

# Chapter Council Charter

(2017)



Australian  
Institute of  
Architects

The Royal Australian Institute of Architects Limited

## Chapter Council Charter

Adopted by the Board on 19 March 2015

Updated on 11 September 2017

## 1. Purpose of Charter

- 1.1. This Chapter Council Charter sets out the role, composition and responsibilities of the Chapter Council (**Council**) of The Royal Australian Institute of Architects Limited ACN 000 023 012, trading as Australian Institute of Architects (**Institute**).

## 2. Constitution

- 2.1. The conduct of a Chapter Council is governed by the Institute's Constitution (**Constitution**), a copy of which is available at [architecture.com.au/about-us/governance](http://architecture.com.au/about-us/governance), and by resolutions and policies of the Institute's board of directors (**Board**).
- 2.2. A Chapter Council conducts all its activities consistent with the objects, roles and functions of the National Council, including (as set out in the National Council Charter):
  - 2.2.1. COMPLIANCE: conform with or exceed all requirements of the law and the Council
  - 2.2.2. PERFORMANCE: assist the organisation to perform to its best potential
- 2.3. A Chapter Council, while meeting its responsibilities, is mindful of the Institute's mission and the objects of the organisation as embodied in the Constitution.
- 2.4. Under the Constitution:
  - 2.4.1. A **Chapter** is a body of Members residing in a particular State or Territory of the Commonwealth of Australia.
  - 2.4.2. A **Chapter Council** is an advisory body of a particular Chapter, created in accordance with Rule 10.
  - 2.4.3. A **Chapter Councillor** is a person appointed to a Chapter Council in accordance with Rule 10.2.
  - 2.4.4. A **Chapter President** is a Chapter-Elected Councillor elected in accordance with Rule 10.4. A Chapter President is a National Councillor and therefore is also subject to the provisions of the National Council Charter.

## 3. Roles and Responsibilities

- 3.1. Under the Delegated Authority Policy, the Board has delegated overall authority for the operations and administration of the Institute to the Chief Executive Officer (**the CEO**). The Board has also delegated certain responsibilities to designated staff, committees and, in some instances, Chapter Councils. For an overview of the entities with and the tier of delegated authority, see Table 1 below.
- 3.2. The Chapter Council does not conduct the Institute's business activities and does not deliver services. Chapter staff and the Executive Director are responsible for the delivery of activities and services.
- 3.3. The primary responsibilities of the Chapter Council are to:
  - 3.3.1. Provide effective leadership and collaborate with the Chapter management and staff (**the Management Team**) in:
    - articulating the Institute's values, vision, mission and strategies;
    - developing strategic plans and ordering strategic priorities for the Chapter, and
    - maintaining open lines of communication with members and other stakeholders.
  - 3.3.2. Establish such committees, policies and procedures, consistent with those of the Chapter Council, required to facilitate the most effective discharge of the Council's roles and responsibilities.

- 3.3.3. Ensure that the work of the Chapter Council and its committees complies with all applicable Board policies, in particular the Delegated Authority Policy.
  - 3.3.4. Initiate a Chapter Council self-evaluation program and follow-up action to deal with issues arising.
  - 3.3.5. Ensure that the Chapter Council operates in accordance with this Charter and the standards of ethical behaviour embodied in it.
  - 3.3.6. Ensure that all Chapter Councillors, particularly including any who are recently elected or who are regionally-based, have equal access to the information and resources required to fully engage with the Chapter Council and execute their role.
- 3.4. Key roles of the Chapter Council are to:
- 3.4.1. Align with the Institute’s strategic plan, identify the strategic priorities for the Chapter and collaborate with the Management Team in articulating the activities and programs designed to implement those priorities.
  - 3.4.2. Identify and respond to issues relevant to the profession and Institute members within the Chapter.
  - 3.4.3. Liaise with State bodies, institutions and authorities to promote and represent the Institute.
  - 3.4.4. Coordinate the work of Chapter committees and communicate their activities to members.
  - 3.4.5. Proactively identify and respond to issues relating to state government-based regulatory, procurement and planning policies and legislation, consistent with the Institute’s published public policies.
  - 3.4.6. Communicate state-related issues of national relevance to National Council.
  - 3.4.7. Communicate and consult with members on state matters in accordance with the Member Consultation Policy.

**Table 1. Delegated Authority of Entities**

Board of Directors	
National President (NP)	Board Advisory Committee (BAC)
National Council (NC)*	
Chief Executive Officer (CEO)	National Committee (NCom)
General Manager / Director / Chief Officer (GM)	Chapter President (CP)
National Manager (NATM) / Executive Director (ED)	Chapter Council (CC)
	Chapter Committee (CCom)

#### **4. Membership and Term**

- 4.1. The Constitution (Rule 10.1) provides for membership of a Chapter Council as follows:
  - 4.1.1. Voting members:
    - the Chapter President;
    - Up to 10 other Chapter Councillors, elected in accordance with Rule 10.2, or appointed in accordance with Rule 10.3;
    - One representative from each Division, if any;
    - One student representative, and

- One nominated chairperson, and
  - One emerging professional representative.
- 4.1.2. Other persons who may attend but not vote:
- the immediate past Chapter President, and
  - a National President or immediate past National President, who was previously the Chapter President, and
  - Any Nationally Elected Councillor may attend Chapter Council meetings as an observer.
- 4.2. The required quorum for Chapter Council meetings is half the number of Chapter Councillors plus one, unless otherwise resolved by the Chapter Council and endorsed by Council.
- 4.3. The Chapter Council consists only of non-executive individuals. No member of the Chapter Council may be a paid employee of the Institute.
- 4.4. Chapter Councillors should attend the maximum possible number of formal Chapter Council meetings and other formal events conducted by the Chapter.
- 4.5. Chapter Councillors cannot serve on Chapter Council for more than 2 years and after 2 years they must retire or seek re-election.

## **5. Interest, conflict and disclosure of interest**

- 5.1. An “interest” is a business or other relationship which could, or could reasonably be perceived by others, to now or in the future, materially influence or interfere with an individual’s ability to act in the best interests of the Institute and not in the individual’s own or another person’s interests (**Interest**).
- 5.2. An Interest under this Charter includes non-financial interests that might not be considered “material” at law.
- 5.3. Chapter Councillors must be free from any Interest when discussing and deliberating on any Chapter Council business, except where such Interest has been formally declared and recorded as follows:
- 5.3.1. Chapter Councillors must declare an ongoing Interest, which is to be recorded regularly (but without detailed explanation) in the Minutes of any meeting of Chapter Council.
- 5.3.2. If the Interest is recorded, without detailed explanation, a Chapter Councillor should withdraw from discussion of or deliberation on any matter where that Interest may operate, unless requested not to by the Chairperson, or after a Chapter Council decision made without that Chapter Councillor’s participation.
- 5.3.3. Chapter Councillors must also disclose any Interest that arises in particular circumstances or in the context of specific business being considered by the Chapter Council, and the declaration is to be recorded in the Minutes.
- 5.3.4. In that case, 5.3.1 above applies as if the Interest was an ongoing Interest for the purpose of the business being considered.
- 5.3.5. The Chapter President, another Chapter Councillor or the Executive Director may raise an Interest or the potential for an Interest in writing in advance or verbally during a discussion or deliberation by the Chapter Council. If there is an Interest:
- The individual should then withdraw.

- If the individual has not withdrawn, the Chapter Council must decide before discussion continues whether the Interest is likely to apply to the discussion or decision before the Board and if so, require the individual to withdraw.
  - Alternatively, the Chapter Council may decide to allow the individual to remain present but not take part in discussion and if a vote is required, abstain from voting. If the Chapter Council decides that an Interest is reasonably likely to apply to the discussion or decision before the Chapter Council, the Minutes must record the details of the Board's decision about that Interest.
- 5.4. The provisions of this clause of the Charter extend to the members and procedures of any Chapter Standing Committee, Working Group, Taskforce, or *ad hoc* committee, except that where applicable, the relevant Institute staff member supporting the committee may also raise an Interest or possible Interest for determination by the committee.

## 6. Chapter Council and Chapter Staff Relationship

- 6.1. The roles of the Chapter President and the Executive Director are strictly separated. The Chapter President represents the Chapter Council in its dealings with staff, and the Executive Director represents the staff in communicating and collaborating with the Chapter Council.
- 6.2. The Executive Director is not a member of the Chapter Council, but will generally attend all meetings of the Chapter Council.
- 6.3. In collaboration with the CEO and relevant General Managers, the Executive Director manages the operations of the Chapter, providing all necessary direction and instruction to the staff. A Chapter Councillor does not have authority to direct or instruct staff.
- 6.4. The Executive Director helps set the agenda, assembles the information and makes recommendations that shape the Chapter Council's discussions. Specifically, the Executive Director's responsibilities include:
- 6.4.1. **Human resources:** recruitment, talent management, terminations and regulatory compliance.
  - 6.4.2. **Planning:** strategic planning (in collaboration with Chapter Council), operational planning and performance evaluation.
  - 6.4.3. **Financial and physical resources management:** budget development and monitoring (for high level review by Chapter Council), and risk management.
  - 6.4.4. **Fundraising:** research, planning and implementation of required fundraising activities.
  - 6.4.5. **Representation:** presenting the Institute's mission, programs, products and services to relevant Chapter stakeholders.
  - 6.4.6. **Standards:** in collaboration with Chapter Council, setting and exemplifying standards for ethical behaviour, commitment, effectiveness and efficiency.
  - 6.4.7. **Vision:** articulating the Institute vision to staff and members.
  - 6.4.8. **Meeting support:** in collaboration with the Chapter President, empowering the Chapter Council through well organised agendas, clear and logical recommendations for action, including options where practical, and effective recording of meeting outcomes.

## 7. Chapter Council and National Council Relationship

- 7.1. The Chapter Council acts as an advisory body to National Council in relation to the interests and activities of the members in the Chapter.

- 7.2. The Chapter President is the primary communication channel, in both directions, between the National Council and the Chapter Council.
- 7.3. Where the Chapter Council wishes to provide advice or information to the National Council, or seek advice or information from the Council, it can do so by:
  - 7.3.1. Requesting the Chapter President to present the matter to National Council personally at a scheduled National Council meeting, or
  - 7.3.2. Preparing, or collaborating with the Executive Director to prepare, a formal submission to the National Council (in the prescribed format). Such submission will be considered initially by National Council, and may then be referred to the Board depending on the nature of the matter and based on the recommendation of National Council.
- 7.4. Where a Chapter Council submission involves a request for unbudgeted funds, it must be presented as a formal, written submission and must be accompanied by a detailed business case supporting the request and outlining the strategic outcomes that will be delivered as a result.

## **8. Chapter Council Culture**

- 8.1. The Chapter Council actively seeks to promote an 'engaged culture' which is characterised by candour, respect and a willingness to challenge.
- 8.2. Chapter Council meeting agendas limit presentation time in order to maximise discussion time, and allow plentiful opportunities for informal Chapter Councillor interaction.
- 8.3. Chapter Councillors expect their fellow Chapter Councillors to:
  - 8.3.1. be honest but constructive
  - 8.3.2. be ready to ask questions and willing to challenge the status quo
  - 8.3.3. actively seek out other Chapter Councillors' views and contributions
  - 8.3.4. spend time on an issue commensurate with its importance
  - 8.3.5. share their views, ideas and criticisms without bias or favour
- 8.4. Chapter Councillors will conduct themselves so that they:
  - 8.4.1. always come prepared to contribute
  - 8.4.2. participate actively in the affairs of the Chapter Council
  - 8.4.3. respect their fellow Chapter Councillors and the members and staff of the Institute
  - 8.4.4. take responsibility and carry a fair share of the load
- 8.5. In meeting the needs of all stakeholders the Chapter Council will operate in ways that embody the Institute's core values:
  - 8.5.1. One community, embracing diversity and open communication
  - 8.5.2. Innovation, demonstrating leadership with courage and creativity
  - 8.5.3. Accountability, acting with integrity, responsibility and sustainability
  - 8.5.4. Respect, relating with empathy and recognition of effort
  - 8.5.5. Collaboration, working together with trust, transparency and fun

## **9. Meetings and reporting**

- 9.1. Proceedings of all Chapter Council meetings are minuted and the minutes are circulated to Chapter Councillors, before being reviewed and subsequently approved by the Chapter Council at the next meeting.

- 9.2. Decisions of Chapter Council, whether resolutions or less formal guidance to the Executive Director, are reported as 'one voice' unless a Chapter Councillor requests that abstention from voting, or a negative vote, is recorded in the Minutes.
- 9.3. Passing of resolutions is generally by consensus but where necessary a vote may be taken by a show of hands. "Moving and seconding" of proposed resolutions is not required. Moving into "committee" to discuss a proposed resolution is also not required.
- 9.4. Key outcomes of Chapter Council meetings, but not necessarily the full, formal minutes, will be reported through an appropriate channel to members in the Chapter.

## **10. Review of charter**

- 10.1. The Board and National Council will review this Charter periodically to ensure it remains consistent with the Board's and National Council's objectives and responsibilities.
- 10.2. To assist in undertaking this review, Chapter Councils will provide relevant feedback and suggestions through to National Council via the Chapter President.

## **11. Publication of the charter**

- 11.1. A copy of the National Council Charter and the Chapter Council Charter are available at <http://architecture.com.au/about-us/governance>. Or please ask your local Chapter for a copy.
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