APPOINTMENT AND REMUNERATION GUIDELINES FOR VICTORIAN GOVERNMENT BOARDS, STATUTORY BODIES AND ADVISORY COMMITTEES

July 2011
(effective 1 July 2015)
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1 INTRODUCTION

The Victorian Government Board Appointment and Remuneration Guidelines (the Guidelines) outline principles and procedures for the recruitment, selection, appointment and remuneration of part-time non-executive directors and members of statutory authorities, advisory committees and the boards of Government Business Enterprises (operating under the State Owned Enterprises Act 1992 (Vic) [SOE Act], the Corporations Act 2001 (Cth) and other Acts). These Guidelines also apply to unpaid appointments to such organisations.

The purpose of these Guidelines is to provide Cabinet, Ministers and Departments with advice on making appointments and determining appropriate fee levels (from schedules of annual fees and sessional rates), for directors and members of the various boards, committees and tribunals. Ministers are responsible for appointments within their portfolios, subject to legislative and/or Cabinet requirements (e.g. as set out in the Public Administration Act 2004, the Financial Management Act 1994 or the Cabinet and Executive Council Handbooks).

Overall responsibility for the administration and interpretation of the Guidelines rests with the Department of Premier and Cabinet (DPC). However, initial inquiries should be made to the relevant Government Department responsible for the appointment. Responsibility for compliance with relevant privacy legislation rests with the organisation collecting personal information pursuant to these Guidelines.

Inquiries about the policy aspects of the Guidelines should be directed to the Director, Government Branch, DPC (tel. 9651 0736), inquiries about the application of the Guidelines in particular circumstances should also be directed to Government Branch, DPC, which will also provide advice on how to deal with anomalies that may arise in relation to particular appointments. Sensitive appointments may also require consultation with the Premier or the Secretary, DPC.

The Guidelines are effective from July 2011 and will apply to all new organisations and appointments and to all reappointments. They do not apply to existing appointments, other than the requirement for all appointees to complete an annual Declaration of Private Interests (see 11.5).

Appointments made under these Guidelines will comply with the records management practices of the Public Records Office of Victoria, which can be found at website: www.prov.vic.gov.au

2 APPLICATION OF THE GUIDELINES

These Guidelines apply to all part-time appointments to the following categories of State Government organisations:

• **Group A Organisations - Commercial Boards of Governance**
  - Government Business Enterprises including Statutory Authorities, State bodies established under the SOE Act, commercial bodies established under the Corporations Act 2001 (Cth) or specific legislation; and
  - other statutory authorities which are strictly commercial in nature.

• **Group B Organisations - Significant Industry and Key Advisory Bodies and Significant Boards of Management**
  - Industry advisory boards and other bodies advising Government on key strategic
matters and/or matters of State-wide significance;
- quasi-judicial bodies/tribunals where there is no other framework governing remuneration and appointments (see further below);
- Government bodies undertaking significant statutory functions, providing specialist advice to a Minister and developing policies, strategies and guidelines in a broad and important area of operations; and
- management boards of medium-size organisations undertaking one or more functions or providing a strategically important service.

• Group C Organisations - Advisory Committees, Registration Boards and Management Boards of Small Organisations
  - scientific, technical and legal advisory bodies;
  - disciplinary boards and boards of appeal;
  - qualifications, regulatory and licensing bodies;
  - management boards and committees of small-size organisations undertaking a specific function or providing a discrete service; and
  - Ministerial and Departmental advisory boards and consultative committees on issues confined to a portfolio or local concerns.

• Group D Organisations - Inquiries/Task Forces and Ad Hoc Expert Panels
  - Boards of Inquiry which are required to submit a comprehensive report within a specified time frame; and
  - ad hoc Expert Panels established for limited time periods to undertake a specific (often technical) task.

Schedules A, B, C and D (attached) set out the suggested rates of payment for the four Groups and suggest the appropriate classification of organisations to enable the determination of payment levels. Ministers are responsible for classifying bodies according to the advice in the Schedules. Where there is an exceptional case, it should be referred to Government Branch, DPC for advice.

The Guidelines do not apply to full-time statutory appointments, but should be considered best practice for these appointments. The Guidelines do not apply to quasi-judicial bodies/tribunals whose remuneration is set by or is tied to sections 5 or 6 of the Judicial Salaries Act 2004, although these appointments should meet the spirit of the Guidelines in relation to merit and probity. The Guidelines do not apply to appointments to school councils, and those non-Government appointments to university and college councils which do not require nomination by the Minister (e.g. faculty or staff/student representative appointments). Nevertheless, these bodies should be encouraged to function in accordance with the spirit of the Guidelines to ensure that appointments are made on the basis of merit.

3 IDENTIFYING MEMBERSHIP REQUIREMENTS

Whether establishing a board or filling a vacancy on an established body, a number of factors need to be considered before starting the recruitment process.

3.1 Merit Selection

Due process and the principles of merit selection are to be observed in the appointment process.

3.2 Statutory Requirements

Any legislative requirements relating to the composition or appointment of specific
boards/committees must be complied with.

3.3 Government Policy

It is Government policy that Government boards and committees more accurately reflect the composition of the Victorian community. In particular, it is Government policy to:

- seek to increase the representation of women on Government boards and committees by setting targets for the appointment of women and encouraging bodies to put forward female nominees for boards and committees. The current target is that 50 per cent of new appointees will be women. The Office of Women’s Affairs should be consulted at an early stage on all appointments (see 4.3 below);
- build the capacity for increasing the participation and direct representation of Indigenous Victorians across all levels of Government. Aboriginal Affairs Victoria may be consulted where specific advice on Indigenous nominations is considered desirable;
- ensure that all Government and Government funded services are responsive to and reflect Victoria’s culturally diverse community. The Victorian Multicultural Commission may be consulted on strategies to foster inclusive appointment processes;
- give young Victorians a real voice in Government. The Office for Youth may be consulted where the appointment of youth representatives is under consideration;
- encourage participation from regional Victoria; and
- encourage participation by people with a disability.

3.4 Board Composition

Boards should have members with an appropriate mix of expertise, experience and a range of backgrounds. Consideration should also be given to the gender balance and cultural diversity of boards/committees (see 3.3 above). Each member should add value to the work of the board and work well with other members.

3.5 Member Skills, Expertise and Attributes

In some cases, the specific set of skills required or sought for an appointment will be mandated by legislation.

For effective board performance, individual members and the board as a group need to have a broad range of skills, expertise and personal attributes. Accountability, strategic thinking, networking and teamwork are core competencies for all types of boards and committees. It may also be desirable to appoint board members with specific expertise in areas such as finance, investment, law, human resources, marketing or public sector administration. A board may include persons with superior knowledge of the particular sector and who may have valuable professional networks (though care should be taken to avoid potential conflicts of interest). Members, however, should not be appointed solely on the basis of functional expertise. Appropriate emphasis should also be placed on the skills and personal attributes required for effective board performance. Reference should also be made to the Victorian Public Entity Directors’ Code of Conduct 2006 which is available on the Victorian Public Sector Commission website.

3.6 Availability and Commitment

Candidates should be prepared to make the necessary commitment to the organisation. There is a general expectation that members attend a minimum of 75 per cent of meetings and that they make a significant contribution to the organisation. Please note that exceptions to attendance requirements may apply to some quasi-judicial and other review bodies where members are rostered to panels.
3.7 Reappointment

Members whose terms are about to expire should not be encouraged to regard their reappointment as a right, nor should Departments consider the reappointment process to be automatic, especially where members have already served two terms. All of the above membership requirements and the performance of the member in their previous term on the body should be considered before recommending a reappointment. This may include, but is not limited to, compliance with attendance requirements for meetings and level of effective contribution.

The need to ensure a regular turnover of members and injection of fresh ideas and enthusiasm should be balanced against the need to retain a proportion of members with the necessary skills and experience, and the need for succession planning or management of an organisation through a period of transition or considerable change.

4 RECRUITMENT

4.1 Goals

- to attract people’s interest and encourage them to nominate by promoting the positive aspects of involvement; and
- to encourage suitable candidates to apply by clearly communicating the requirements of the position and the relevant selection criteria.

4.2 Encouraging Suitable Candidates

All agencies should ensure that complete and accurate documentation is developed and maintained on the:

- duties and responsibilities of each position;
- skills required for the position;
- mandatory and desirable selection criteria; and
- the terms and conditions of appointment.

Accurate “job specifications” should be available to potential candidates.

Generally, it is best to use a mix of approaches to attract a cross-section of interested and suitable candidates.

When potential candidates are approached they should be provided with information on:

- the role of the board;
- the duties and responsibilities associated with the position;
- the amount of time likely to be required;
- the potential benefits from being involved;
- an explanation of the selection process;
- the requirement that they undergo police and probity checks; and
- the requirement to complete a Declaration of Private Interests and to be aware of conflict of interest concerns.

The General Selection Criteria for Board Members at Attachment A are intended to provide guidance on appropriate selection criteria.
4.3 Consultation with the Office of Women’s Affairs

The Office of Women’s Affairs should be consulted on all full-time and part-time appointments. This consultation should take place at an early stage when considering nominations or making recommendations to a Minister on appointments. The Office of Women’s Affairs can also provide general advice on strategies to attract female candidates.

4.4 Network Referrals

Networking continues to be a widely used and successful method for identifying potential board members. Informal approaches can be made to seek names of potential candidates. Sources may include Ministerial staff, the chair of a board, board members, the Chief Executive Officer, prominent business and community people and Members of Parliament. Strategies for reaching communities reflective of Victoria’s cultural diversity and in relation to increasing the appointment of women, young people, indigenous and regional candidates should be considered. Existing email networks may be a useful way to advertise vacancies.

4.5 Business and Community Group Contacts

Use of established contacts with business, professional, industry and community groups can be a successful method for identifying potential board members. A more formal approach is to write to peak industry bodies, local government and community associations or groups to invite nominations or referrals.

Registers of interested persons, such as the Diversity Register managed by the Department of Human Services, should be considered early in the recruitment process. These resources may be of particular benefit in circumstances where boards are required to nominate potential members themselves.

4.6 Advertising

Depending on the target audience, advertisements may be placed in major metropolitan, community and regional newspapers or industry publications (see 5 below for more detailed advertising guidelines).

4.7 Pools of Potential Candidates

The names of respondents to advertisements for expressions of interest for board positions can be placed in a ‘pool’ that may provide candidates for subsequent vacancies. It is important that this pool be refreshed regularly, e.g. every 12 to 18 months.

4.8 Executive Search

Where advertising or reference to relevant databases does not produce suitable candidates or for sensitive positions, a Minister or Department may decide to use the services of an executive search company to draw up a list of possible candidates. If an executive search is used it is critical that the firm consulted has clear instructions about the role, responsibilities and remuneration of the position.

4.9 General publicity

Ministers and Departments may also choose to use radio interviews, public meetings and journal articles to publicise board membership opportunities. Media promotion can help to reach a much wider audience than other methods and may attract nominations from unexpected sources.
4.10 Applicants Nominated by Unions, Community and Industry Groups

In some cases, particularly with regard to Group C organisations (such as advisory boards and consultative committees) membership may in part comprise members nominated by interest groups.

Where legislation requires nomination from a particular group/organisation, the procedure in the Act should be followed. In cases where a nomination is desired but not prescribed by legislation, the Minister may select a nominee from a list of names submitted by an interest group. In these cases the Department should prepare specific selection criteria to give to relevant interest groups to assist in the preparation of lists of nominees who have appropriate skills and experience. Departments should require these groups, wherever possible, to put forward both female and male nominees for appointment in accordance with the Government’s policies on recruitment (see 3.3 above).

Nominees should be made aware that their participation on the board is independent of their membership of the organisation which made the nomination in accordance with standard fiduciary duties and conflict of interest requirements.

4.11 Notification of legal responsibilities to potential appointees

Applicants for Group A organisations should be advised that they have legal obligations and duties under common law, and under the Corporations Act 2001 (Cth), the constituting Act, the State Owned Enterprises Act 1992 (Vic) or any other relevant legislation. Appointees may also have obligations under the Charter of Human Rights and Responsibilities Act 2006 (Vic) where they are appointed to a public authority.

The Government and its’ representatives should not advise nominees on their personal liabilities and responsibilities, which are often complex. Individuals should be advised to seek independent legal advice and to obtain more detailed information from other sources, such as the Australian Institute of Company Directors. Nominees may also wish to seek independent financial advice about their personal circumstances.

In the case of applicants for statutory authorities, advisory committees and quasi-judicial boards, nominees should be advised that they are subject to common law obligations and duties and may also be subject to specific statutory duties and obligations.

5 ADVERTISING GUIDELINES

Advertising positions is the responsibility of Ministers and their Departments.

The decision to advertise will generally have regard to cost and the nature of the appointment. Other relevant factors include:

- providing as many Victorians as possible with the opportunity of nominating, in accordance with the right to participate in public life under the Charter of Human Rights and Responsibilities Act 2006 (Vic);
- attracting a broad range of nominees who might not have otherwise been considered;
- targeting advertisements to seek nominations from specific groups and/or locations; and
- enabling grass roots and community representation.

Where it is decided that a position be advertised, consideration should be given to the type of nominees required and advertising targeted accordingly. For the purposes of Government advertising policy, board appointment advertisements are considered functional and can
therefore be advertised in a range of locations. The Master Agency Media Service (MAMS) can provide advice on targeting and whether advertisements should be placed in national, Melbourne, metropolitan, regional Victorian newspapers and/or ethnic media.

All advertisements must be booked through the MAMS, and should:

- encourage women and, where relevant, other target groups to apply;
- specify the number of vacancies, the particular position to be filled, the duties and responsibilities of the position and the criteria, both specific and general, required for selection. It is important that the selection criteria are directly relevant to the position, to assist in targeting suitable candidates and reduce the likelihood of attracting large numbers of candidates with inappropriate skills and experience;
- provide information on the average number of meetings per year, average time commitment and the general locality of meetings; and
- include a website address for more information and a contact person for enquiries about the advertised position and for the dissemination of information for interview purposes.

Sufficient time should be allowed between the date the advertisement appears and the closing date for applications. As a general guide, advertisements should be published at least 10 working days before the closing date for applications.

Advice on Victorian public sector advertising procedures may be obtained from the DPC website.

Advertisement templates for core Departments are at Attachment D.

6 SELECTION PROCESS

6.1 Ministerial Responsibility

Ministers are responsible for appointments within their portfolios, subject to any legislative and/or Cabinet requirements, which may apply to individual appointments or categories of appointments (for information on approval requirements see 8 below).

6.2 Consideration of Forthcoming Vacancies

Selection processes take time and Departments will often need to begin planning a selection or reappointment process up to nine months before the date of appointment. The Victorian Public Sector will provide a quarterly report to the Premier of upcoming vacancies to provide an overview across government, based on information contained in the Victorian Public Sector Commission database (see 6.3 below).

6.3 Database on Appointments

The Victorian Public Sector Commission manages a database on appointments covered by these Guidelines (paid and unpaid) to track appointments, forecast upcoming vacancies, analyse appointments statistics, monitor trends in appointments, and monitor the composition of boards and other bodies to aid in implementing relevant Government policy. It is the responsibility of Departments to ensure that the information held on this database is accurate and up to date, and that practices are consistent with the Information Privacy Act 2000 (Vic) which applies to personal information being collected and stored on the database. Information Privacy Principle 3 in Schedule 1 to the Act requires Departments to take reasonable steps to make sure that the personal information they collect, use or disclose is accurate, complete and up to date. Further details concerning the operation of this Act can be found in 10 below.
6.4 Ongoing Dialogue with the Minister

Best practice requires that a Department should brief its Minister on a forthcoming vacancy and the process proposed for filling that vacancy six months from when the vacancy needs to be filled. These vacancies will be reflected in the Victorian Public Sector Commission’s report to the Premier (see 6.2 above).

Selection processes should be tailored to the particular vacancy. The initial briefing process establishes an ongoing dialogue between the Minister, the Minister’s private office and the Department on the vacancy and selection process.

Ministers should approve the proposed selection process and details of the proposed selection panel.

Following the selection process, the Department should make a recommendation to the responsible Minister about the most appropriate candidates, at least three months before the expiry date. This advice should include a list of potential appointees with approximately three times the number of positions falling vacant, and sufficient information from the selection process to enable the Minister to make a decision from those on the list. The preferred candidate(s) should be identified, with supporting reasons.

6.5 Selection Panel

The composition of a selection panel will depend on the nature of the body to which an appointment is being made. Selection panels may range from having very senior participation (e.g. Ministers and Secretaries) to internal Departmental panels. Consideration should also be given to the participation on selection panels of:

- relevant experts as the need arises; and
- serving board members of the organisation where the vacancy exists.

Individuals from outside the public sector who are invited to become members of selection panels will generally be expected to volunteer their time. If payment is required, however, it should be authorised by the Public Service Body Head.

The role of selection panels is to shortlist nominees and recommend a preferred candidate or candidates for the Minister’s consideration. In undertaking this task the selection panel should:

- assess each application against the selection criteria, conduct interviews, and obtain referee reports; and
- ensure that all appropriate screening of the applicants has occurred (see 7 below) and that the Office of Women’s Affairs has been involved and consulted as early as possible in the appointment process.
Applicants should be interviewed and assessed to ensure that they have the necessary qualifications and experience for the positions and that they are able to commit adequate time to the appointment.

**7.1 Probity Checks**

It is important that candidates for government appointments have records of personal, professional and commercial integrity. Probity checks must be undertaken for all appointments to boards or organisations including reappointments, co-opted members and proxies appointed by the Government. Particular issues to consider include whether a candidate:

- is or has been insolvent;
- has been convicted of an indictable offence;
- has been convicted of fraud; or
- has been disqualified from acting as a director or acting in the management of a company.

The candidate’s completion of a Statutory Declaration attesting to their integrity does not negate the requirement for probity checks.

On occasions Ministers may approve, on a case-by-case basis, the waiver of probity checks for appointments to any body that does not have formal decision-making responsibilities over policy, service delivery or public funds. In such instances Ministers must be fully briefed on the reasons why the probity checks have not been undertaken. If the appointment is to be considered by Cabinet the submission must state why the Minister has determined that some or all of the necessary probity checks were not undertaken. In these circumstances, the appointment may be conditional on the completion subsequently of satisfactory probity checks.

The minimum checks include:

- a National Criminal Record check;
- a check of the Australian Securities and Investment Commission (ASIC) Register of persons prohibited/disqualified by ASIC under the provisions of the Corporations Act 2001 (Cth). Searches can be undertaken by accessing the [ASIC website](https://www.asic.gov.au); and
- a check of the Australian Financial Security Authority (AFSA) National Personal Insolvency Index (NPII) which contains information about proceedings and administrations under the Bankruptcy Act 1966 (Cth). Information on arranging a search of the NPII can be found on the [AFSA website](https://www.afsa.gov.au).

Departments should also examine any relevant statute to identify the circumstances in which an appointment may become vacant. These circumstances may include an appointee becoming bankrupt or being convicted of an indictable offence.

Early consideration should also be given to completion and return of a Declaration of Private Interests (see 11.5).

**7.2 Probity Checks for Crown Land Committees of Management and Cemetery Trusts**

Departmental Secretaries may approve the waiver of police checks on any appointment (including reappointments) to an unpaid Cemetery Trust or Committee of Management where
the Departmental Secretary considers that the operation and assets of the entity do not pose a significant financial or non-financial risk to the State.

The ability to waive police checks under this clause does not extend to:

- any Cemetery Trust or Committee of Management subject to Part 7 of the *Financial Management Act 1994* (Vic);
- Parks Victoria, Melbourne Water and the National Parks Advisory Committee if acting as a Committee of Management; and
- a person holding a licence under Division 1 of Part 2 of the *Water Industry Act 1994* (Vic) acting as a Committee of Management.

Where a waiver is granted to a Cemetery Trust or Committee of Management, the circumstances for such a waiver must be reviewed by the Secretary at least every three years to ascertain that the criteria for granting the exemption are still valid.

### 7.3 Referee Reports

As part of the selection process, the selection panel should consult with applicants' nominated referees. Referee reports are an important part of the selection process and should be obtained on all short-listed candidates to clarify, confirm or counterbalance information already before the panel. In particular:

- the applicant should nominate 2-3 referees who can attest to the applicant's abilities relevant to the key selection criteria and duties of the position;
- it may also be necessary for selection panels to extend their enquiries beyond nominated referees to ensure a comprehensive and accurate appraisal against selection criteria;
- applicants should be informed of the names of persons other than the nominated referees who will be contacted. It is essential that the applicant consents to enquiries being made of all referees, including their present employer; and
- complete and accurate reports of referees' comments should be compiled to assist in the selection process.

### 8 DECISION MAKING

#### 8.1 Cabinet

The following appointments must be approved by Cabinet:

- all appointments to Group A and Group B organisations;
- non-elected chairpersons of Group C organisations;
- all band 1 and 2 appointments to Group D organisations; and
- appointment of a Deputy to a position that would usually be considered by Cabinet, where the appointment is for more than three months, subject to legislative requirements and/or terms of reference.

These appointments must be submitted to Cabinet for approval. The approved rates of payment (where applicable) for these appointments are set out in Schedules A, B, C and D to these Guidelines.

In some cases, chairs of certain organisations will be elected by the board of that organisation, or some other constituency. This will usually be a specific requirement of the organisation's governing statute. Whilst Cabinet is *not* required to approve appointments that are the result of an election process, Ministers *are* required to advise the Premier of these
appointments in writing every six months.

Additionally, if a Minister considers that any other appointment (i.e. to a Group C organisation or to any unpaid position) is politically sensitive or significant, the appointment should also be submitted to Cabinet for approval.

8.2 Ministerial
The Minister has responsibility for approving:

- appointments (other than chairpersons) to Group C organisations; and
- all band 3 appointments to Group D organisations.

Ministers may determine that particular sensitivities in some cases warrant bringing these appointments before Cabinet. The approved fees (where applicable) for these appointments are set out in Schedules C and D to these Guidelines.

8.3 Short Term Statutory Appointments and Reappointments
In most cases, short term appointments to statutory offices for periods of up to three months may be made on the recommendation of the Minister without the prior approval of Cabinet. However, Ministers may determine that particular sensitivities in some cases warrant bringing a short term appointment before Cabinet.

Any appointment or reappointment made under this provision counts as a full term for the purposes of subsequent reappointments.

Any subsequent reappointment of a person to a position to which that person had previously been appointed on a short term basis requires the approval of Cabinet.

8.4 Involvement of the Premier and Treasurer
Departments must ensure that the Premier is actively involved in important or sensitive appointments, including all appointments in Groups A and B. The Treasurer should also be involved in these appointments where major financial obligations are concerned.

The Premier will be alerted to upcoming vacancies through the consolidated report provided by the Victorian Public Sector Commission, although specific consultation may be desirable on significant or sensitive appointments.

For appointments to Group A and Group B State-Owned Enterprises, the Treasurer and the portfolio Minister must determine the names to be recommended to Cabinet for appointment.

8.5 Submitting an Appointment for Approval by Cabinet
On completion of the selection process, it is the responsibility of the relevant Minister to submit the proposed appointment to Cabinet. Appointment submissions are presented to Cabinet with an appointment cover sheet, draft copy of the Order in Council (or other relevant appointment instrument where applicable) and a full and detailed curriculum vitae.

Appointments are to be considered by Cabinet at least one month in advance of the date on which the position becomes vacant, or in respect of a new position, the date on which it is proposed the appointee commences duty. In line with Cabinet requirements, Departments must provide the Appointment Submission to Cabinet Secretariat at least one week prior to the Cabinet meeting for which it has been scheduled. Departments are required to maintain a schedule of expiry dates of statutory appointments and to review it regularly to identify
forthcoming appointments within their portfolios.

A satisfactory Declaration of Private Interest should always be obtained before Cabinet considers an appointment (see 11.5).

9 ANNUAL REPORT TO CABINET

An annual report is prepared for Cabinet by DPC on appointment trends within all portfolios in the previous financial year, including a non-identifying breakdown of appointments by gender (including implementation of targets), ethnicity, age and location (i.e. Melbourne, regional and rural Victoria). The Victorian Public Sector Commission appointments database is the source of data for this report. Departments are formally requested to confirm the accuracy of appointments data prior to the preparation of the annual report.

The annual report covers all appointments covered by these Guidelines, i.e. all paid and unpaid part-time non-executive appointments to Government boards, authorities and committees.

10 APPLICATION OF THE INFORMATION PRIVACY ACT 2000

The Information Privacy Act 2000 (Vic) provides for the establishment of a regime for the responsible collection and handling of personal information in the Victorian public sector. The Act describes a number of Information Privacy Principles (IPPs) which must be observed by Victorian Departments and other public sector bodies when collecting and handling a range of personal information. These principles cover the collection, use, disclosure, quality, security, access and correction of personal information by public sector bodies.

The Act establishes a complaints mechanism for persons who believe that an organisation has breached the principles, and ultimately, the Victorian Civil and Administrative Tribunal (VCAT) can impose a range of sanctions on organisations, including ordering the payment of up to $100,000 compensation to an aggrieved person.

The Act applies in circumstances where Departments provide personally identifying data to DPC for annual reporting purposes under these Guidelines. In this case, IPPs 1, 2 and 10 in Schedule 1 to the Act place restrictions on the collection, use and disclosure of personal and sensitive information. IPP 2 allows personal information to be used or disclosed for the primary purpose it is collected and for a limited number of secondary purposes specified in IPP 2 including with the consent of the individual.

To ensure that Departments and agencies can continue to report data, a template consent form is found in Attachment E, along with a notice form under IPP 1.3. This consent allows agencies and Departments to provide the data necessary for annual reporting to Cabinet and DPC as required. The notice form also advises the appointee on how the Department will deal with the information collected. The IPP 1.3 notice should be completed by the Department or agency and given to the appointee at the time information about them is collected and the consent form should be signed by new appointees upon application. Both forms are included in Item 5 on the checklist of items in Attachment C to these Guidelines. Consent forms should also be signed by existing appointees, and retained in a secure repository within Departments.

Departments may also be in receipt of recent curricula vitae from interested persons who have expressed a desire to sit on a board. As the Act will apply to this personal information also, Departments should advise the interested persons what they will do with this
information. Departments must obtain consent from the person if they wish for their details to be forwarded to other Departments for consideration. Attachment E can also be used for this purpose.

Departments are encouraged to advise interested persons that they are also responsible for making third parties aware that any information about that third party may be passed on to other agencies, e.g., information regarding referees in an interested person’s *curriculum vitae*.

Furthermore, Departments should note that section 11 of the Act provides that personal information contained in generally available publications is not subject to the IPPs.

Any queries concerning the application of the *Information Privacy Act 2000* (Vic) to the handling of appointment information unrelated to annual reporting requirements should be directed to the responsible Department’s privacy unit or legal advisers.

The collection of personal information is also subject to the right of privacy under the *Charter of Human Rights and Responsibilities Act 2006* (Vic).

### 11 APPOINTMENT AND REAPPOINTMENT PROCEDURES

#### 11.1 Instrument of Appointment

The majority of positions in Group A organisations are appointments in accordance with the Corporations Act 2001 (Cth) or specific legislation establishing commercial statutory authorities. The form and processes of these appointments will be set out in the constitution of the company or the relevant legislation.

Appointments to Group B, C and D organisations are either statutory, Ministerial or Departmental appointments.

#### 11.2 Statutory Appointments

In the case of statutory appointments, the Order in Council should be accompanied by a schedule containing the:

- duties and responsibilities of the position;
- appointment arrangements;
- period of appointment;
- termination arrangements;
- payment provisions including rates and eligibility;
- superannuation obligations;
- arrangements for the reimbursement of travel and personal expenses (see 16.5); and
- leave arrangements.

The provisions contained in the Order in Council must accord with the Act under which the appointment is being made. It is the responsibility of Departmental Secretaries to ensure that the Order in Council is prepared in the appropriate manner and for Ministers to ensure it is submitted in accordance with the procedures for the Executive Council.
11.3 Ministerial and Departmental Appointments

Appointments, which are not made by the Governor in Council, will require the preparation of another form of documentation to formalise appointments and the terms and conditions attaching to them. *Attachment B* provides a pro forma setting out the:

- duties and responsibilities of the position;
- period of appointment;
- termination arrangements;
- rates of payment;
- superannuation obligations;
- arrangements for the reimbursement of travel and personal expenses; and
- leave arrangements.

This document can be adapted by agencies to suit the particular appointment being made. The document should be signed by the Minister or Departmental Secretary and the appointee before the commencement of the appointment.

11.4 Indemnifying/Insuring Members/Directors

The Victorian policy on indemnifying members of Government boards and committees was revised in June 2008. Nominees should be advised to seek independent legal advice (see 4.11).

In summary:

- The Victorian Managed Insurance Authority (VMIA) may provide an indemnity to board members of either a Statutory Authority or a State Owned Company. This Deed of Indemnity is similar to the directors and officers insurance policies that are available from the commercial insurance sector (in many circumstances, members of a Board will not need to seek an indemnity as they will be able to take out insurance to cover their potential liabilities). The VMIA may charge a premium at a rate and on terms and conditions commensurate with that offered in the commercial insurance sector;
- In exceptional circumstances the Treasurer may exercise the power under the *Financial Management Act 1994* (Vic) to provide individual indemnities, which are outside the scope of the cover offered by the VMIA. To date, they have been given where the Board is acting on the written directions of the Government. Granting an indemnity in advance of the actual performance of particular duties is subject to Cabinet approval;
- Requests for specific indemnities by members of Group A, B, C or D organisations will be considered on a case by case basis and will not usually be considered until the commencement of proceedings;
- It may not be necessary for a Minister, Crown servant or agent to seek an indemnity for legal proceedings commenced or threatened in connection with the exercise of powers and functions attaching to their office. Representation for Ministers and Crown servants in relation to those matters is handled in the normal course of business; and
- If required, government policy is that indemnities are provided for Ministers and servants of the Crown who have performed their duties in good faith.

The precise nature and extent of an indemnity in any particular case will depend on the circumstances involved.
11.5 Declaration of Private Interests

Appointments and reappointments are contingent upon the nominees completing a Declaration of Private Interests to the satisfaction of the relevant Minister. The standard Declaration of Private Interests pro forma (Attachment G) should be used for this purpose.

Section 35 of the State-Owned Enterprises Act 2001 (Vic) provides for members/directors of bodies covered by that Act to disclose pecuniary or other interests, which could conflict with the proper performance of their duties. It makes provision for certain procedures to be followed where disclosures occur. There are also disclosure provisions in the Corporations Act 2001 (Cth) with which appointees to State Owned Companies should make themselves familiar.

Declarations of Private Interests are to be completed on initial appointment or reappointment, and annually during the term of the appointment.

Ministers need to ensure that completed Declarations are retained securely within portfolios.

12 TERMINATION OF APPOINTMENTS

12.1 Appointments to State Owned Companies (SOC)

Directors of organisations under the Corporations Act 2001 (Cth) may:

- resign;
- not be re-appointed (or re-elected where relevant) after their term expires; or
- be removed for failing to meet the requirements of the Corporations Act or the requirements of specific legislation governing their appointment.

12.2 Appointments to Organisations other than SOCs

In the case of statutory appointments, the constituting Acts and the instruments of appointment (Orders in Council) will usually specify the terms of appointment for these positions. The circumstances in which such appointments could be terminated are:

- the period of appointment expires
  - when the period of appointment expires the Minister or Cabinet may decide to reappoint the officer or terminate the appointment arrangement;

- resignation of the appointee
  - the appointee may elect to resign from the position prior to the expiry of the period of appointment. The appointee should provide the Minister with 4 weeks’ notice in writing. Payments of fees will cease on the effective date of resignation;
  - depending on the relevant legislation, the appointee’s resignation may also need to be formally accepted by the Governor in Council to be effective;

- removal of the appointee from the position
  - in most cases the constituting Acts will contain provisions to enable the removal of statutory appointees from positions they hold before the expiration of the specified term. The constituting Act will generally specify the circumstances under which officers can be
removed, such as misconduct or incapacity to perform the duties of the office. The Act will also provide the means by which this can be achieved, (normally an Order in Council);

- Division 3 of Part 5 of the *Public Administration Act 2004* (Vic) concerning the removal, suspension or standing down of directors of public entities may also apply;

- payments of fees will cease on the date of termination of the appointment; and

  - *abolition of the position or entity*

  - the Government can reorganise or dissolve statutory bodies or positions within these bodies by procuring the repeal of the constituting Acts, or by making Orders in Council to revoke existing appointments where there is power to do so. As long as the appointing instrument provides for prior termination, part-time appointees should not be entitled to any payment in respect of the termination in the event that their appointments are revoked. There should be no payment in lieu of notice or compensation for an unexpired term.

Arrangements for terminating non-statutory appointments will differ from statutory appointments because of the absence of constituting Acts. It is important in these cases that the letter of appointment contains reference to the term of each appointment and appropriate termination arrangements. As long as the appointing instrument provides for prior termination, part-time appointees will not be entitled to any payment in respect of the termination in the event that their appointments are terminated.

13 APPOINTMENT OF PUBLIC OFFICE HOLDERS

13.1 Appointment and Remuneration of Members of Parliament

Members of Parliament who are appointed to, and are paid for being members of, Government boards may be in breach of sections 49 and 55 of the *Constitution Act 1975* (Vic) (potentially causing their seats to be vacated) unless an Act allows them to be so appointed. Any appointment of Members of Parliament to governing bodies, whether advisory or otherwise, must be authorised by Cabinet.

13.2 Appointment of Public Sector Employees

Public sector employees occasionally sit on boards in several ways, such as:

  - in an ex-officio capacity;
  - by formal appointment; or
  - by election to Government boards, e.g. the Board of Emergency Services and State Super.

In the case of some boards, the establishing statute may require public sector employees to sit as the nominee of a Minister or Secretary of a Department.

Statutes or intergovernmental agreements may also require public sector employees to sit on government boards of other jurisdictions, such as the Commonwealth. The rules described in this section apply equally to these appointments. If however, further clarification is required regarding any aspect of this section as it applies to these appointments, advice should be sought from Government Branch, DPC.
As a general rule public sector employees should only be appointed to part-time positions on boards, committees or advisory bodies (either as full members, or “observers”) when required by statute. This is all the more important where the employee’s Department is responsible for providing advice to the portfolio Minister.

In some circumstances outside of statutory requirements, an appointment of a public sector employee may be made where the Government decides it is necessary. All public sector employee appointments of these types must be clearly justified. Where possible, such appointments should be for a limited and specified time.

A statutory appointment of a public sector employee, or a public sector employee appointment outside of statute (“non-statutory”), must also be justified. Departments must observe the following principles, and state the necessary information in any Cabinet submission:

**Conflicts of Interest**

Departments must identify the potential for conflicts of interest in considering the appointment and state whether any controls exist. These controls may take the form of legislative controls, or provisions in a constitution in the case of a State Owned Company or State Business Corporation. Where a statute or constitution does not provide any controls, the appointing Department must consider the need for formal controls to be introduced. The appointment of a public sector employee is less appropriate as levels of control reduce, particularly if this appointment is outside of a statute.

Guidance on conflicts of interest can be found on the [Victorian Public Sector Commission website](http://www.vpsc.vic.gov.au).

**Independence**

Departments must identify and state briefly whether the board, committee or advisory body is operating at arm’s length from Government or whether its purpose is in fact to facilitate Government policy. The particular legal form of the body (for example, State Owned Company compared with Statutory Authority) will not necessarily indicate the degree of independence. The more a body’s operations are designed to be independent of Government influence, the less appropriate a non-statutory appointment of a public sector employee is likely to be.

**Reason for Appointment**

Unless the appointment is statutory or made under Terms of Reference, Departments must state clearly why a public sector employee is the most appropriate appointment, and whether their particular skill or expertise is necessary for the board, committee or advisory body in question. Departments should state on a broad basis whether equivalent non-public sector candidates were considered but not selected, and why.

**Commercial Functions of the Board or other Body**

Departments must identify the relevant commercial and non-commercial functions of the
board, committee or advisory body and state briefly whether the board or other body’s operations are predominantly commercial or not. The relevant governing legislation may describe particular commercial or non-commercial functions for a board, committee or advisory body. In the case of State Owned Companies or State Business Corporations, additional information may be found in the relevant constitution. The greater the scope of the board or other body’s commercial operations, the less appropriate a non-statutory appointment of a public sector employee is likely to be.

**Other Legislative Requirements**

Departments must state whether other legislative requirements relevant to the appointment have been satisfied, e.g., governing legislation frequently specifies certain expertise or qualification criteria for board appointments.

13.3 Remuneration of Public Sector Employees

There are limited circumstances in which public sector employees are remunerated for their membership of Victorian Government boards. For the purpose of payment of fees, a broad definition of “public sector employee” applies, and includes employees of a Victorian:

- Government Department;
- Statutory body;
- Instrumentality;
- Government Board; and
- Local Government.

As well as employees of:

- An institution of higher education - academic staff members; and
- Other Victorian Government body.

There may be cases where it would be inappropriate to pay fees to a public sector employee who is employed by a government in another Australian jurisdiction or other government entity. Queries should be directed to Government Branch, DPC for advice.

**Categories**

Appointments of public sector employees are of two types, for the purposes of remuneration:

**Type 1**

A Type 1 appointment is where the appointee is:

- an ex-officio appointment;
- appointed as part of his or her employment duties as a public sector employee in his or her substantive position; or
- a full-time Executive Officer or equivalent in a Victorian public sector position.

Government Branch, DPC must be consulted for further advice in determining whether an appointment falls into the Type 1 category. The Secretary has the discretion to determine whether any appointment of a public sector employee should be characterised as a Type 1 appointment.
In general, Type 1 appointments are not remunerated. *An exemption may only be granted in the most exceptional of circumstances.* In some cases, remuneration of Type 1 appointments may be subject to a statutory bar.

The Secretary, DPC also has the discretion to determine whether an exemption should be granted for remuneration to be paid to a Type 1 employee.

**Type 2**

A Type 2 appointment is where the appointee is a public sector employee but not an Executive Officer and is being appointed to a position unrelated to their substantive role or their employment in the public sector.

These types of appointments are likely to be made based on the appointee’s experience to perform the appointment. Remuneration may or may not be payable.

For Type 2 appointments, an appointee is eligible to be remunerated only if the substantive public sector employer confirms in writing that the work involved in the appointment can be, and will be, performed in the employee’s own time.

In all cases where sitting fees will apply:

- public sector employees, whether full time or part time, must ensure that there are no material conflicts between their public sector employment and their appointment/s, or between their appointments. A conflict will not be “material” for these purposes if the conflict is trivial and can be managed with appropriate procedures;
- public sector employees considering taking on second and subsequent board appointments must obtain approval from their substantive employer before taking on these positions. The employer, in granting or refusing approval, must consider the health and safety of the employee, including the potential for stress-related illness or injury; and
- where a public sector employee is to be paid sitting fees, the Secretary of the Department responsible for the appointment must confirm that the criteria for payment have been met. Confirmation is to occur through the Secretary or their delegate signing the completed statement found at *Attachment F* to these Guidelines.

In this section, there is reference to an employee’s “substantive” position. Where a public sector employee holds a full time position, the reference to the “substantive” employer is a reference to the employer of the full time position. Where the public sector employee holds two or more part time positions, then the “substantive” employer is the public sector employer in the position with on-going status or, failing that, the public sector employer of the greatest time fraction.

**13.4 Resignation**

Public sector employees who are appointed to a board by virtue of their public sector employment (Type 1 – see 13.3 above) should resign from that board if they leave their public sector employment. In some limited cases however, there may be good reasons for that person remaining on the board. In the event of doubt, individual cases should be referred to Government Branch, DPC for further advice.
13.5 Additional requirements for Appointments to State Owned Companies or State Business Corporations

Cabinet approval is required for all appointments of full-time public servants to State Owned Companies or State Business Corporations.

If the position involves assuming obligations under the Corporations Act 2001 (Cth) for which an individual is normally liable, the public sector employee should be indemnified by the State if the position is related directly to his or her portfolio. Public sector appointees should discuss any indemnity issues as part of the appointment process and if necessary, seek independent legal advice. Any provision of indemnity must be consistent with the Government’s policy on indemnifying members of government boards and committees. Further details of this policy are provided in 4.11 and 11.4.

14 APPOINTMENT OF REPRESENTATIVES OF GOVERNMENT FUNDED COMMUNITY GROUPS

In general, fees will not be paid to representatives of community groups who are appointed to Government organisations to specifically represent an interest group or which receive either full or partial funding from the State or Federal Government.

- Organisations participating in these Government bodies, while in many cases providing a service to the community at large, often exist primarily for the benefit of the particular industry or organisation.
- Participation in Government related activities is generally a function of such organisations’ charters and is not such as to warrant the payment of fees by Government.

Appointees may be reimbursed for travel and out of pocket expenses in line with the current public service guidelines (see 16.5).

Some community organisations which are predominantly funded from non-government sources may be entitled to a fee for representation on these bodies. Where the Minister believes that such an organisation should be paid for an appointee’s membership on a Government body, that organisation is to be paid at the sessional rate applicable to the appointee. However, the Minister may determine that a person serve in an honorary (unpaid) capacity.

15 APPOINTMENT OF AN INDIVIDUAL TO MULTIPLE BODIES

It is recommended that an individual hold no more than two to three positions on Government bodies at any one time. Such a policy creates opportunities for a larger number of individuals to be represented on Government boards, and for boards to more accurately reflect the composition of the community. However, there may be circumstances where multiple appointments are desirable, such as where the number of suitable nominees from target groups is limited. Where this is the chosen approach the Minister should outline the measures taken to secure additional nominees.

Ministers considering recommending the appointment of individuals already on a number of Government boards to a new board should seek assurances that the individual will be able to devote adequate time to his/her duties in accordance with minimum attendance requirements (an expectation of attendance at 75 per cent of meetings). Self-assessment by the nominee should be verified with independent consideration of the other positions and responsibilities which would be concurrently held by the nominee (including membership of other Government boards and/or private sector boards).
16 REMUNERATION

16.1 Schedules A, B, C and D

The levels of payment for appointees to Group A, B and C organisations are set out in Schedules A, B and C (attached). The levels specified in the Schedules take into account the degree of responsibility and risk carried by appointees, including:

- the application of the Corporations Act 2001 (Cth);
- diminution of ultimate responsibility and accountability where it rests with the portfolio Minister; and
- the extent to which the organisation is funded from consolidated revenue or relies on Government guarantees or other forms of Government support.

Schedule D does not specify remuneration levels, noting the need for flexibility in remuneration of Group D appointments.

There is no separate scale of fees for Deputy Chairs. If a Deputy Chair is appointed, payment will be at the Member’s rate. If the Deputy Chair assumes the role of the Chair, the Chair’s fee will be payable for the period the Deputy Chair acts as the Chair. It may be of assistance if the instrument appointing a Chair authorises the payment of a person who acts as the Chair also.

16.2 Approval

Upon the Minister’s recommendation, Cabinet approves the rate of payment for:

- all Group A appointments;
- all annual fee-paying Group B appointments; and
- all band 1 and band 2 Group D appointments.

For Group A and B organisations Ministers determine and then recommend to Cabinet (where necessary) the level of fees from within the specified bands. The nature of the work and degree of responsibility will determine the specific point within the range. Government Branch, DPC can provide advice on particular cases if anomalies arise. For Group D organisations Ministers determine on a case-by-case basis the remuneration levels, with reference to the intensity of the workload and expertise required. Group D appointees may be paid on either an annual fee (pro rata) basis or daily fee basis.

Ministers may approve the rates of payment from within the specified bands (where applicable) for:

- all sessional fee paying Group B appointments;
- all Group C appointments (all of which are sessional paying); and
- all band 3 Group D appointments.

However, Cabinet may still be required to endorse these appointments (see 8.1).

16.3 Additional Payment for Committee Work

Directors who receive annual fees may be paid an additional per annum fee as stipulated in Schedules A and B for additional committee work undertaken, in recognition of the extra commitment required. The Minister should assess the additional commitment required and the level of remuneration warranted when considering providing a board with the capacity to compensate members for the extra time and responsibilities involved in committee
Any payment of additional fees for committee membership must be approved by the relevant Minister. The approved level of fees for committee membership will be an absolute ceiling figure regardless of the number of committees to which a director may be appointed, and should be considered in the context of the annual fee level paid to board members. Generally, it would not be anticipated that board members would be involved in more than two committees in addition to their board membership of a particular Government organisation.

16.4 Daily Sitting Fees – Full and Half Day Rates and Annual Maximums

Daily sessional rates are preferred to annual rates for the majority of Group B and all of Group C organisations because the workload, regularity of meetings etc. can vary considerably and because they allow appointees to be paid for work actually undertaken.

Daily fees are the maximum payable for official duties on a given day. This maximum should be paid where official duties equal or exceed four hours. Official duties of less than four hours should be paid at half the daily rate.

No maximum annual payment is to be set where a daily sitting fee is the preferred method of payment. Ministers should arrange to monitor the nature of the performance of these bodies to ensure that payment is made when the relevant duties have been performed. As a guide payment should be made for the following:

- attendance at meetings, including official committee meetings of the board and other necessary activities, such as group site visits;
- formal visits with industry representatives;
- Group B and C organisations - in special circumstances, authorised by the Minister, days spent on additional work directly related to the business of the body, such as preparation of reports formally commissioned for a meeting or Government. If substantial blocks of time are involved a separate rate should be negotiated; and
- Group D organisations only - days spent on work directly related to the business of the organisation, such as preparation of reports formally commissioned for a meeting or Government.

Payment should not be made for:

- individual research or reports not authorised by the organisation or chair;
- preparation time for meetings (as this has been incorporated into the daily fee).

16.5 Reimbursement of Expenses

All appointees to Group A, B, C and D organisations, as well as unpaid appointees, are eligible to be reimbursed for reasonable out of pocket expenses such as travelling, accommodation, meals and other incidental expenses associated with attendance at meetings, overnight absence from home or absence from the normal work location in the course of field duties. Such reimbursement will be in accordance with Departmental policies.

16.6 Allowance for Additional Responsibilities

If circumstances require a director/member to take on a quasi-executive role or additional responsibilities, the rate of payment for such additional responsibilities should be established in consultation with Government Branch, DPC. In the case of Group A organisations, annual fee paying Group B organisations, and bands 1 and 2 Group D organisations, the relevant
Minister will be responsible for obtaining Cabinet approval for the revised role and payment rates. In relation to sessional fee paying Group B, all Group C organisations, and band 3 of Group D organisations, the relevant Minister will be responsible for approving the revised role and payment rates and advising Government Branch, DPC of the changes.

If a non-executive director/member is appointed in an executive role for a lengthy period of time (i.e. three months or more), it may be necessary to re-appraise the work value of the position to reflect the changed relationships, accountabilities and work value. As a general rule appointment of non-executive directors to an executive role should be avoided.

16.7 Prohibition of Third Party Payments

On occasion appointees will request that Departments pay sitting fees to trusts or companies associated with the appointee, rather than to the appointee personally. The usual reason behind such requests is so that the appointee can derive an additional benefit in the form of tax minimisation or other related tax benefits.

All payments to appointees are personal and must only be made to the appointee in their personal capacity, although this may include an appointee’s personal superannuation account. Under no circumstances should these payments be made on invoices.

The only exception to the above is in circumstances where organisations with nomination rights to bodies nominate an employee to represent them on that body. In this case the employer with nomination rights may be entitled to receive payment to compensate for the time spent by their employee representing the organisation on the body. This compensation can only be paid if the employee does not also receive sitting fees.

16.8 Remuneration Adjustment

The remuneration bands contained in Schedules A, B, C and D may be subject to annual adjustment at the beginning of each financial year. Ministers may review the remuneration paid to boards and committees with a view to passing on the adjustment in full or in part.

Factors such as Ministerial satisfaction, budget and performance may be taken into account when a review of remuneration is conducted.

Adjustments in remuneration outside this mechanism should be made in accordance with 16.3 or 16.6 above as appropriate.

17 TOTAL COST TO THE EMPLOYER

The remuneration levels set out in the Schedules to these Guidelines reflect the remuneration to the recipient and include any non-cash benefits which should be subject to Fringe Benefits Tax (e.g. provision of a motor vehicle, spouse travel etc.). However, where the appointee is a public sector employee, these levels do not constitute the Total Cost to the Employer (TCE) which is the remuneration package plus:

- the employer’s superannuation contribution, (required under the Commonwealth Government’s Superannuation Guarantee Contribution);
- WorkCover costs; and
- the payroll tax component (where applicable).

17.1 Employer’s Superannuation Contribution

Under the Superannuation Guarantee (Administration) Act 1992 (Cth) all employers are
required from 1 July 1992 to provide a minimum level of superannuation for all employees who earn more than the minimum per month prescribed by that Act. It is current practice that Government employers will pay only the minimum level of superannuation required under the Act. Advice on employer superannuation obligations under the above Act can be obtained from the ATO’s Superannuation Information Line (tel. 131020).

17.2 WorkCover and Payroll Tax Costs

WorkCover and payroll tax are the other components which should be included in the TCE, but not in the remuneration package. The WorkCover cost is a variable cost dependent upon the agency's premium rate for any given year. Payroll tax is a determined percentage of salary and is paid by the employer. In most cases, WorkCover and payroll tax will not be additional costs to employers as these have been incurred, in some form or another, since positions were established.

17.3 Provision of a Motor Vehicle

Board members may be given access to an agency vehicle for business purposes.

Generally board members should not be given access to motor vehicles for private use. If the Board decides to provide a motor vehicle to a board member then the full cost of the private use component, calculated using an appropriate methodology, must be borne by the board member through a salary sacrifice arrangement.

Motor vehicles must not be provided to appointees to boards, advisory panels etc. who are paid on a daily sessional basis.

18 CHECKLIST

A checklist has been provided as Attachment C to assist Ministers and Departments in verifying whether the appointment process they have followed has met the requirements of these Guidelines.
SCHEDULE A (Effective from 1 July 2015)

The narrative classification criteria contained in Band 1 of Schedule A may be used to raise the classification level of a body classified within Schedule A, by one level on the recommendation of the Minister. However, this reclassification must be endorsed by Cabinet and/or Governor in Council prior to any increased payment being made.

GROUP A ORGANISATIONS (Commercial Boards of Governance which provide direction & control)

<table>
<thead>
<tr>
<th>Chair</th>
<th>Member</th>
<th>Classification Criteria</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>$69,581 to $130,525</td>
<td>$34,792 to $57,186</td>
</tr>
<tr>
<td></td>
<td>GBEs incorporated under the Corporations Act 2001 or corporatised businesses with a turnover of over $1 billion or assets over $1 billion or profit over $100 million.</td>
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<tr>
<td></td>
<td>Statutory Authorities determined by the Premier and Cabinet to warrant inclusion in this group.</td>
<td></td>
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<td></td>
<td>OR - if the business is a new business or facing particular challenges that warrant special consideration.</td>
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<tr>
<td></td>
<td>In these circumstances any of the following criteria can be used to raise the classification of a Schedule A body by one level.</td>
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</tr>
<tr>
<td></td>
<td>Responsibility: The Board independently sets long term strategies and policies and has final authority to decide all strategic and operational directions. Decisions have a major impact on long term organisational performance and will influence the public perception of government.</td>
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</tr>
<tr>
<td></td>
<td>Complexity: Multifaceted and difficult to grasp.</td>
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<td></td>
<td>Org. Change: The Board may be required to direct significant organisational change. The organisation would employ at least 250 people.</td>
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<tr>
<td></td>
<td>Personal Risk: Extreme - Appointment carries extreme risk in both financial terms and in terms of professional reputation. Termination without notice or substantiation may occur at any time.</td>
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<td></td>
<td>Knowledge and Experience Required: Extensive and diverse commercial experience, expert knowledge of a number of business fields and a detailed understanding of the impact of important issues in many other fields. Experience with government.</td>
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<td>2</td>
<td>$52,186 to $97,901</td>
<td>$23,194 to $48,958</td>
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<tr>
<td></td>
<td>GBEs incorporated under the Corporations Act 2001 or corporatised businesses with a turnover of between $500 million and $1 billion or assets between $500 million and $1 billion or profit between $50-100 million, or any combination of these factors,</td>
<td></td>
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<tr>
<td></td>
<td>Statutory Authorities with a turnover of over $1 billion or assets over $1 billion or operating surplus over $100 million or any combination of these factors.</td>
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</tr>
<tr>
<td>Chair</td>
<td>Member</td>
<td>Classification Criteria</td>
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<tr>
<td>3</td>
<td>$34,792 to $73,423</td>
<td>$18,555 to $34,313</td>
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<td></td>
<td>GBEs incorporated under the Corporations Act 2001 or corporatised businesses with a turnover of between $50 million and $500 million or assets between $50 million and $500 million or profit between $5-50 million or any combination of these factors, AND Statutory Authorities with a turnover of between $500 million and $1 billion or assets between $500 million and $1 billion or an operating surplus between $50 million and $100 million or any combination of these factors.</td>
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<tr>
<td>4</td>
<td>$17,395 to $48,958</td>
<td>$10,438 to $19,603</td>
</tr>
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<td></td>
<td>GBEs incorporated under the Corporations Act 2001 or corporatised businesses with a turnover of below $50 million or assets below $50 million or profit below $5 million or any combination of these factors, AND Statutory Authorities with a turnover of between $50 million and $500 million or assets between $50 million and $500 million or an operating surplus between $5 million and $50 million or any combination of these factors.</td>
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<tr>
<td>5</td>
<td>$11,597 to $24,561</td>
<td>$6,958 to $13,120</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Statutory Authorities with a turnover of below $50 million or assets below $50 million or profit below $5 million.</td>
</tr>
</tbody>
</table>

Notes:

*0 There is no separate allowance or fee for a Deputy Chair. If a Deputy Chair is appointed, payment will be at the Member’s rate. If the Deputy Chair assumes the role of the Chair the Chair’s fee will be payable for the period the Deputy Chair acts as Chair.

*1 There are no daily sitting fees for those organisations covered by Schedule A, but travel and other appropriate personal expenses will be reimbursed on the basis of actual costs incurred.

*2 Upon Ministerial approval, up to $5,205 per annum may be paid to directors who receive annual fees for additional committee work undertaken in recognition of the extra commitment required. The Minister should assess the additional commitment required and the level of remuneration warranted when considering providing a board with the capacity to compensate members for the extra time and responsibilities involved in committee membership. The approved level of fees for committee membership will be an absolute ceiling figure regardless of the number of committees to which a director may be appointed and should be considered in the context of the annual fee level paid to board members.
SCHEDULE B (Effective from 1 July 2015)

GROUP B ORGANISATIONS (significant industry and other key advisory boards)

ANNUAL FEES

<table>
<thead>
<tr>
<th>CHAIR</th>
<th>MEMBER</th>
<th>Classification Criteria</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$17,395 to $48,958</td>
<td>$10,438 to $19,603</td>
<td>Significant industry advisory boards and other bodies advising Government on key strategic matters.</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$11,597 to $24,561</td>
<td>$6,958 to $13,120</td>
<td>Other industry advisory boards and bodies advising Government on matters of State-wide significance.</td>
</tr>
</tbody>
</table>

GROUP B ORGANISATIONS (advisory boards, significant boards of management, quasi-judicial tribunals)

SESSIONAL RATES

<table>
<thead>
<tr>
<th>CHAIR</th>
<th>MEMBER</th>
<th>Classification Criteria</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$371 to $605</td>
<td>$284 to $523</td>
<td>(a) Quasi-judicial bodies/tribunals that sit and determine matters of significant financial and personal importance to individuals or small groups of people and where there is no other framework governing remuneration and appointments.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(b) Chair/Member of Government bodies undertaking significant statutory functions, providing specialist advice to a Minister and developing policies, strategies and guidelines in a broad and important area of operations. Appointees will have extensive knowledge and expertise in the relevant field.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(c) Management boards of medium size organisations undertaking one or more functions or providing a strategically important service. Members would have substantial management/business/professional expertise relevant to the field of operations. The operations of the organisation would normally warrant a General Manager at Executive Officer Band 3 (high) or Band 2 (low).</td>
</tr>
</tbody>
</table>

Notes:

*3 There is no separate allowance or fee for a Deputy Chair. If a Deputy Chair is appointed, payment will be at the Member’s rate. If the Deputy Chair assumes the role of the Chair the Chair’s fee will be payable for the period the Deputy Chair acts as Chair.

*4 Upon Ministerial approval, up to $5,205 per annum – update may be paid to directors who receive annual fees for additional committee work undertaken in recognition of the extra commitment required. The Minister should assess the additional commitment required and the level of remuneration warranted when considering providing a board with the capacity to compensate members for the extra time and responsibilities involved in committee membership. The approved level of fees for committee membership will be an absolute ceiling figure regardless of the number of committees to which a director may be appointed and should be considered in the context of the annual fee level paid to board members.
SCHEDULE C (Effective from 1 July 2015)

GROUP C ORGANISATIONS (Advisory committees, registration boards and management boards of small organisations)

FEE PER DAY

<table>
<thead>
<tr>
<th>CHAIR</th>
<th>MEMBER</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
</tr>
<tr>
<td>$284</td>
<td>$220</td>
</tr>
<tr>
<td>to</td>
<td>to</td>
</tr>
<tr>
<td>$523</td>
<td>$400</td>
</tr>
</tbody>
</table>

(a) Scientific, technical and legal advisory bodies requiring members to be “experts in their field” and provide the highest level of advice available. Such bodies would be commissioned by and report directly to Government in response to proposals/issues considered important to the general community.

(b) Disciplinary boards or boards of appeal for individuals (professional or non-professional) where the members of the board(s) are not required to be legally qualified or do not require the assistance of legal counsel.

(c) Management boards of small size organisations undertaking a specific function or providing a discrete service. Members would have substantial management/business/professional expertise relevant to the field of operations. The operations of the organisation would normally warrant a General Manager in the low to middle levels of Executive Officer Band 3.

<table>
<thead>
<tr>
<th>2</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>$174</td>
<td>$151</td>
</tr>
<tr>
<td>to</td>
<td>to</td>
</tr>
<tr>
<td>$400</td>
<td>$312</td>
</tr>
</tbody>
</table>

(a) Qualifications, regulatory or licensing bodies for recognised professional groups. Such bodies would be responsible for establishing appropriate codes of practice and operating standards, administering relevant legislation and maintaining a register of licensed practitioners.

(b) Bodies established by legislation or at the direction of a Minister (or Government) to investigate/monitor and advise/report to Government on issues considered to be of importance within the portfolio or where there is a high degree of concern within certain sections of the community.

(c) Qualifications, regulatory or licensing bodies in relation to technical, trade or non-professional groups.

<table>
<thead>
<tr>
<th>3</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Up to</td>
<td>Up to</td>
</tr>
<tr>
<td>$246</td>
<td>$211</td>
</tr>
</tbody>
</table>

(a) Advisory bodies to Departments. These bodies could be established under legislation or at the instigation of a Minister or Department Head. The role of such bodies would be to hold internal inquiries/investigations in relation to an operation (or some aspect of an operation) of a particular Department. The body would report within the Department and at the Department Head level or below.

(b) Advisory committees required to consider issues/matters that are local or affect confined areas including local land and water advisory committees.

(c) Trade and para-professional registration and licensing committees where legislation defines qualifications and regulates operating requirements of practising individuals.

Notes:

*5 There is no separate allowance or fee for a Deputy Chair. If a Deputy Chair is appointed, payment will be at the Member’s rate. If the Deputy Chair assumes the role of the Chair the Chair’s fee will be payable for the period the Deputy Chair acts as Chair.
SCHEDULE D

GROUP D ORGANISATIONS (Inquiries/ taskforces and ad hoc expert panels)

ANNUAL FEE

<table>
<thead>
<tr>
<th>CHAIR and MEMBER</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Minister to determine and recommend to Cabinet for approval either an annual fee (pro rata) or a daily fee.</td>
<td>The most important Government inquiries requiring urgent consideration of issues arising from serious/contentious situations that may affect a large section of the community. Such bodies would be required to submit a comprehensive report including feasible options to Government within stringent time lines.</td>
</tr>
<tr>
<td>2 Minister to determine and recommend to Cabinet for approval either an annual fee (pro rata) or a daily fee.</td>
<td>Important Government inquiries requiring consideration of issues that may affect the community. Such bodies would be required to submit a comprehensive report including feasible options to Government within agreed time lines.</td>
</tr>
<tr>
<td>3 Minister to determine and approve either an annual fee (pro rata) or a daily fee.</td>
<td>Ad Hoc Expert Panels established for limited time periods to undertake a specific (often technical) task.</td>
</tr>
</tbody>
</table>

Notes:
Because of the tight timeframes and intense “hands on” workload associated with Group D organisations, and the consequent need for flexibility so as to recruit appropriate individuals, Ministers are to determine remuneration on a case-by-case basis with reference to the intensity of the workload and expertise required. Ministers have the option of offering an annual payment on a pro rata basis or a daily fee.

There is no separate allowance or fee for a Deputy Chair. If a Deputy Chair is appointed, payment will be at the Member’s rate. If the Deputy Chair assumes the role of the Chair the Chair’s fee will be payable for the period the Deputy Chair acts as Chair.
ATTACHMENT A: GENERAL SELECTION CRITERIA FOR BOARD MEMBERS

The criteria for selection of board members and chairs will include:

- continuing high levels of performance in significant and relevant fields of endeavour;
- the integrity of the individual - a high standing in the community would be essential;
- a clear understanding of the objectives, roles, duties and obligations of non-executive directors - especially under the Corporations Act 2001 (where applicable);
- experience in, or knowledge of, general management or a specialist field which may be relevant;
- availability and a good working knowledge and understanding of accountability relationships;
- relevant experience;
- capacity to think and act strategically; and
- any legislative requirements.

To achieve a “balance of expertise” on individual boards, emphasis may also need to be given to qualities such as special technical expertise, sensitivity to the political context and industrial relations expertise. These additional qualities will be determined by the Minister and the appointment advisory panel.

In addition, in the selection of the Chair, emphasis should be placed on a person who is:

- able to exhibit clear leadership talents; and
- able to work effectively with:
  - shareholders (where applicable);
  - the portfolio Minister (where applicable);
  - other members of the board; and
  - the Chief Executive and senior staff.
ATTACHMENT B: PRO FORMA APPOINTMENT DOCUMENT

In accordance with the ..... (the decision or authority to make this appointment), ..... (name of appointee) is appointed to the position of ..... (title of position and body), in the ..... (title of Department), subject to the following terms and conditions:

1. You will be appointed as a ..... (title/designation) at a rate of $ ..... (specify annual fees or sessional rate from Schedules A, B, C or D, or if no fee payable).
2. The duties and responsibilities for the position are as follows: ..... 
3. Your term of appointment will commence on ..... (date) and continue until ..... (date) inclusive. The term will include any period of leave to which you may become entitled.
4. You will be entitled to reimbursement of reasonable out of pocket expenses such as travel, accommodation, meals and other incidental expenses as approved by the employer.
5. You will be provided with a minimum level of superannuation under the Commonwealth Superannuation Guarantee (Administration) Act 1992 ..... (this clause should only be included if applicable).
6. You will be entitled to any benefits provided and be subject to the duties and obligations imposed under, (where applicable), the Constitution Act 1975 (Vic), the Corporations Act 2001 (Vic), the State Owned Enterprises Act 1992 (Vic) and any other Act or law relating to the above appointment.
7. This agreement may be terminated by either party at 4 weeks’ notice, except where otherwise agreed, or if conduct warrants instant dismissal.

If you wish to accept this appointment, please sign the attached copy of this document and return it to ..... (title of Department). Please retain the original of this document for your records.

If you need further information please contact ..... (name) on (: .....)

Signature of Appointee

Signature of Employer or Authorised Delegate
ATTACHMENT C: CHECKLIST

1 Documentation on the Position:
- position description
- duties and responsibilities of position
- skills required for the position
- mandatory and desirable selection criteria

2 Reference to Potential Sources of Candidates:
- Consultation with the Office of Women’s Affairs
- Network Referrals
- Business and Community Group Contacts
- Executive Search
- Australian Institute of Company Directors Register
- applicants nominated by Unions, Community and Industry Groups

3 Advertising:
- placed in national newspaper
- placed in Melbourne, metropolitan or regional newspaper

4 Selection Processes:
- Minister briefed on proposed selection process
- consultation with the Office of Women’s Affairs on selection process
- selection panel met on appointment
- short list candidates for interview
- conduct interviews
- conduct referee checks
- conduct probity checks; National Criminal Record check, ASIC and NPII screening
- interview report prepared
- consultation with the Office of Women’s Affairs on proposed appointment

5 Appointment Arrangements:
- appointee is given Consent from Appointee Form (Attachment E)
- appointee is given collection notice by way of the IPP 1.3 form (Attachment E)
- appointee completes and returns Declaration of Private Interests
- advise appointee of their various duties and obligations including, if applicable, responsibilities of public entities under the Charter of Human Rights and Responsibilities Act 2006
- preparation and making of appointing Order in Council, where applicable
- preparation and signing of appointment document for non-statutory appointments, where applicable

6 Items to be included in Appointing Instrument, i.e. Order in Council or Appointing Document and Attachments, if any:
- authority to make appointment, i.e. provision of Act or Cabinet or Ministerial decision, citing Terms of Reference if available
- title of position
- rate of payment for appointment
- term of appointment, commencement and expiry
- any leave entitlements
- entitlement of reimbursement of expenses
- any superannuation entitlements
- termination of appointment arrangements

7 Approval Process
- approval/endorsement of proposed appointees by Minister;
- consult Premier for important and sensitive appointments;
- consult the Treasurer and the portfolio Minister for Group A and Group B State Owned Enterprises appointments;
- submission of appointment for approval/endorsement by Cabinet, if required;
- submission of appointment for approval to GIC, if required, or Instrument of Appointment to be signed by the Minister or Secretary; and
- notification to appointee by letter from the Minister or Secretary attaching relevant instruments of appointment and any attachments.
ATTACHMENT E: CONSENT FORM (PROPOSED APPOINTEE / INTERESTED PERSON)

I, (insert name), have expressed interest in being an appointee to the (insert name of body) and understand that the (insert name of body and Department/Agency responsible) and the Victorian Public Sector Commission may collect and hold certain personal information about me including:

- my name and address;
- my date of birth and age;
- my gender;
- whether I live in rural or regional Victoria;
- whether I identify as Aboriginal or Torres Strait Islander;
- whether I or my parents were born in Australia;
- whether I speak a language other than English at home;
- whether I have a culturally diverse background other than that indicated in the previous questions; and
- whether I identify as a person with a disability.

This information is subject to the Information Privacy Principles (IPPs) found in the Information Privacy Act 2000 (IP Act). Under IPP 1, the (name of body) and the Victorian Public Sector Commission must take reasonable steps to ensure that I am aware of:

- the body’s contact details and how to contact it;
- the fact that I am able to get access to that personal information about me;
- the purposes for which the information is collected;
- to whom that information is usually disclosed;
- any law requiring the information to be collected; and
- the consequences for me if the information is not collected.

I have read the notice under IPP 1.3 which is provided with this consent form.

I am aware of the contact details for the (name of body) and the Victorian Public Sector Commission.

I understand that I can seek access to personal information collected about me and can request the Department/Agency or the Victorian Public Sector Commission to correct and update it.

Purpose of collection
I understand that the information is being collected and used to:

- process and assess my application for consideration of the appointment;
- enable the Victorian Government to monitor the diversity of appointments to and composition of statutory and other bodies to which the Government may make appointments;
- manage dealings with me (for example to contact me or to provide me with other information from time to time); and
be included in the Victorian Public Sector Commission’s appointments database, a secure system for storing information about public entities and members of public entity Boards, Committees and Councils (this system is managed by the Victorian Public Sector Commission and hosted on a secure government server).

For these purposes I understand that the information is usually disclosed to:

- any Department and authorised officers nominated by the Secretary of the Department or his or her delegate;
- authorised officers of the Victorian Public Sector Commission (nominated by the Commissioner or his or her delegate);
- the Department of Premier and Cabinet for use only for the purposes of annual reporting;
- the Cabinet or any member of it for use only for the purposes of annual reporting;
- if I consent, (see below) my personal information may be shared for the purpose of appointments to other public sector entity boards with other departments and agencies; and
- as otherwise used in accordance with the IP Act.

Information on the appointments database is used for the following purposes:

- To enable the Victorian Government to monitor the diversity and profile of appointments to and composition of public sector entity Boards to which the Government may make appointments;
- To allow the Victorian Public Sector Commission to use information on the appointments database for research purposes and to plan improvements to governance processes for Victorian public sector entity Boards; and
- To allow the Victorian Public Sector Commission to draw select and limited information (described below) from the appointments database and for this select and limited information to be made publicly available on a Victorian Government website.

I understand that, for reasons of personal safety, the composition of some public sector entity Boards will not appear on a Victorian Government website, and that I can discuss this with the Secretary of the Department or his or her delegate if I think this is relevant to me.

I understand that my refusal to consent to the collection and disclosure of information described in this consent form may impact on my being considered for an appointment and may result in greater difficulty for Departments/Agencies in monitoring the diversity of board appointments and their composition.

Consent

I consent to the (name of Department/Agency) and the Victorian Public Sector Commission collecting, using and holding that information, and releasing it to the Victorian Government Department or Departments or Agencies responsible for that body in accordance with the IP Act for the purposes outlined in this consent form.

I understand that recipients of information about me provided as a result of this consent will remove as far as practicable any potential means of identifying me individually under their reporting requirements.

I consent to the following information being made publicly available in a Victorian Government website:
• my first name and surname;
• the term of my appointment; and
• my status as a member or chairperson.

I may have provided information about other individuals in my curriculum vitae and any other documentation included in my application. I acknowledge that when I provide personal information about other individuals such as referees, the (insert Department/Agency) relies on me to make those other individuals aware that such information will or may be provided to the Victorian Government, the relevant purposes that Victorian Government will use it for, and how they can access it.

I wish to advise that the following restrictions apply to the distribution of the information I have provided to you:

(insert restrictions (if any) which apply in relation to the information or specific parts of it)

I agree/do not agree (cross which is not applicable) to the Department sharing my information with other Victorian Government Departments for the purposes of enabling the relevant Minister to consider me for appointment to other boards.

I would/would not like (cross which is not applicable) to receive information about the Diversity Register, a Government initiative that acts as a central contact point for all Victorian Government Departments seeking skilled individuals for upcoming vacancies on boards and committees.

Signed: Date:

Witness:

NOTICE UNDER INFORMATION PRIVACY PRINCIPLE 1.3
The IP Act obliges the (insert name of body) to advise you of certain facts regarding the collection and management of information relevant to your appointment to the (insert name of body).

If you accept the appointment, the (insert name of body) and the Victorian Public Sector Commission will hold the information about you identified in this consent form. The information will be collected and used for the purposes identified in this consent form and will usually be disclosed to the persons and bodies identified in this consent form.

This information is accessible to you at any time, and can be obtained by making a request to (insert name of body, address and contact phone number) and the Victorian Public Sector Commission.

The information collected and used for the purposes identified in this consent form and will not be disclosed to any other person or body other than those identified in this consent form, or where authorised or required by law.

The (insert name of body) and the Victorian Public Sector Commission have implemented technology and security policies, rules and measures to protect the personal information that
it has under its' control from unauthorised access, improper use, alteration, unlawful or accidental destruction and accidental loss.

The *(insert name of body)* and the Victorian Public Sector Commission will remove personal information from its system where it is no longer required (except in accordance with the *Public Records Act 1973 Vic*).

Refusal to provide and consent to the use of the personal information sought for the appointment process may result in greater difficulty in monitoring the diversity of board and other bodies' appointments and their composition.
ATTACHMENT F: Remuneration of Public Sector Employee(s)

Public sector employees are generally not remunerated for their service on Victorian Government bodies. The limited circumstances where public sector employees may be paid are described in the Victorian Government Board Appointment and Remuneration Guidelines.

I confirm that _________________ (name), _______________ (title) of _______________ (employer) is entitled to be remunerated for his/her service on the _______________ (board).

Payment complies with the circumstances described in the Guidelines because
__________________________________________________________________________
__________________________________________________________________________
__________________________________________________________________________
(explanation).

Signed:

__________________ (name) (title of Secretary or delegate) (date)
ATTACHMENT G: DECLARATION OF PRIVATE INTERESTS

DECLARATION OF PRIVATE INTERESTS

Notes on completing this form:
Please complete the form as accurately and comprehensively as possible. Please type or write your answers in block capitals, and provide an answer for each question. Do not leave any questions blank.

Conflicts of Interest (Qn A7). Conflicts of interests can be actual, potential or perceived, and should be declared to ensure that any risks are managed. Detailed guidance can be found on the Victorian Public Sector Commission website in its Conflict of Interest Policy Framework and in its eLearning guide on Conflicts of Interest.

Findings of Guilt (Qn B6). A “finding of guilt” includes convictions, fines associated with criminal charges, good behaviour bonds, undertakings and community based orders, even where no conviction was recorded. It does not include a conviction under any prescribed spent convictions scheme.

***********************************************************
I, (insert full name)
............................................................................................................................
................ am (insert position/potential role being applied for)
............................................................................................................................. and
consent to the Department collecting and using this information on a confidential basis as described in this form.

I make this declaration as at (insert date) ......................

A. Private Interests

A1. Other significant sources of income:

Do you have income from any sources other than your main source of employment income relating to:
• contracts;
• offices held in return for payment or other reward; or • a trade, vocation or profession engaged in by you?

☐ Yes

☐ No

If Yes, please provide details.
A2. Office holder:

Do you hold office in any public or private:
• company?
• trustee company?
• incorporated association?
• other entity?

☐ Yes

☐ No
If Yes, what is the name of the organisation and what office do you hold?

A3. Shareholdings and other business interests:

(a) Do you or does a member of your family have any shareholdings, investments or other business? This includes a company, partnership, association or other entity, as well as nominee shareholders on behalf of the agency in government companies.

☐ Yes

☐ No

(b) If Yes, please provide details of the name, nature of operations and the nature of the interest of all such holdings of which you are aware, which could reasonably raise an expectation of conflict of interest, or a material interference with your public duties.

Where the State determines that there is any material conflict, an appointment may not proceed or your appointment/employment may be suspended whilst the particular interest remains.
A4. Trusts:

(a) Are you:
• a beneficiary of any trust? If so, who is the trustee?;
• the trustee of any trust?; or
• the director of a trustee company in which a member of your family is a beneficiary?

☐ Yes

☐ No

(b) If Yes, please provide the name and nature of the operations of the trust(s) of which you are aware, which could reasonably raise an expectation of conflict of interest, or a material interference with your public duties.

A5. Real Estate:

Do you or a member of your family own any real estate (including your residence)?

☐ Yes

☐ No

If Yes, please provide details of the location and purpose of any real estate owned (e.g. principal place of residence, investment property etc.) which could reasonably raise an expectation of conflict of interest, or a material interference with your public duties.
A6. Agreements:

Have you or a family member entered any contract, agreement or understanding that gives rise to:

- an obligation; or
- an expectation of reward, e.g. an agreement about future employment once your appointment term is completed.

☐ Yes

☐ No

If Yes, please provide details of which you are aware, which could reasonably raise an expectation of conflict of interest or a material interference with your public duties.

A7. Other financial interests:

Do you or a member of your family have any other significant financial or other interests that:

- have been held;
- are currently held; or
- will accrue of which you are aware, which could reasonably raise an expectation of a conflict of interest or material interference with your public duties.

☐ Yes

☐ No

If Yes, please provide details. Examples of a substantial financial or other interest include:

- being a principal or key employee of a material professional adviser supplying services; and/or
- interests in contracts, trusts or other business arrangements not already covered in this declaration.
A8. Other interests:

Are there any other arrangements or circumstances not already covered to declare which could constitute a conflict of interest?

☐ Yes

☐ No

B. Probity

B1. Have you been declared bankrupt or been the subject of any order under the Bankruptcy Act 1966 (Cth)?

☐ Yes

☐ No

If yes, please provide details

B2. Have you been a director or executive officer of a corporation which became insolvent whilst you were a director or executive officer?

☐ Yes

☐ No

If yes, please provide details

B3. Have you ever been disqualified from acting as a director or acting in the management of an incorporated association?

☐ Yes

☐ No

If yes, please provide details
B4. Have you ever:
- contravened any civil penalty provision under the Corporations Act 2001 (Cth) or any of its predecessors;
- contravened the Associations Incorporation Act 1981 (Vic) or any equivalent in another jurisdictions; or
- been found guilty of any offence in relation to corporate or regulatory matters?

☐ Yes

☐ No

If yes, please provide details

B5. Are you currently a party in any capacity in either criminal or civil proceedings before a:
- court;
- tribunal; or
- other adjudication body, including a professional / registration / licensing body which could reasonably raise an expectation of a material interference with your public duties?

Do you expect to become a party to any such proceedings in the next year?

☐ Yes

☐ No

If yes, please provide details

B6. Has there ever been a finding of guilt against you for a criminal offence (except a conviction that is spent under any prescribed spent convictions scheme)?

☐ Yes

☐ No

If yes, please provide details
B7. To the best of your knowledge and belief, have you been, or are you currently, the subject of any inquiry or investigation, including those by:

- a department or agency of the Commonwealth; and/or
- a department or agency of a State or Territory of Australia; and/or
- a professional association; and/or
- a regulatory agency; and/or
- your current or a previous employer; and/or
- a consumer protection organisation?

☐ Yes
☐ No

If yes, please provide details

The Department treats all personal information provided by an individual in support of an appointment application in accordance with the Information Privacy Act 2000 (Vic) and the Public Records Act 1973 (Vic). The personal information you provide in this form is required for application processing and assessment purposes, including submission to Cabinet. It may be shared with other public sector organisations. Should you wish to gain access to your personal information held by the Department please contact the Department’s Privacy Officer at [insert Department's address].

When you provide us with information about other individuals, we rely on you to make them aware that such information will or may be provided to us as part of the application process.

If all or part of the requested information is not provided this failure may impact on your application.

I declare that to the best of my knowledge, the information I have provided in Part A and Part B of this declaration is true and correct. I undertake to advise the responsible Agency Head or delegate in writing if an actual, potential or perceived conflict arises in the future and to stand down in any decision-making process in which I may be compromised. If there is any change to the interests set out in Part A or to the answers set out in Part B of this declaration I undertake to advise the responsible Agency Head or delegate of any alterations or additions to my declaration as soon as practicable.

<table>
<thead>
<tr>
<th>Signature of Declarant:</th>
<th>Signature of Witness/Delegate:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Title:</td>
<td>Name (please print):</td>
</tr>
<tr>
<td>Date:</td>
<td>Date:</td>
</tr>
</tbody>
</table>