The members of a Board shall be appointed by the Minister, and shall be part-time members.

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- (5) A Board shall from time to time publicly advertise, in such manner as it determines, for persons who wish to be appointed as members of the Board to submit their names for consideration, and shall at all times maintain a list of names so submitted.
- (6) In selecting persons to be appointed as members of a Board, the Minister must give consideration to:
  - (a) any recommendations made by the Council;
  - (b) the list of names maintained by the Board; and
  - (c) any recommendations from that list made by the Board.
- (7) Paragraphs (6)(b) and (c) do not apply in relation to the first appointment after the establishment of a Board of the minimum number of members required by subsection (1) or (2), as the case may be.
- (8) The performance of the functions or the exercise of the powers of a Board is not affected by reason only of:
  - (a) there being a vacancy in the office of Chairperson of the Board; or
  - (b) the number of members of the Board falling below the minimum number required by subsection (1) or (2), as the case may be, for a period of not more than 6 months.

#### 23 Term of office

- (1) Subject to this Act, a member of a Board holds office for such period, not exceeding 4 years, as the Minister specifies in the instrument of appointment, but is eligible for re-appointment.
- (2) A member of a Board shall not hold office as a member of that Board for a continuous period exceeding 6 years.
- (3) A member of a Board who has held office as a member of that Board for a continuous period of 6 years is not eligible for re-appointment for a term of office commencing within 2 years after the expiration of that period.
- (4) For the purposes of the application of subsection (3) in relation to the eligibility of a person for appointment or re-appointment as the Chairperson of a Board, any period of service by that person as a member of that Board otherwise than as Chairperson shall be disregarded.

#### 26 Resignation

A member of a Board may resign the office of a member by writing signed by the member and delivered to the Minister.

#### 27 Termination of office

- (1) The Minister may remove a member of a Board from office:
  - (a) for misbehaviour or physical or mental incapacity;
  - (b) if the member is absent, without the approval of the Board, from 3 consecutive meetings of the Board; or
  - (c) where the member of the Board is the Chairperson of the Board—if the member is absent, without the approval of the Council, from 3 consecutive meetings of the Council.
- (2) If a member of a Board fails without reasonable excuse to comply with section 31 of this Act or with section 27F or 27J of the *Commonwealth Authorities and Companies Act 1997*, the Minister shall terminate the appointment of the member.

#### 28 Acting Chairperson

- (1) The Minister may appoint a person to act as Chairperson of a Board:
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- (a) during a vacancy in the office of Chairperson, whether or not an appointment has previously been made to the office; or
  - (b) during any period, or during all periods, when the Chairperson is absent from duty or from Australia or, for any reason, unable to perform the functions of the office of Chairperson;
- but a person appointed to act during a vacancy shall not continue so to act for more than 12 months.
- (2) The Minister may:
    - (a) determine the terms and conditions of appointment, including remuneration and allowances, of an Acting Chairperson; and
    - (b) at any time terminate such an appointment.
  - (3) Where a person is acting as Chairperson in accordance with paragraph (1)(b) and the office of Chairperson becomes vacant while that person is so acting, that person may continue so to act until the Minister otherwise directs, the vacancy is filled or a period of 12 months from the date on which the vacancy occurred expires, whichever first happens.
  - (4) The appointment of an acting Chairperson ceases to have effect if the person resigns the appointment by writing signed by the person and delivered to the Minister.
  - (5) At any time when a person is acting as Chairperson of a Board:
    - (a) the person has, and may exercise, all the powers and shall perform all the functions of the Chairperson;
    - (b) if the person is not a member of that Board, the person shall be deemed to be a member of that Board for the purposes of subsections 29(4) and (7) and section 31; and
    - (c) if the Chairperson is a member of the Council by virtue of an appointment under paragraph 9(2)(b)—the person acting as Chairperson shall be deemed to be such a member.
  - (6) The validity of anything done by the Acting Chairperson shall not be called in question on the grounds that the occasion for the person's appointment had not arisen or that the appointment had ceased to have effect.

#### 29 Meetings

- (1) A Board shall hold such meetings as are necessary for the performance of its functions.
- (2) The meetings of a Board shall be convened by the Chairperson of the Board.
- (3) Where the Council requests the Chairperson of a Board to do so, the Chairperson shall forthwith convene a meeting of the Board.
- (4) At a meeting of a Board a quorum is constituted by a majority of the members of the Board for the time being holding office.
- (5) The Chairperson of a Board shall preside at all meetings of the Board at which he or she is present.
- (6) If the Chairperson of a Board is not present at a meeting of the Board, the members present shall elect one of their number to preside at the meeting.
- (7) Questions arising at a meeting of a Board shall be determined by a majority of the votes of the members present and voting.
- (8) The person presiding at a meeting of a Board has a deliberative vote and, in the event of an equality of votes, also has a casting vote.
- (9) In relation to a time when a person is acting as Chairperson of a Board, references in this section to the Chairperson of that Board shall be read as references to that person.

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- (10) If a Board so determines, a member of the Board may participate in, and form part of a quorum at, a meeting of the Board by means of any of the following methods of communication:
  - (a) telephone;
  - (b) closed circuit television;
  - (c) another method of communication determined by the Board.
- (11) A determination by a Board under subsection (10) may be made in respect of a particular meeting, or in respect of all meetings, of the Board.
- (12) A member of a Board who participates in a meeting as provided by subsection (10) is taken for the purposes of this Part to be present at the meeting.
- (13) If a Board so determines, a resolution must be taken to have been passed at a meeting of the Board if, without meeting, a majority of the number of members who would, if present at a meeting of the Board and entitled to vote on the resolution at that meeting, have constituted a quorum of the Board indicate agreement with the resolution in accordance with the method determined by the Board.

#### *31 Disclosure of interest*

- (1) A member of a Board who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Board shall, as soon as possible after the relevant facts have come to his or her knowledge, disclose the nature of the interest at a meeting of the Board.
- (2) A disclosure under subsection (1) shall be recorded in the minutes of the meeting of the Board and the member shall not:
  - (a) be present during any deliberation of the Board with respect to that matter; or
  - (b) take part in any decision of the Board with respect to that matter.

#### *31A Delegation*

The Minister may, in writing, delegate any of the Minister's powers or functions under subsection 22(4) or subsection 27(1) or (2) to the Council.

### **Part V—Finance**

#### *32 Moneys payable to Council*

- (1) There are payable to the Council such moneys as are appropriated by the Parliament for the purposes of the Council.
- (2) The Minister for Finance may give directions as to the amounts in which, and the times at which, moneys referred to in subsection (1) are to be paid to the Council.

#### *33 Application of moneys*

- (1) The moneys of the Council shall be applied only:
  - (a) in payment of amounts properly payable in the performance of its functions; and
  - (b) in payment of any remuneration and allowances payable to members of the Council or of a Board.
- (1A) Subsection (1) does not prevent investment of surplus money of the Council under section 18 of the *Commonwealth Authorities and Companies Act 1997*.
- (2) Notwithstanding anything contained in this Act, where a gift or bequest made to the Council is subject to conditions in relation to the purposes for which it is to be applied, the moneys paid to the Council as a result of the gift or bequest, and any income derived from the investment of those moneys, may be applied for those purposes and subject to those conditions, but not otherwise.

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#### 34 *Contracts and borrowing*

- (1) The Council shall not, without the approval of the Minister:
  - (a) enter into a contract involving the payment or receipt of an amount exceeding \$250,000; or
  - (b) enter into a lease of land for a period exceeding 10 years.
- (2) In subsection (1), 'contract' does not include a contract entered into by the Council in the course of the exercise of its powers under paragraph 6(1)(f).
- (2A) Paragraph (1)(a) does not apply to the investment of money by the Council under section 18 of the *Commonwealth Authorities and Companies Act 1997*.
- (3) The Council shall not borrow moneys from any person.

#### 36A *Investment*

- (1) The Council may invest moneys in the course of the direct performance of its functions. The Council may also invest surplus money under section 18 of the *Commonwealth Authorities and Companies Act 1997*.
- (3) The Council shall not invest moneys otherwise than as mentioned in subsection (1).

#### 38 *Extra reporting requirements*

- (1) The annual report on the Council under section 9 of the *Commonwealth Authorities and Companies Act 1997* must also include:
  - (a) particulars of all matters specified by the Minister under paragraph 6A(c) during the year to which the report relates; and
  - (b) the text of all directions under sections 6B and 7 during the year to which the report relates.
- (2) The Minister must cause any report or financial statements given by the members of the Council to the Minister under paragraph 16(1)(b) of the *Commonwealth Authorities and Companies Act 1997* to be tabled in each House of the Parliament as soon as practicable.

#### 40 *Taxation*

The Council is not subject to taxation under any law of Australia or of a State or Territory.

### Part VI—Miscellaneous

#### 41 *Staff*

- (1) The Council may appoint such officers or engage such employees as it thinks necessary for the purposes of this Act.
- (2) The terms and conditions of service or employment of persons so appointed or engaged (in respect of matters not provided for by this Act) shall be as determined from time to time by the Council.

#### 41AA *Remuneration for person holding more than one office*

- (1) Where a person (other than the General Manager) holds more than one specified office, that person is entitled to remuneration in respect of each of those offices.
- (2) In this section:  
**specified office** means:
  - (a) the office of a member of the Council; or
  - (b) the office of a member of a Board.

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#### 41A *Remuneration*

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- (1) A person to whom this section applies shall be paid such remuneration as is determined by the Remuneration Tribunal, but, if no determination of that remuneration by the Tribunal is in operation, the person shall be paid such remuneration as is prescribed.
- (2) A person to whom this section applies shall be paid such allowances as are prescribed.
- (3) This section has effect subject to the *Remuneration Tribunal Act 1973*.
- (4) In this section, **person to whom this section applies** means:
  - (a) a member of the Council;
  - (b) a member of a Board;
  - (c) a member of a Committee; or
  - (d) the General Manager.

#### 44 Regulations

- (1) The Governor-General may make regulations, not inconsistent with this Act, prescribing all matters that are required or permitted by this Act to be prescribed or are necessary or convenient to be prescribed for carrying out or giving effect to this Act.

## ATTACHMENT 2

### Code of Conduct for Council, board and committee members

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The Code sets out the standards of personal and professional conduct required of Council, board and committee members. The standards embrace the values of the Australia Council that provide for:

- **Collaboration** We work together to realise our shared goals.
- **Respect** We treat each other with openness and honesty in a workplace where everyone's contribution is acknowledged.
- **Integrity** We are accountable and ethical in our work.
- **Service** We pride ourselves on the pursuit of excellence in everything we do.
- **Diversity** We embrace all forms of cultural, community and individual difference.
- **Leadership** We support decisive action and initiative based on sound judgement.

Council members, board and committee members have an obligation to accept and abide by this Code of Conduct in spirit as well as by the letter of the law, and must at all times:

- behave honestly and with integrity;
- understand and uphold the values and objectives of the Australia Council;
- be familiar with the *Australia Council Act 1975*, its policies and procedures, and the duties of directors as defined in the relevant legislation including the *Commonwealth Authorities and Companies Act 1997*;
- prepare for, attend, and participate actively in Council, board or committee meetings when required, and make decisions in a timely, fair and efficient manner;
- act with care and diligence and ensure decisions are based on the best information available;
- respect the confidentiality of information that comes to them in the course of their duties;
- maintain good relations with other government agencies and have regard to the interests of stakeholders;
- report immediately any personal conflicts of interest or serious breaches of the law to the Chair;
- conduct themselves with regard to the reputation, purpose, objectives and interests of the Australia Council;
- always act and make decisions free from discrimination and with respect to the diversity of the community;
- perform their duties diligently, conscientiously, and without favour to themselves or another person;
- not allow their judgment or conduct to be influenced or compromised by considerations other than the best interests of the Australia Council as a whole;
- not make improper use of inside information or their duties, power or authority in order to gain, or seek to gain, a benefit for themselves or another person; and
- treat everyone with respect and courtesy and without harassment of any kind.

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### AUSTRALIA COUNCIL POLICIES

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#### **Creative communities**

The Australia Council creative communities' strategy develops and sustains a wide range of partnerships to support culturally vibrant communities through engagement with, and participation in, the arts. It will enhance a whole-of-government approach across the Australia Council to achieve significant outcomes for the arts and community building. It aims to:

- increase individual and community access to, and direct participation in, arts and cultural expression and activities; and
- enhance recognition and understanding of the key role of the arts in cultural, social and economic development.

#### *Current initiatives*

- Community partnerships grants and investment programs, worth approximately \$5 million per year
- Completing implementation of [creative communities report](#) recommendations.

#### **Disability and the arts**

The Australia Council disability and the arts strategy (2008-10) ensures that all Australians with a disability are given the opportunity to engage fully with our programs and services. We aim to support more initiatives that provide opportunities for artists, participants and audiences with disabilities to engage in Australia's arts and cultural life.

The disability and the arts strategy aims to:

- Increase access to, and competitiveness of, artists with a disability to Australia Council funding; and
- Undertake initiatives to increase the opportunities for people with disabilities to directly participate in, and be audiences at, arts and cultural events.

#### *Current initiatives*

Implementing the Australia Council's disability action plan

#### *Emerging issues*

- A national arts and disability strategy is being considered by Cultural Ministers Council and this may impact future directions and initiatives undertaken by the Australia Council.
- The possibility of a targeted initiative to provide first step funding assistance to artists and arts-workers with a disability, with the aim to increase their competitiveness in applying Australia Council programs.

#### **Education and the arts**

##### *Education and the arts: research overview*

The Australia Council's 'Education and the Arts Strategy 2009 – 2012' aims to make quality arts education available to all Australian students. The Australia Council education and the arts strategy ensures the arts are seen as an integral part of our life-long learning and that it becomes a core element of the school curriculum. The strategy intersects with the Australia Council's [Cultural Engagement Framework](#) to provide opportunity for authentic engagement across all arts practices throughout life.

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### AUSTRALIA COUNCIL POLICIES

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The Australia Council recognises the dual nature of arts education. Together, education in the arts and education through the arts can deliver the benefits of creative practice for all Australian students. Universal provision of active and engaged arts education for all Australian students can occur by considering and implementing both modes equally.

The Education and the Arts Strategy 2009 – 2012 has four key activities. These are:

1. Strengthen the relationships between state/territory arts and education jurisdictions and the Australia Council.
2. Pursue a position of leadership through influencing the policy directions of key education and the arts organisations.
3. Promote, recognise and publish Australian best-practice examples of education and the arts.
4. Design and develop a research program around education and the arts.

#### **National Aboriginal and Torres Strait Islander Arts policy**

The National Aboriginal and Torres Strait Islander Arts Policy is a blueprint for the implementation of vital policy and programs promoting the artistic and cultural expression of Aboriginal and Torres Strait Islander people in this country.

The Australia Council has a long history of supporting Aboriginal and Torres Strait Islander arts and culture and consults widely on developing new policies and appropriate programs of assistance. The Australia Council is regarded as the primary funding agency for Aboriginal and Torres Strait Islander arts.

As the Australian Government's major arts funding and advisory body, the Australia Council supports cultural diversity and inter-cultural activity through policies which reflect the goals and aspirations outlined in its Corporate Plan. These include the National Aboriginal and Torres Strait Islander Arts Policy and Arts for a Multicultural Australia.

The Australia Council for the Arts is committed to reconciliation because it will strengthen our society by increasing mutual respect and understanding between Indigenous and non-Indigenous Australians. We believe that the arts play a key role in addressing challenges concerning identity, expression, mutual understanding and a sense of belonging.

The reconciliation action plan can be found at

[http://www.australiacouncil.gov.au/about\\_us/strategies\\_and\\_policies/cultural\\_engagement\\_framework/reconciliation\\_action\\_plan](http://www.australiacouncil.gov.au/about_us/strategies_and_policies/cultural_engagement_framework/reconciliation_action_plan)

#### **Regional arts**

The Australia Council regional arts strategy ensures that artists and communities in regional and rural Australia are able to effectively and equitably participate in Australia's arts and cultural development. **The regional arts strategy aims to:**

- Ensure that artists and communities in regional and rural areas have access to programs and initiatives; and
- Ensure that benefits of arts and culture in community strengthening and building are acknowledged and supported.

#### *Current initiatives*

The \$320,000 per year Regional Arts Australia partnership 2006-10

#### **Young people and the arts**

The Australia Council young people and the arts strategy ensures young people and children's creative practices are acknowledged for their inherent qualities, valued for their diversity and

## ATTACHMENT 3

### AUSTRALIA COUNCIL POLICIES

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innovation, and recognised as a key contribution to Australian culture. The young people and the arts strategy aims to:

- Increase the number of young people applying to our program of assistance and identifying professional development opportunities; and
- Support organisations that provide significant opportunities for creative collaboration between professional artists & young people in all aspects of artistic planning & the creative process.

#### *Current initiatives*

The Australia Council is delivering the Australian Government's funding for young and emerging artists worth \$1.25 million per year.

#### **Reconciliation action plan**

The Australia Council is committed to reconciliation because it will strengthen our society by increasing mutual respect and understanding between Indigenous and non-Indigenous Australians. We believe that the arts play a key role in addressing challenges concerning identity, expression, mutual understanding and a sense of belonging.

Support for Indigenous arts has been a crucial part of the Australia Council's work since its inception. The staff of the Australia Council share values including that we embrace cultural, community and individual difference in all its forms. While we are proud of our history of support for Indigenous arts and culture at the Australia Council, we know we can do more. Our reconciliation action plan is therefore about the things that we could do better in our daily working lives here at the Australia Council.

#### **1 Support Indigenous wellbeing**

##### *Support Indigenous artists, arts workers and communities*

As part of our cultural diversity employment strategy, we will;

- increase general employment opportunities across our organisation for Indigenous people
- provide culturally appropriate recruitment and selection practices
- offer Indigenous traineeships, internships or secondments.

To develop further relationships with Indigenous communities, we will;

- build a nation-wide list of possible Indigenous service contractors
- aim to contract local Indigenous businesses for service provision - catering, design, event management, etc
- investigate Indigenous volunteer opportunities and support staff to participate
- support secondments of Australia Council staff with Indigenous organisations

#### **2 Increased awareness of Indigenous culture, history and issues**

*By providing targeted cross-cultural awareness training programs, information resources and events. We will;*

- Make fact sheets on Indigenous matters easily available to existing staff through workplace training and for induction of new staff and Council members.

Topics to include:

- protocols on Welcome to Country and acknowledgement of traditional owners
  - pronunciation guide on Indigenous names
  - the history and rationale for the Aboriginal and Torres Strait Islander arts board
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- key events in Indigenous history
- key speeches and public statement on Indigenous matters and racism
- an etiquette guide for meeting with Indigenous community members
- a calendar of key dates
- a map of Indigenous groups/nations
- Sponsor regular presentations by Indigenous artists and community representatives as well as workshops for staff on such topics as; Indigenous social relationships and responsibilities, Indigenous relationship to the land, Indigenous languages (including Indigenous English usage), collaborative projects between Indigenous and non-Indigenous artists. Where appropriate will include locally-based Traditional Owners and community representatives.
- Establish and organise an Indigenous literature book club for staff.
- Support Australia Council staff to attend and report back on Indigenous cultural events such as the Festival of the Dreaming, Garma Festival and similar immersive presentations of Indigenous work, in cooperation with, and the guidance of, Indigenous staff.
- Ensure all staff are fully aware of the Council's [National Aboriginal and Torres Strait Islander Arts Policy](#).

#### **3 Increased cultural understanding in business practice**

*Create opportunities for more interaction between Indigenous and non-Indigenous staff. We will;*

- create opportunities for staff across various sections of Australia Council to be temporarily located within the Aboriginal and Torres Strait Islander arts division (while continuing to do their own work)
- create a fully equipped work station in Aboriginal and Torres Strait Islander arts section for visiting staff
- invite all staff to observe Aboriginal and Torres Strait Islander arts board meetings (subject to space limits)
- ensure Aboriginal and Torres Strait Islander arts staff invited to observe other sections' board and committee meetings.

#### **4 Policy leadership on Indigenous arts**

*Ensure the whole of the Australia Council contributes to strategies and initiatives that develop Indigenous arts and culture. We will;*

- Ensure the [National Aboriginal and Torres Strait Islander Arts Policy](#) is regularly reviewed in consultation with appropriate stakeholders

#### **5 Effective progress in achieving Australia Council Reconciliation action plan**

*We will;*

- Identify milestones and performance indicators for each key result area and related action.

## ATTACHMENT 4

### GUIDELINES FOR ASSISTING MEMBERS ASSESS FUNDING APPLICATIONS

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#### 1. Introduction

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The aim of these guidelines is to assist effective, well-informed and accountable decision-making. These procedures should facilitate qualitative discussion on applications by board, committee and advisory assessment panel members and participating advisers. The following definitions have been used throughout the paper:

<i>External assessor</i>	An external assessor is a peer drawn from the Register to provide an assessment of one or more applications, performances or required support material. Assessments are made external to assessment meeting.
<i>Panel member</i>	Advisory assessment panel members are peers and are generally referred to as participating advisers. Panels are convened by staff to provide peer input to decision-making. Advisory assessment panels do not have decision-making powers and instead make recommendations for consideration by relevant senior officers delegated by the Council with decision-making powers.
<i>Participating adviser</i>	A participating adviser is a peer drawn from the Register of Peers to participate in board, committee or advisory assessment panel meetings.
<i>Peer</i>	The term 'peer' covers members of Council, boards, committees, advisory assessment panels and members of the Register of Peers. Council has determined that a peer is 'anyone who, by virtue of their knowledge or experience, is equipped to make a fair and informed assessment of artistic work and grant applications'.
<i>Register</i>	The Register of Peers is a database containing the names, contact details and areas of expertise of persons who have expressed an interest (through completion of a registration form) in assisting the Council as a peer.
<i>Required support material</i>	Required support material for each category is material specified in the Arts funding guide. This material may be mandatory (without it an application is ineligible) or optional (not a requirement for eligibility. It may help to strengthen an application). This may comprise books, CDs, DVDs, slides, tapes and videos, etc.
<i>Non-required material</i>	Non-required support material is unsolicited material which has been included with applications.

#### 2. Before the meeting

##### 2.1 Agenda papers

Agenda papers are sent to board, committee and advisory assessment panel members and participating advisers at least 10 days before a meeting. These papers include funding applications organized by funding program or category for assessment at that meeting, as well as items on the agenda papers.

You are expected to read these papers before the meeting and provide scores against the selection criteria for each application in the program or category.

##### 2.2 Support material

Wherever possible, required support material will be sent out with the application in the agenda papers. Sometimes this is not practical because of the cost of copying and/or the nature of the support material, in these cases details of the support material will be listed in an index to the agenda papers.

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Required support material not sent out to all members will either be considered at the meeting, or sent to two or more members, or participating advisers with expertise in that area, for assessment prior to the meeting. These people will report back to the rest of the meeting on the support material.

Indexes are not prepared for non-required support material. This material will be available at the meeting should you wish to see it.

Assessment of required support material is described in more detail in Section 4.

#### 3. Ratings system

A ratings system is used to score applications and required support material against the published selection criteria for the category. It is a tool to aid the decision-making process and does not circumvent this process or predetermine the outcome. Instead, it assists boards, committees and advisory assessment panels to quickly establish those applications that are not in contention for funding from those that are.

Use of ratings also provides a means for recording individual views on applications. Assessment is against the published selection criteria and rating against selection criteria ensures that these criteria are properly considered in reaching a decision.

##### *3.1 Some variations in use of the rating system where required support material cannot be forwarded with the applications prior to the meeting*

If you receive the support material, or a report on this material, before the meeting you should score each of the relevant criteria prior to the meeting.

However, if the support material, or a report on it, is not sent to you before the meeting then you'll score any criteria relating to the support material at the meeting.

If you have previously read or seen the required support material (but have not received a copy of it with the agenda papers) and feel that you can give a considered response on it (eg. it may be a book you have already read) you may score against the relevant criteria before the meeting.

##### *3.2 How the ratings system is used*

After reading the applications and any required support material, each application should be then be assessed against each of the selection criteria for the relevant category. The criteria will be listed in the category overview paper, which also gives contextual details about the category. A rating should be entered for each criteria.

Two ratings system are in use, one rates from 1 to 10, the other from 1 to 7. The following is a rough guide to how to apply the ratings:

#### 1 to 10 ratings system

10	} Very high (i.e. meets the criteria to a very high degree)
9	}
8	} High (i.e. meets the selection criteria to a high degree)
7	}
6	}
5	} Medium (i.e. meets the selection criteria)
4	}
3	}
2	} Low (i.e. does not meet the selection criteria)
1	}

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### GUIDELINES FOR ASSISTING MEMBERS ASSESS FUNDING APPLICATIONS

Within the High, Medium and Low bands there is flexibility to assign different grades. For example, a number of applications may meet a criteria, but whilst none of these could be considered to meet it to a high degree or a low degree, some may meet it better than others and would rate a 6, where others would rate a 5 or 4.

#### 1-7 ratings system

7	Very high ('excellent')
6	High
5	Good
4	Medium
3	Below average
2	Low
1	Very low

Each score should be recorded on the cover sheet attached to the application. You can use the cover sheet to record any notes, questions or comments for the meeting.

You should then transpose the scores from the cover sheet to the Assessment Sheet, which is a spreadsheet of scores for all the applications you have received.

When you have completed the Assessment Sheet please return it to the Board Administrator. At the meeting a data projector is used to display scores against each selection criterion. The combined scores of all members are sorted to establish a ranking or ordering of applications within the category. This ranking assists members to arrive at a cut-off point for those applications not in contention for funding. The cut-off point is established on the basis of the budget available.

***Please note, you are not bound by the scores you give before the meeting. You may alter any of your scores at the meeting in the light of new information or discussion.***

Similarly, even if an application rates lowly you can request that it be discussed further if you think there is sufficient justification to do so.

If there are dramatic variations in the ratings given by members to an application this will signify the need for further discussion of this application to clarify any points of difference. Only the final agreed combined totals against criteria are recorded on file. The scores of individual members do not form part of the record of the meeting. Softcopies are deleted and hardcopies destroyed 35 days after the letters of advice to applicants have been dispatched. This is to allow for the deadline for requests for reviews of decision arising from a meeting. Where the scores may be relevant to a decisions review request they will be kept until the request is resolved.

#### 4. Assessment of required support material

When required support material is not sent to all board, committee or panel members one of the following assessment approaches is to be taken:

- a) Required support material may be considered by the entire board at its meeting.
- b) Required support material may be considered by at least one member and a participating adviser or participating advisers at the meeting.

At least one board or committee member should make an assessment of the required support material but may be assisted by participating advisers. Members and participating advisers who undertake assessments will be responsible for verbally briefing the rest of the meeting on the support material.

Where there are differences in views on the required support material by those undertaking an assessment a third assessor should be used. This is to ensure that the meeting is adequately briefed on the support material and is able to make an informed decision based on this briefing.

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### GUIDELINES FOR ASSISTING MEMBERS ASSESS FUNDING APPLICATIONS

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- c) Required support material is considered by at least one member and one or more participating advisers before the meeting and their written assessment reports are circulated to other members before the meeting.
- In this approach, brief written assessments on required support material are circulated before the meeting—allowing all members to score on all criteria prior to the meeting so that the combined scores can be provided at the outset of the meeting. This allows the meeting to go straight to establishing a cut-off point as there is no particular requirement for the assessors to brief the meeting on their assessments unless the meeting requests this.
- As with option (b) if there are differing views on the required support material then a third assessor should be used.
- d) Required support material is considered by at least one member and participating advisers before the meeting and their assessment reports are then discussed at the meeting.
- If there is insufficient time to circulate assessment reports before the meeting, the members and participating advisers who have considered the required support material will brief the rest of the meeting on this material. The meeting will then provide scores on artistic merit, and any other criteria dependant upon an assessment of the support material.
- As above, if there are differing views on the required support material then a third assessor should be used.
- e) In specific cases required support material may be assessed by external assessors and their reports included in the agenda papers for all members/participating advisers. In the last scenario, assessment of support material by external assessors will only occur either when:
- i) the material, although required as part of the application, is not a component which will be funded (e.g. for script assessments it is the production for which funding is sought—not development of the script)
  - ii) no member has the expertise to be able to assess the material (e.g. material in languages other than English).

**Please note:** Legal advice and information in section 8, 'Use of Peers from the Register of Peers at Meetings', explains why the role and function of participating advisers is different from that of members.

#### 5. Overview papers

Overview papers are prepared by staff for each category. They give a summary of the purpose for the category and how the selection criteria relate to this purpose. They also give a breakdown of demographic factors such as the percentage of applications from each State/Territory. The overview papers may also identify policy and pertinent issues for discussion by the board, committee or advisory assessment panel.

#### 6. At the meeting

At the outset of the meeting the chair outlines the assessment process including the role of participating advisers at the meeting. Agenda papers further detail:

- the differing roles and responsibilities between the Council, boards, committees and advisory assessment panels
- the differing roles and responsibilities of board and committee members and participating advisers
- code of conduct, including conflict of interest and confidentiality of information.

## ATTACHMENT 4

### GUIDELINES FOR ASSISTING MEMBERS ASSESS FUNDING APPLICATIONS

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Any conflicts of interest previously notified, or identified at the meeting, must be documented in the minutes. Members or participating advisers with conflicts may be asked to leave during discussion of the relevant item in accordance with the Council's policy on managing conflicts of interest.

Further information on managing members' conflicts of interest may be found in the Council's Manual for Members and in the Register of Peers Handbook.

Conflicts of interest affecting staff are dealt with in accordance with the Council's guidelines for managing staff conflicts of interest.

The chair may also ask participating advisers to leave the meeting if he or she feels that they are exerting undue influence on any funding decision.

#### 7. Meeting assessment report

An assessment report is produced after each assessment meeting. A copy of the report is sent to all meeting members, participating advisers as well as applicants assessed at the meeting. A copy of the report is also made available on the Council's website.

Assessment reports follow a standard format. They give details of the decision-making process, names of board and committee members and participating advisers in attendance, as well as a list of applications approved for funding at the meeting. The reports also summarise salient issues that have come to the attention of members during the assessment meeting, and give statistical information (such as success rates) about each category.

Details which relate to future funding strategies and policy development, both long and short term, are recorded in the minutes of the meeting. These details may include:

- general comments on applications within the category, trends, etc.
- funding strategies to be adopted for the next grant round
- feedback/recommendations on policy to be made to the Council
- comments on budget framework.

#### 8. Use of peers from the register at meetings

At least one peer from the Register of Peers will be used at each meeting where the board or committee has a delegated authority from the Council to make funding decisions.

In its use of peers, the Council is guided by the following legal advice:

The decision of a board or committee, delegated with funding decision-making power, must be made by its members and its members only. To involve a participating adviser in the board or committees' discussions and, more particularly, in the scoring of an application, invites a finding that the decision has been made by a non-member. Indeed, there is a danger if the participating adviser is very influential in the board or committee's deliberations, that the board or committee will be taken to have not reached a decision independently of the peer. Such a decision would be invalid.

As a consequence of this advice, participating advisers do not formally take part in scoring applications. They may score applications if they wish as an aid to comparing applications and discussing their views on these applications. However, their scores will not be included in the total scores for each applicant.

At a practical level it means that while peers can offer advice during the meeting they cannot be involved in any way in deciding who does or does not receive funding. The role of participating advisers is to provide expert advice only, not to make or influence funding decisions.

The important role of peers from the Register in supplementing the expertise of members is recognised by the need to involve them, within the legal limitations, in the meeting. Participating advisers are expected to stay for the whole of an assessment meeting—in recognition of their role in ongoing policy development. In specific circumstances, participating

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### GUIDELINES FOR ASSISTING MEMBERS ASSESS FUNDING APPLICATIONS

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advisers may attend for only part of a meeting—for example, where their expertise is relevant to part of the meeting agenda only.

#### 9. External assessors

External assessors are used for those applications where board or committee members do not have the skill, knowledge or opportunity to provide assessments or where assessment of an application may lead to a conflict of interest for particular members.

Peers from the register may be called on to provide expert advice on one or more grant applications outside formal assessment meetings. This work occurs in isolation from other assessors, and while assessment is against the selection criteria it is not against other applications within a grant round.

Some examples of the uses for assessors in-the-field are:

- assessment of scripts
- attendance at performances
- translation and assessment of applications in languages other than English
- assessments of artistic merit in relation to the community from which the application derives.

Reports from external assessors should address the selection criteria by providing a summary response (in words not by using the ratings system) and will be provided to board, committee or panel members and participating advisers before or during an assessment meeting.

## ATTACHMENT 5

### REMUNERATION AND ALLOWANCES FOR HOLDERS OF PUBLIC OFFICE

*For Information on Remuneration and Allowances for Holders of Part-Time Public Office. Please refer to the Remuneration Tribunal Website:*

<http://www.remtribunal.gov.au/partTimeOffices/>

## ATTACHMENT 6

### FAIR NOTICE PROTOCOL

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**Approved by the governing Council February 2007**

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Australia Council Act 1975 Section 21(3)

#### **DIRECTIONS TO BOARDS AND THOSE COMMITTEES DELEGATED WITH A POWER TO MAKE GRANT DECISIONS**

*Given that:*

the *Australia Council Act 1975* provides for boards to be constituted under section 20, and for Committees to be appointed under s 17A(1),  
*and*

section 7 of the Act authorises the Council to delegate to a board or committee either generally or as otherwise provided by the instrument of delegation, any of its functions and any of its powers under the Act,  
*and*

the Council has delegated its powers to make grants and loans of money and to provide scholarships, fellowships, awards, or other benefits on such conditions as they think fit to its boards and a committee,  
*and recognising that*

section 21(3) of the Act authorises the Council to give directions to a board or committee with respect to the exercise of its powers or the performance of its functions, including a direction requiring a board or committee to act, or refrain from acting, as specified in the direction with respect to a particular matter specified in the direction.

The AUSTRALIA COUNCIL, pursuant to Section 21(3) of the *Australia Council Act*, HEREBY DIRECTS the Aboriginal and Torres Strait Islander Arts board, the Community Partnerships Committee, the dance board, the literature board, the music board, the theatre board and the visual arts board to give triennially funded organisations notice of explicit board concerns about an organisation's direction, viability or suitability for continued triennial support. Except for terminations provided for in the Council's triennial funding agreement with an organisation, or if the base level funding received by the Council from the Australian Government reduces by more than 5 per cent in real terms, such notice is to be given 12 months before a board effects any material reduction in funding for the organisation.

#### **1. Statement of intent**

- 1.1 The Australia Council aims to allocate its budgets each year to the areas of greatest merit, to best achieve the Council's published goals.
- 1.2 The Council remains committed to the need to assess and monitor the arts activities it supports and to determine through peer assessment on a regular basis where its limited budgets might best be allocated.
- 1.3 The Council is nevertheless aware of the benefits of relatively stable levels of funding for many recurring applicants, especially where the applicants have been identified through previous Council funding as a part of the strategic infrastructure necessary to sustain and renew the creative potential of individual arts sectors.
- 1.4 The Council has therefore agreed on the following 'fair notice' procedure.

#### **2. Fair Notice**

- 2.1 Under Clause 8.2(e) of its standard triennial funding agreement, the Council may give funded organisations 12 months' notice requiring them to satisfactorily address concerns the Council may have regarding the organisation or its activities. If the organisation does not address those concerns to the Council's satisfaction within the notice period, the Council may terminate the agreement.
- 2.2 The Australia Council agrees that boards will inform organisations of any significant concerns which could lead to the possible reduction or cessation of funding for the future beyond the term of the organisation's current triennial funding agreement.

## ATTACHMENT 6

### FAIR NOTICE PROTOCOL

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- 2.3 To assist the financial and artistic planning of these organisations, boards will continue to support these organisations beyond the term of the organisation's current triennial funding agreement with no change to the current level of support except when:
- 2.3.1 the Council's triennial funding agreement with an organisation is terminated as provided for by the agreement; or
  - 2.3.2. notice of concerns has been formally provided, in which case the board's support is assured for no less than 12 months beyond the later of the date of the board's letter notifying the organisation of its concerns and the date of expiry of the organisation's current triennial funding agreement; or
  - 2.3.3. the base level funding received by the Council from the Australian Government reduces by more than 5 per cent in real terms.
- 2.4 A letter of notification will outline the specific concerns the board holds regarding the organisation's activities. The board will ask the organisation to address these concerns within a specified and reasonable timeframe.
- 2.5 These concerns might include, but are not limited to, ongoing instability in governance or management, a marked decline in standards, repeated failure to meet performance agreement measures, or that the organisation's overall direction is becoming inconsistent with the aims and objectives of the board.
- 2.6 The board's assurances of 12 months' support will be conditional on the organisation:
- 2.6.1. fulfilling the conditions which have been established in funding agreements between the organisation and the board
  - 2.6.2. demonstrating financial viability for the funding term (based on consistent and/or realistic projections of income from all sources)
  - 2.6.3. maintaining a type of activity which meets the board's funding guidelines.
- 2.7 Failure to address the concerns raised in the letter of notification to the satisfaction of the board may lead to significant reductions in or the cessation of, funding beyond the term of the organisation's current triennial funding agreement.
- 2.8 The concerns raised by the board and expressed to the organisation will be communicated formally and at a senior level to the relevant state or territory funding authority for information and for further discussion over the 12 month period.
- 2.9 The board will also notify triennially funded organisations in advance of any changes being made to funding policies or programs that could directly and negatively affect funding levels for the future.

## ATTACHMENT 7

### ISSUES MANAGEMENT

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#### **Issue**

This attachment outlines how the Australia Council deals with issues/risks that have the potential to impact on the Council's position and profile; that is, its reputation. It summarises the communication steps and escalation points to be followed to address issues/risks to the Council.

#### **Procedure**

The role of the director marketing and communication is critical in the management of a crisis and **should always be the first point of contact when a risk/issue emerges.**

1. The director and/or program manager should immediately notify the director of marketing and communication if there is concern about an issue.
2. The director of marketing and communication is responsible for:
  - (i) notifying the CEO
  - (ii) liaising with relevant internal stakeholders
  - (iii) setting up a crisis management team
  - (ii) formulating a plan that responds effectively to a crisis
  - (iii) managing the media.
3. The CEO is responsible for informing the chair of the Council or chairs of boards if necessary. If appropriate, the CEO may notify the full Council and/or, if appropriate, the CEO may brief a councillor who resides in the state where the issue is taking place.
4. The CEO may deputise this role to the director of marketing and communication.

#### **Office closure**

When the Australia Council's Sydney office is closed (e.g. Christmas or Easter), the following actions must take place:

1. The message at reception will advise all media calls to be directed to the director of marketing and communication mobile phone (in these cases the issue/risk has already escalated to the media).
2. The director of marketing and communication will have access to all of the Executive Group's outside-hours numbers and will contact the CEO and relevant person/s (as above).
3. All media calls will be addressed and appropriate action taken (as above). If the director of marketing and communication is unavailable (i.e. overseas or ill), an alternate number will be provided. The alternate number belongs to the communication manager.

## ATTACHMENT 8

### SOCIAL MEDIA POLICY

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#### BACKGROUND

Social media is rapidly becoming a part of everyday life, and the arts are no exception. Every day, people discuss artistic practice, arts organisations and opportunities in thousands of online conversations.

The Australia Council recognizes the importance of social media not only as a communication channel, but as a tool to really engage with our arts clients and wider audience. We encourage our employees to use and participate in social media activities. By contributing knowledge to social media conversations we better achieve our role of supporting and promoting the arts. In building Australia Council's social media presence, we aim to:

- humanize the Australia Council and make us more approachable
- promote access to our programs and people
- distribute our knowledge, advocacy, research and expertise to a wider audience.

While all Australia Council employees are welcome to engage in social media, we expect everyone who participates in online commentary to understand and to follow these simple but important guidelines.

These rules might sound strict and contain a bit of legal-sounding jargon but please keep in mind that our overall goal is simple: to participate online in a respectful, relevant way that protects our reputation and of course follows the letter and spirit of the law.

#### 1. WHAT IS CONSIDERED SOCIAL MEDIA?

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For the purposes of this policy, social media means any tool for online publication and commentary, including (but not limited to) blogs, wikis, email discussion groups, social networking sites such as Facebook, LinkedIn, MySpace, Twitter, Flickr, Vimeo and YouTube.

#### 2. WHO THESE GUIDELINES ARE FOR? POLICY STATEMENT

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The Australia Council encourages employees to use and participate in social media activities to support and promote the work of our organisation. This Social Media Policy is developed to guide your social media activity, whether you are participating personally, or acting on behalf of the Australia Council. It applies to all Australia Council employees or contractors who create or contribute to blogs, wikis, social networks, virtual worlds or any other kind of Social Media. Whether you log into Twitter, YouTube, Facebook pages, or comment on online media stories — these guidelines are for you. How it applies to you:

1. **If you use social media platforms for work purposes**, on behalf of the Australia Council (eg representing a department, a project, etc) - please use Section 3 of this policy and Code of Conduct as your guidance at all times.
2. **If you use social media in a personal capacity** - please use Section 4 of this policy and Code of conduct as your guidance at all times.

Social media remarks are now widely considered public comment and, if it is known that you work at the Australia Council, your comments might be interpreted as the position of the council, even if you are writing on a personal blog or a facebook page. The online communication boundaries nowadays are quite blurred, so it is important that you read and understand these policy & guidelines, if you use social media in any capacity.

#### 3. PROFESSIONAL USE OF SOCIAL MEDIA

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## ATTACHMENT 8

### SOCIAL MEDIA POLICY

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The Australia Council is actively building its social media presence. We recognize how important this medium is for connecting with our audiences, and will be building a support system to make sure we get the best value out of using social media for business purposes.

This section of the policy is for people who use social media on behalf of the Australia Council (representing a division or an initiative). Social media is a communication channel, and we have to have a few regulations in place for our brand to be represented well and consistently online.

You will find here guidelines and tips on how best to use social media to achieve our objectives.

#### **Before you begin or continue any work-related social media activity, you need to:**

- 1) get the approval from your manager to take on social media responsibilities, which will become a part of your performance agreement
- 2) undertake social media training with an external consultant/Digital Marketing Manager
- 3) have a training session on this policy and social media branding with Digital Marketing Manager.

For more details, please see the [Social Media How-To Guide](#)

### **Principles for participation in social media on behalf of the Australia Council**

#### **Remember our Code of Conduct and IT policies.**

The Code of Conduct and IT policies provide the foundation for these social media principles, and you should always act accordingly in your official communication.

#### **It's a conversation.**

Talk to your readers like you would talk to real people in professional situations. In other words, avoid overly pedantic or "composed" language. Don't be afraid to bring in your own personality and say what's on your mind. Consider content that's open-ended and invites response. Encourage comments. You can also broaden the conversation by citing others who are writing about the same topic and allowing your content to be shared or syndicated.

#### **Respect your audience, the Australia Council and your co-workers.**

The public in general, and Australia Council's employees and customers, reflect a diverse set of customs, values and points of view. Don't say anything contradictory or in conflict with the Australia Council website. Don't be afraid to be yourself, but do so respectfully. This includes not only the obvious (no ethnic slurs, offensive comments, defamatory comments, personal insults, obscenity, etc.) but also proper consideration of privacy and of topics that may be considered objectionable or inflammatory, such as politics and religion.

#### **Fully disclose your affiliation with the Australia Council.**

When you post content or comment on a third-party website, always disclose your name and affiliation with the Australia Council. It is never acceptable to use aliases or otherwise deceive people. State your relationship with the Australia Council from the outset, e.g., "Hi, I'm Jane and I work for the Australia Council..."

#### **Share the love.**

When you come across someone else's content that might be interesting and relevant to your followers, retweet or share it. It helps to build the reputation of the Australia Council as a vehicle of knowledge and inclusive/supportive of stakeholders. Always remember to credit the original author.

#### **When in doubt, do not post.**

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## ATTACHMENT 8

### SOCIAL MEDIA POLICY

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You are personally responsible for your words and actions, wherever they are. As online spokesperson, you must ensure that your posts are completely accurate and not misleading, and that they do not reveal non-public information of the Australia Council. Exercise sound judgment and common sense, and if there is any doubt, DO NOT POST IT. In any circumstance in which you are uncertain about how to respond to a post, get in touch with the Communications team.

#### **Respect copyright laws.**

This should be a no-brainer, but just in case: *always* give people proper credit for their work, and make sure you have the right and permission to use something with attribution before you publish. You should never quote more than short excerpts of someone else's work. It is good general practice to link to others' work rather than reproduce it.

#### **Be responsible to your work.**

Your social media usage won't get you very far if you don't deliver on your responsibilities at work. For your social media endeavours to be successful, you need to find the right balance between social media and other work. Use common sense to prevent social media activity from becoming a distraction at work.

#### **Are you adding value?**

There are millions of words out there. The best way to get yours read is to write things that people will value. Social communication from the Australia Council should help our customers, partners, and co-workers. It should be informative, thought-provoking and build a sense of community. It adds value if it helps people improve knowledge or skills, build their artistic practice, solve problems or understand the Australia Council better.

#### **Be the first to respond to your own mistakes.**

If you make an error, be up front and correct it quickly. If you choose to modify an earlier post, make it clear that you have done so. If someone accuses you of posting something improper (such as their copyrighted material or a defamatory comment about them), deal with it quickly - better to remove it immediately to lessen the possibility of a legal action.

#### **Talk about what you know.**

Make sure you write and post about your areas of expertise as related to the Australia Council and our programs. Write in the third person and feel free to provide perspectives on non-confidential activities. If you get a question about something you don't know, ask the relevant person at the Australia Council for advice and remember to follow-up on the request you received.

#### **Remember to protect confidential and proprietary info.**

Clients, partners or suppliers should not be cited or obviously referenced without their approval. Never identify a client, partner or supplier by name without permission and never discuss confidential details of their engagement with the Australia Council. It is acceptable to discuss general details about kinds of projects and grants and to use non-identifying pseudonyms for a client so long as the information provided does not violate any non-disclosure agreements that may be in place or make it easy for someone to identify the person you are talking about. Our social media is not the place to "conduct business" with a client.

#### **Controversial issues.**

If you see misrepresentations made about the Australia Council, you may point that out. Always do so with respect and with the facts. If you speak about others, make sure what you say is factual and that it does not disparage that party. Avoid arguments. You don't need to respond to every criticism or barb. Brawls may earn traffic, but nobody wins in the end. Don't try to settle scores or goad competitors or others into inflammatory debates.

Make sure what you are saying is factually correct. Remember that all mainstream media inquiries must be referred to the Marketing Director.

Please inform the Communications team if you participate in a discussion concerning the Australia Council that continues beyond 2-3 posts or if you would like to post a formal longer reply (eg an opinion piece).

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## ATTACHMENT 8

### SOCIAL MEDIA POLICY

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#### **Leaving a legacy.**

Your social media personality becomes part of Australia Council's brand. Don't change your personality for the day, the month or the year. This is serious stuff. What you post stays around for a pretty long time and the information (good and bad) isn't too hard to find. Your social media posts offer vast archives of information about the Australia Council. Once information is published online, it is essentially part of a permanent record, even if you "remove/ delete" it later or attempt to make it anonymous.

This means, what you share, post or tweet today should reinforce our brand. Think about each message you share via social media as an email which has gone public to your entire organization and all of your stakeholders. Now, imagine if they are reading this email and RESPONDING to it. That's part of the power of your social media brand.

#### **4. PERSONAL USE OF SOCIAL MEDIA**

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There's a big difference in speaking "on behalf of the Australia Council" and speaking "about" the Australia Council. We will have a number of people dedicated to represent the Australia Council online officially, and at the same time we encourage everyone to contribute their opinions, keeping in mind a few simple guidelines.

This set of principles refers to online activities on your personal social media accounts while you are employed at the Australia Council, and particularly when you talk about Australia Council-related issues.

#### ***A few things to keep in mind***

##### **1. You are responsible for your actions.**

Anything you post that can potentially affect the Australia Council will ultimately be your responsibility. We do encourage you to participate in the online social media space, but urge you to do so properly, exercising sound judgment and common sense. For example:

- reference only information publicly available on our websites (do not post anything confidential or meant for internal use)
- ensure you are not the first to make an Australia Council announcement
- do not post material that is obscene, defamatory, threatening, harassing, discriminatory or hateful to another person or entity, including about the Australia Council, its employees, or artists and organizations we support (you could be legally liable for this)
- Do not violate copyrighted or trademarked information.

Saying "grant X needs to have an easier application process" is fine; saying "Grant X sucks" is unsubtle and amateurish. Once again, it's all about judgment. Using your social media to trash, embarrass or disparage the Australia Council, our clients, or your co-workers, is not acceptable under any circumstance whatsoever. If you participate in this type of communication, the council may take action against you through its Managing Performance and Conduct Challenges Policy or other available legal means.

**2. Don't forget the Code of Conduct** when participating in social media, especially when discussing anything related to work and/or accessing social media at work. Social media remarks are now widely considered public comment, so the same principles from the Code of Conduct apply to your online activity. Re-read [Code of Conduct](#).

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## ATTACHMENT 8

### SOCIAL MEDIA POLICY

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**3. Remember that all mainstream media inquiries** and requests for comments on Australia Council-related matters must be referred to the Marketing Director.

**4. Use a disclaimer.** If you post about Australia Council-related issues, organisations or people, use a disclaimer. For example: the views expressed in this post are mine only and do not reflect the views of Australia Council.

**5. Follow IT Security, Internet and Email Acceptable Usage Policy.** While we don't ban access to social media at work, be reasonable about when and how long you access these sites. Use common sense to prevent social media activity from becoming a distraction at work. Re-read [IT policy](#).

#### *Tips on using social media – discussing work in private space*

**Be transparent.** If you are writing about the Australia Council, use your real name, identify that you work for the Australia Council, and be clear about your role. Honesty—or dishonesty—will be quickly noticed in the social media environment. If you have a vested interest in what you are discussing, be the first to say so. But remember that transparency is about your identity and relationship to the Australia Council. You still need to keep confidentiality around proprietary information and content.

**Be a “scout” for compliments and criticism.** You are one of our most vital assets for monitoring the social media landscape. If you come across positive or negative remarks about the Australia Council or its programs online that you believe are important, please share them by forwarding them to Comms.

**Write what you know.** Make sure you write and post about your areas of expertise as related to Australia Council and our programs. Write in the first person and feel free to provide unique, individual perspectives on non-confidential activities.

**Don't Think Your Facebook Posts are Private.** Even though there are privacy controls on sites such as Facebook and other social media sites, you should assume that anything posted on a social media website will be seen by the general public, as well as your employer. Remember:

- friends can copy your posts and make them available in public
- your friends are likely our potential clients
- it is easy for your privacy settings to be set to something other than what you had planned.

Remember to NEVER disclose non-public or confidential information of the Australia Council. Be aware that taking public positions online that are counter to the Australia Council's interests might cause conflict. What you publish is widely accessible and will be around for a long time, so consider the content carefully. Google has a long memory.

#### **The best advertising used to be Word-of-Mouth, now it is Word-of-Keyboard**

In the near future, Australia Council's best promotion will come from employees sharing with their communities how we are acting on our goals every day. A well written Facebook post about a new grant we release or the project we support will have far greater effect than an official announcement. While that post may not have the same reach, the fact that it is coming from a person trusted in their community gives the message more weight. People listen to people. Government voices are discounted to a large degree, no matter how glossy the pictures and well-written the copy.

We are encouraging employees to talk about work online, but in a responsible, legal manner avoiding the pitfalls we have outlined above. We hope our employees will write about positive experiences they have working with the Australia Council colleagues and thank-you notes they receive from the artists. We hope employees will educate their communities about the services we provide that can benefit their family, friends and peers.

## ATTACHMENT 8

### SOCIAL MEDIA POLICY

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#### 5. ADHERING TO THIS POLICY

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We expect all staff participating in social media to understand and to follow these guidelines, as well as Code of Conduct and IT policies.

The Social Media Policy & Guidelines will continually evolve as new technologies and social networking tools emerge, so check back once in a while to make sure you're up to date.

## ATTACHMENT 9

### APPENDIX 1 - SOCIAL MEDIA HOW-TO GUIDE

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The Australia Council is actively building its social media presence. We recognize how important this medium is for connecting with our audiences, and will be building a support system to make sure we get the best value out of using social media for business purposes.

This guide is for people who use social media on behalf of Australia Council (representing a division or an initiative). Social media is a communication channel, and we have to have a few regulations in place for our brand to be represented well and consistently online.

The guide will also give you some support and guidance on how best to use social media to achieve our objectives.

#### **Setting up Social Media Account**

##### **1. Approval**

All work-related social media accounts have to be approved by the Marketing & Communications Director. You cannot use Australia Council's name, logo, divisional or program name in social media identities, logon ID's, profiles and user names without this approval.

##### **2. Branding**

All work accounts should have an approved brand colour scheme, background, avatar and Australia Council logo. These requirements & settings are available from the Digital Marketing Manager.

##### **3. Profile information**

Profiles should be names after sections/initiatives (eg ArtStart or Artsupport). Each profile should display a short official description and a web-address of the section/program it represents. Profile description can contain names of staff who contribute to it.

##### **4. Final check**

You need to get a final approval from the digital Marketing manager on the look & feel of your social media account before going live.

Assistance in setting up social media accounts and brand settings can be obtained from the Digital Marketing Manager. We have prepared a 1-page request form for a new social media account, available from the Digital Marketing Manager. Fill it in and send to Comms when you would like to discuss your social media request.

#### **Content ownership & contribution**

All official online accounts should be registered under Australia Council's name. Multiple people can contribute content to the same account. In this case, differentiate by adding your initials at the end. It also helps us to present a human face in our communications.

In a case when the person managing a social media account leaves Australia Council, the ownership of social media remains with the Australia Council.

*(That's why it is important to make sure you clearly distinguish what is personal and what is work social media, and register and name the accounts appropriately).*

#### **What to post? Content**

Our clients and audience want information about opportunities in the arts – funding, learning, resources, careers and entertainment. We have a unique position for providing this information and connecting different part of the arts world together through our networks.

#### **Examples of content to share on social media:**

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### APPENDIX 1 - SOCIAL MEDIA HOW-TO GUIDE

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- **News releases**, speeches and statements published on the web
- **Videos** on Youtube and **photos** on Flickr from events/performances
- **Grants** closing dates, new grants, assessment meetings results
- **Links to published art stories**
- **Passing on information** from other organizations (ie job opportunities, events etc)
- **Asking and answering questions** – ask questions of our followers for feedback or inputs. Answer questions from our followers about grants or any kind of programs.
- **Announcement and coverage of events** – pre-announcement and promotion of upcoming events, and live coverage of launch events where there is significant interest beyond the attendees.
- **Thought leadership** (or “link blogging”) - highlighting relevant research, events, awards etc elsewhere on the web to position the Australia Council as a thought leader
- **Insights from artforms** – thoughts and reflections of directors, for example immediately after their events or interesting meetings with stakeholders.
- **Issues management** – in the event of some issues where the Australia Council needs to provide up to the minute updates, social media could be used as a primary channel alongside our website.

#### Examples of what **NOT** to post on AC work account:

- Personal opinions/reviews
- Content that might advantage some of our clients over others
- Confidential information

#### What different social media are good for?

- **Twitter:** short time-specific updates, link sharing
- **Facebook:** great for sharing images, getting feedback from general public  
*Please note: our official representation on Facebook is through fan pages and groups only*
- **Youtube/Vimeo/Flickr:** sharing multimedia content - post videos of events, speeches etc; create photoalbums/channels for projects or events
- **MySpace:** music content sharing

#### **Social media tone of voice**

We should present ourselves professionally but more casual than the formal press-release tone. Social media is a place for conversations, so our tone of voice is informative and friendly, consistent across different platforms.

It is also ok to post informal updates from time to time (eg *Going to the Creative Sydney event to talk about arts, see you there! ^SD*). But remember to do it in proportion, for example:

- 80% - sharing content/links
- 15% - retweeting/replies
- 5% - personal updates

#### **Specific social media accounts**

Too many social media accounts providing the same information can confuse our followers and dilute our messages. We will avoid having too much duplication – if the content can be shared through an existing account, we will incorporate it.

However it may occasionally be more appropriate for a particular initiative or division to have its own social media presence (for example, *ArtStart*). We should consider separate accounts when:

- The content is niche or specialist (i.e. of limited interest to the bulk of our followers; or with a specific target audience such as young people/women/artists with disability etc); AND
  - There is enough valuable content to share every few days and there will be resources dedicated to managing the account
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### APPENDIX 1 - SOCIAL MEDIA HOW-TO GUIDE

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When additional accounts are used we will need to ensure they cross-refer each other and share any content relevant to the different sets of followers.

#### **Following and followers**

##### **Twitter**

As part of the initial awareness stage we will actively follow other relevant organizations and opinion leaders. Further on we will follow back anyone who follows our account, using an automated service, as it's a good Twitter etiquette to follow people back when they follow you.

We will make it clear in our public Twitter policy that following back is automatic and therefore does not imply any endorsement by the Australia Council.

##### **Facebook**

As our official representation on Facebook is through fan pages and groups only, we will not accept friend requests for the user profile of the Australia Council. Specific groups can have a particular membership policy (eg visual artists only) and can accept members based on their criteria (the criteria have to be clearly defined if they are used to veto members)

#### **Tags, Hashtags, Keywords**

##### **Hashtags on Twitter**

It is a convention among Twitter users to distinguish content using keywords preceded by a # sign. This enables other users to search and filter based on those key terms, collaborate and share relevant information, and enables 'trending'. Use them strategically to enter your tweets into a larger conversation, for example: #artistcareers, #msummit2010.

Australia Council will use hashtags when:

- Providing live coverage of events (live-tweeting)
- Sharing a specific piece of content that has a potential to spark discussions (eg Artist salary survey)
- Providing crisis communications. In this event a common hashtag will likely already have been established and we would follow suit.

If you would like ideas or suggestion of hashtags please see the Digital marketing manager.

##### **Other Tags and Keywords**

Tags and keywords should be added to all multimedia content where possible (videos, photos, audio files, presentations etc). The tags should always include:

- Australia Council for the Arts
- Ozco
- Arts
- Art

The rest of the tags and keywords should be content-specific. Please see the Digital marketing manager for recommendations.

#### **Posting and Tracking tools**

If you manage both Twitter and Facebook accounts, consider using a cross-posting tool, such as Tweetdeck, Seesmic or Hootsuite.

All links you post should be shortened either through your favourite posting tool or through bit.ly service. It will enable us to track click-through and measure the value and distribution of the content. Login details for bit.ly can be obtained from the Digital marketing manager.

#### **Other Tips**

The following tips are not a must, but will contribute to your successful use of social media.

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### APPENDIX 1 - SOCIAL MEDIA HOW-TO GUIDE

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**Don't post too many updates** to avoid spamming your followers. Min 1 and max 10 updates a day is a recommended volume.

#### **Personalise your messages**

When sharing links to resources or news items, tailor the message to your fans/followers by drawing out insights specific to your project or sector.

#### **Retweets**

When retweeting avoid including multiple usernames and only reference the person you are sourcing. Use 'via @username' at the end of your tweet, instead of 'RT' (retweet) at the start, as it makes for easier reading.

#### **Spelling**

Quality matters. Use a spell-checker. If you need to shorten words then do so as elegantly as possible.

#### **Teasers**

Give people reading your messages a reason to click through to the link. Make your tweet compelling and attention grabbing.

#### **Make it easy for others to retweet your messages**

When possible, leave enough room in your post for others to retweet you and add their username to your tweet (approx 15 spare characters)

### APPENDIX 2 – NEW ACCOUNT REQUEST FORM

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Name of the division requesting the account	
Section/project/initiative the account is requested for	
What are the objectives for your social media activity? (what do you want to achieve)	
Who you want to engage with? (your audience)	
What do you have to say? (content you plan on sharing)	
How often would you post messages?	
What social network do you want to join?	
Can you share your content through currently existing accounts? If no, why?	
Who will be responsible for maintaining the account?	
What is the longevity of the project? (duration the account would be active for)	

## ATTACHMENT 9

### APPENDIX 1 - SOCIAL MEDIA HOW-TO GUIDE

When would you like to start your social media activity? (NB: allow min 2 weeks from the day the approval is granted)	
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## Updates and Feedback

This Governance Manual is amended on a regular basis in the light of ongoing changes in the Australia Council for the Arts. If you would like to provide feedback on the Manual, please contact the officer below. This version is April 2010.

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