



Architects
Registration Board
of Victoria



Architect Registration Board of Victoria Board Charter

March 2019

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Purpose of this charter

The purpose of this charter is to set out the functions of the Architects Registration Board Victoria (ARBV). Board for the purpose of the Charter being the governing body of ARBV.

Establishment

The ARBV is a body corporate established under the Architects Act (1991). The ARBV is subject to the general direction and control of the Responsible Minister (Minister for Planning) and accordingly, the Board is accountable to the Minister in respect of the performance by the ARBV of its functions.

Role

The role of the Board is to provide leadership and strategic guidance for ARBV in addition to overseeing and monitoring management's implementation of policies and strategic initiatives.

The Board sets the framework for the achievement of ARBV's objectives and the execution of its functions by determining policy directions, overseeing strategic planning, audit and compliance processes, prudent financial management, reviewing management performance and fostering stakeholder relationships.

Decision Making Authority

The decision-making authority of the Board in respect of powers conferred on the ARBV by the Act and Regulations are outlined in the table below:

Architects Act 1991	
Legislative Provision	Powers & Functions (all clauses unless otherwise stated)
Part 3 - Registration & Approval	Section 11 - Registration Section 13 - Approval of a partnership (Clauses 1 and 3) Section 14 - Approval of a company (Clauses 1 and 4) Section 15 - Annual Fees (Clauses 2, 3 and 4) Section 15A - Proof of required insurance
Part 4 - Disciplinary Proceedings	Section 18 – Disciplinary powers of the Board Section 18A – Power to refer complaint to mediation (Clause 1) Section 18B – Power to appoint person to assist Board Section 18C – Power to ask for more information Section 18E – Appointment of mediator (Clause 1) Section 20 – Constitution of Tribunal Section 35 – Enforcement of determination (Clause 1) Section 36 – Cancellation or suspension on withdrawal of qualification Section 36A – Suspension of registration (Clause 1 and 2) Section 37 – Cancellation or suspension of approval (Clauses 1, 2 and 3) Section 40 – Revocation of suspension (Clauses 1, 1A and 2)

Architects Act 1991	
Legislative Provision	Powers & Functions (all clauses unless otherwise stated)
Part 6 - Architects Registration Board of Victoria	Section 46 – Powers and duties of Board Section 52 – Chairperson (Clause 1) Section 53 – Deputy Chairperson (Clause 1) Section 54 – Procedure of Board (Clause 5) Section 57 – Appointment of Registrar And other officers (Clause 1 as it relates to the Registrar and clause 3)
Part 7 - Financial Provisions	Section 59 – Application of fees and penalties (Clause 1(b) and 2)
Part 8 - Enforcement	Section 63 – Charge for offence (Clause 1 as it relates to other officers authorised by the Board)
Architects Regulations 2015	
Regulatory Provision	Powers & Functions (all clauses unless otherwise stated)
Part 2 - Professional Conduct	Section 7 – Guidelines (Clause 1)
	Section 8 – Board may advise an architect on compliance
Part 3 - Registration of architects and approval of partnerships and companies	Section 13 – Qualifications – standard of professional practice
	Section 14 – Qualifications in Architecture (Clause c)
Part 4 - The Board	Section 23 - Returning Officer (Clause 23 b)

Responsibilities

The principal responsibilities of the Board are at a strategic and policy direction level whilst the actions and decisions relating to the day to day management of the organisation are delegated to the Chief Executive Officer and senior management to manage and control.

The Board sets the high-level framework for the achievement of ARBV's objectives and the execution of its functions by:

- approving policy directions, broad strategies and objectives (including KPI's & targets) and overseeing planning and monitoring of performance
- approving financial plans and budgets;
- appointment and monitoring performance of Chief Executive Officer/Registrar
- overseeing and monitoring through its Committees:
 - audit and financial compliance;
 - risk management strategies and frameworks
 - human resources
- fostering a culture and set of values

Accountability

The Board of ARBV is accountable to the Minister for the exercise of its functions.

The Board is required under the Public Administration Act 2004 to:

- inform the Responsible Minister and the portfolio Secretary (Department Environment, Land, Water and Planning) of known major risks (significant or emerging) to the effective operation of ARBV and of the risk management systems that it has in place to address those risks;
- provide the Minister, unless prohibited from doing so by or under any law, with any information relating to ARBV or its operations as he or she requests.

The Board pursuant to the *Architects Registration Act 1991* must advise the Minister on the carrying out of the Board's functions under the Act and on any other matter referred to it by the Minister.

The Minister is responsible to the Parliament in respect of the performance by ARBV.

Board Composition

Appointment and re-election of Directors

The Minister (through the Governor in Council) may appoint a maximum of 10 Board Members to ARBV for a term of up to two years, subject to the terms and conditions specified in the instrument of appointment with each Board Member being eligible for reappointment.

The Board's composition is on a representative basis through a nomination process to the Minister. The representation of the Board is:

- Government (Senior Architect)
- Royal Australian Institute of Architects
- Building Industry (2)
- Consumer interests (2)
- Institute of Quantity Surveyors
- Schools of architecture
- Architects (2 appointed via election process)

ARBV policy is that the Chairperson and Deputy Chairperson be architects.

The Chief Executive Officer is not a member of the Board.

Conduct of Directors

Board Members have a duty of care and diligence in exercising their powers and discharge of duties.

Board Members in the public sector are expected to observe the statutory business judgement rule applied to private sector corporations. This rule provides that Board Members in making business

judgements, must appropriately inform themselves about the relevant subject and ensure they are expressing that judgement in the best interests of the organisation they represent.

All directors must bring an independent judgment to bear on Board decisions. That is, directors must be free from any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or be perceived to do so

All Board members of Victorian public sector entities including ARBV are required to comply with their common law duties. Those main common law duties as follows are reflected in the Directors Code of Conduct issued by the Victorian Public Sector Commission:

- Duty to act bona fide (in good faith) in the interests of the organisation as a whole
- Duty not to act for an improper purpose
- Duties of care and diligence
- Duty to retain discretion
- Duty to avoid conflicts of interest
- Duty not to disclose confidential information
- Duty not to abuse corporate opportunities

Board Process

Meetings

The Board holds at least one ordinary meeting every month other than January unless circumstances require otherwise.

Board Members have a duty to:

- raise questions and issues of concern to them
- debate issues openly and constructively
- utilise their skills, experience and knowledge when discussing issues before the Board
- keep Board discussions and resolutions confidential, except where disclosure is obligatory; and
- prepare adequately, attend and participate at each Board meeting.

Board Committees

Board Committees are formed only when it is efficient or necessary to facilitate decision making or where required by Government policies e.g. Audit and Risk Committees pursuant to the Financial Management Act. Board Committees observe the same rules of conduct and procedure as the Board unless the Board determines otherwise

The use of Board committees does not diminish the responsibilities of those Board members who are not members of a sub-committee. The matters considered by a Board committee remain decisions of the Board for which the entire Board must take responsibility and be accountable for. The delegation of a Board function to a committee is a delegation of functions only and not a delegation by the Board of its responsibility for the function.

Board Evaluation

The Board annually undertakes a Board performance evaluation.

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Role and responsibilities of Board and Chief Executive Officer

The Chief Executive Officer is accountable to and supportive of the Board in its governance role, strategic direction and accountability for the organisation. The Board and the Chief Executive Officer are expected to have a strong relationship based on mutual respect, trust and understanding of each other's role.

The relationship between the Chief Executive Officer and the Board encompasses:

- Board sets and guides the broad organisational strategic direction and priorities, monitors governance and determines clear and explicit measurements for the Chief Executive Officer's performance.
- Chief Executive Officer is the primary link between the Board and staff of ARBV in communicating the Board's strategy and priorities of the organisation to staff.
- Chief Executive Officer is responsible for the ownership and presentation of decision papers, organisational reports, submissions and budgets to the Board.
- The Chief Executive Officer reports to, and is accountable to, the Board as a whole but not to individual Board Members.

Review and publication of charter

The Board is responsible for reviewing this charter to determine its appropriateness to the needs of the organisation from time to time. The charter is available on the ARBV website and the key features are published in the annual report.