



ROLE DESCRIPTION

**EXECUTIVE SEARCH
COMMERCIAL-IN-CONFIDENCE**

**CHAIR & MEMBERS
ABORIGINAL LANGUAGES TRUST BOARD**

September 2019

ROLE DETAILS

Title:	Chair and Members
Employer:	NSW Government
Reporting to:	Minister for Aboriginal Affairs
Location:	Sydney
Web:	https://www.aboriginalaffairs.nsw.gov.au/policy-reform/language-and-culture/languages-legislation/the-languages-act

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OVERVIEW OF THE ABORIGINAL LANGUAGES TRUST

Functions of the Aboriginal Languages Trust

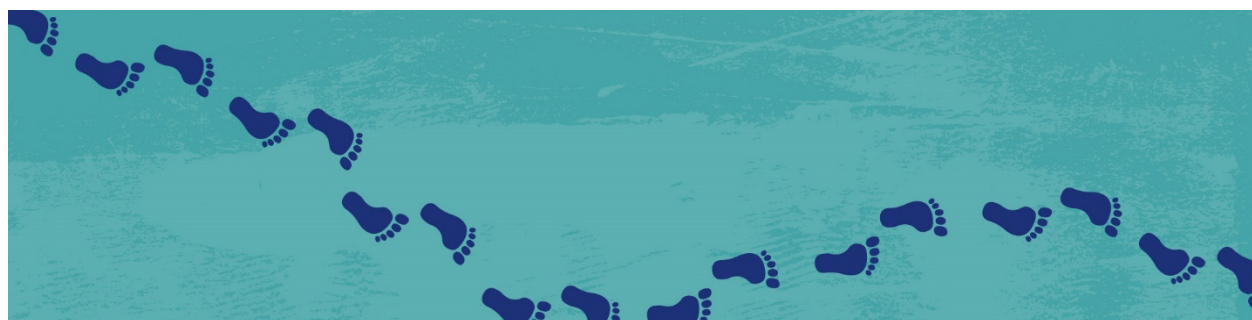
- (1) The Trust has the following functions:
 - a. To bring together persons with relevant professional qualifications in languages and persons with knowledge of Aboriginal languages to provide advice and direction for Aboriginal language activities,
 - b. To promote effective Aboriginal language activities,
 - c. To identify priorities for Aboriginal language activities,
 - d. To manage the funding for, coordination of and investment in Aboriginal language activities at local, regional and State levels,
 - e. To promote education and employment opportunities in Aboriginal language activities,
 - f. To develop resources to support Aboriginal language activities,
 - g. To provide guidance to the Government and its agencies on Aboriginal languages,
 - h. To liaise with the Geographical Names Board on the use of Aboriginal languages in the naming of geographic places,
 - i. To encourage the wider use and appreciation of Aboriginal languages,
 - j. Such other functions as are conferred or imposed on it by or under this or any other Act.
- (2) The Trust has power to do all things that are necessary or convenient to be done for or in connection with the exercise of its functions or that are supplemental or incidental to, or consequential on, the exercise of its functions.

Structure and Funding

The Aboriginal Languages Trust is a NSW Government agency and its affairs are to be conducted on a not-for-profit basis.

Trust Objective

The objective of the Trust is to provide a focused, coordinated and sustained effort in relation to Aboriginal language activities at local, regional and State levels.



ROLE DESCRIPTION

PRIMARY PURPOSE

These Terms of Reference set out the role, membership and administrative arrangements of the Board of the Aboriginal Languages Trust (Board).

The Board will provide strategic direction and guidance into the implementation of the Aboriginal Languages Trust Strategic Plan activities and the establishment process of the Trust.

The Board also provides advice and guidance to the Minister for Aboriginal Affairs on issues relevant to Aboriginal languages in NSW as required.

CANDIDATE BRIEF

ROLE

The role of the Board is to:

- Ensure the affairs of the Trust are managed effectively by the Head of Agency.
- Provide strategic advice to the Premier and Minister for Aboriginal Affairs on any matter related to Aboriginal languages in NSW.
- Provide strategic advice and direction on the commitments made in the Five-Year Strategic Plan for the Aboriginal Languages Trust.
- Oversee the development of Aboriginal languages in NSW.

PRINCIPLES

The Board will operate from the position that Aboriginal languages in NSW are vast, diverse and at different stages in the reawakening, revitalization, and maintenance process.

Therefore, Board Members recognise that whilst they may be connected personally to their communities' language work, their appointment to the Board and advice provided is in guidance and representation of language activities across NSW from a state-wide perspective.

Choice and Self-determination

The Board and the Aboriginal Languages Trust operate from the premise that Aboriginal communities determine the direction and scope for what language revitalisation and restoration looks like for their community at a local level.

Collaboration and partnership

The Board recognises that Aboriginal languages are diverse and at different stages in the restoration journey. This reinforces the need to be coordinated, and specific work of the Trust must respond appropriately to this. As a result of this, there is much strength in the potential for collaboration and shared learning in the reawakening and revitalisation stages.

Empowerment

The direction of the Board and the work of the Trust serves to provide access to resources, tools, partnerships and the support to effectively navigate revitalisation work specific to Aboriginal language groups.

OBJECTIVES

- Provide leadership in the development of Aboriginal language work across NSW.
- Advise NSW Government on key issues relating to the reawakening, revitalisation and maintenance of Aboriginal languages in NSW.
- Oversee the development of and progress against the Aboriginal Languages Trust Five Year Strategic Plan.
- Evaluate the effectiveness of the Aboriginal Languages Trust by measuring timeframes and outcomes against indicators in the strategic plan.

MEMBERSHIP

The membership of the Board is to consist of between 5 to 11 members appointed by the Minister for Aboriginal Affairs.

A person is eligible to be appointed as a member of the Board if the person:

- (a) Is an Aboriginal person, and
- (b) Has skills, expertise or experience relevant to the functions of the Trust, and
- (c) Has appropriate standing in the Aboriginal community

The regulations may make further provision with respect to the qualifications of persons for appointment to the Board. For example, skills matrix representations.

Board Members will be appointed by the Minister for Aboriginal Affairs in accordance with the procedures outlined in the Department of Premier and Cabinet's *Guidelines for NSW Board and Committee Members: Appointments and Remuneration* and the Public Service Commission's *Appointment Standards*.

During the operation of the Aboriginal Languages Trust, it may be identified that additional representatives need to be sought to ensure that specific skillsets are best represented on the Board.

DESIRABLE SKILLS AND EXPERIENCE

The following skills and experience would be desirable for Board Members to possess:

- Corporate governance – knowledge and understanding of corporate governance principles.
- Strategic expertise – the ability to constructively set and review strategy.
- Accounting and finance – the ability to read and comprehend the company’s accounts and financial material presented to the Board; understanding of financial reporting requirements.
- Legal – knowledge and understanding of legal compliance and Directors’ individual legal duties and responsibilities.
- Managing risk – knowledge and understanding of risk management principles, experience in managing areas of major risk to an organisation.
- Collegiate style and the highest standards of integrity and ethics.
- Excellent communication skills.
- No material commitments or affiliations that may conflict with the interests of the Trust.
- Knowledge and experience in the field of NSW Aboriginal language/activities.

Further consideration will be given to the following during assessment;

- A balance of male and female members.
- Diversity in language groups and NSW geographical representation.
- Skills based requirements of the Board.
- A member with subject matter knowledge, that is, Aboriginal Language.
- An independent person with Executive or Board experience.

RESPONSIBILITIES OF KEY PARTICIPANTS

MINISTER

The roles and responsibilities of the Minister for Aboriginal Affairs include:

- (a) Establishing a board and consulting with the Public Service Commissioner about its classification and remuneration as part of the establishment process.
- (b) Direct the Board to provide advice on a particular issue specific to Aboriginal languages in NSW.
- (c) Making decisions based on the advice provided by the Board.
- (d) Receive and review reports such as the annual report and the strategic plan.

BOARD SECRETARY

The secretary role involves managing the collection and dissemination of key reports of reviews as necessary for the Board, this includes:

- (a) Receiving reports from the Board, annual reports, supporting of reviews and reports delivered or as required by the Board of the Aboriginal Languages Trust.
- (b) Assisting in the development of agendas to facilitate and guide meetings.

CHAIR

The chair is responsible for leading the activities of the Aboriginal Languages Trust Board. The key responsibilities for the Chair include:

- (a) Ensuring the Board performs its functions, acting within any statutory powers, legal obligation and complying with policies relevant to the entity.*
- (c) Facilitating the conduct of meetings to allow frank and open discussion.*
- (d) Ensuring individual members make an effective contribution.*
- (e) Developing the capability of the Board and its members.*
- (f) Facilitate the flow of information to members and stakeholders.*
- (g) Liaising with relevant Ministers, Secretaries and Chief Executives.*
- (h) Reviewing the performance and contribution of members.*
- (i) Ensuring that appropriate secretariat support is provided.*

MEMBERS

The roles and responsibilities of Board Members include:

- (a) Supporting the board or committee to perform its functions.*
- (b) Attending meetings and participating in decision making processes.*
- (c) Undertaking consultation or research to support and promote discussion of the agenda items.*

Members of the Board should endeavour to reach consensus decisions. Members may express dissenting views and have these minuted, but in the best interests of the Board they should defer to the final decision made.

HEAD OF AGENCY

The Head of Agency for the Aboriginal Languages Trust may assist the Chair in his or her role by:

- (a) Contributing to the preparation of meeting papers for the Board and providing information to support discussions and decisions (where relevant and appropriate).
- (b) Provide information on the Aboriginal Language Trust corporate, strategic and business plans to Board Members.
- (c) Report on the compliance of the Aboriginal Languages Trust with statutory requirements.

SECRETARIAT SUPPORT

Effective secretariat support is essential for the sound operation of the Board. Aboriginal Affairs NSW will provide secretariat services to the Board in the establishment phase of the Aboriginal Languages Trust.

Minutes of Board meetings, decisions made and action taken on those decisions will be recorded and kept. Key responsibilities for this role include:

- (a) Working alongside the Chair to develop agendas, manage meeting papers and prepare a range of documents to support the operation of the Board.
- (b) Circulate the papers in advance of meetings.
- (c) Taking of minutes of board meetings, including decisions, discussion and any dissenting views where appropriate.
- (d) Organising of facilities and logistics as necessary for meeting.
- (e) Liaising with members.

APPOINTMENT PERIOD

Appointments will initially be for 5 years, unless otherwise determined by the Minister for Aboriginal Affairs. After the first term ends, a Board Member may re-apply for another term but will only be able to serve a maximum of two terms consecutively.

After 5 years, the Aboriginal Languages Trust Terms of Reference will be reviewed.

MEETINGS

The Board will meet **six times per annum**, or as required.

DECISION MAKING

Board decisions will be made according to the following principles:

- All information and reports will be analysed in a thorough, and comprehensive manner before decisions are made.
- Any advice provided by the Board will reflect agreed discussion outcomes and any dissenting views.
- Progressing Self-determination, Choice and Empowerment (as defined above).

PROTOCOLS

General meeting protocols for the operation of Board meetings for the Aboriginal Languages Trust are as follows:

- Board Members represent Aboriginal languages across NSW. There is an expectation that members will provide advice on broader issues outside of those directly connected to their individual communities or language groups.
- Every member has the right to be heard.
- Members will accept that fellow members may hold different views and they may need to agree to disagree on some matters.
- Board Members should seek to attend for the full meeting (where possible), and participate constructively in discussions.
- Board Members will not make public statements on behalf of the Aboriginal Languages Trust without endorsement.

CONFLICT OF INTEREST

Members of the Board are appointed for their expertise and skill in particular areas. As a consequence of their expertise in these areas and their connection to and involvement in community-based languages work, there may be potential for conflicts of interest to arise between a members duties to the board, and his or her personal interests.

A conflict of interest exists when it is likely that a member could be influenced by a personal, political or business interest. If a conflict of interest leads to partial decision making, it may constitute corrupt conduct. A conflict of interest, whether real, potential or perceived, may arise for example from:

- Other employment.
- Professional and business interests and associations.
- Family relationships.
- Personal beliefs or attitudes that affect impartiality.

Members of the Board have a duty to declare any interest that may impinge on a board decision. When an issue arises, the Board Member must as soon as practicable disclose full and accurate details of the interest or issue to the Board.

A Member must disclose interest to the Board (which includes positions and pecuniary interests) in corporations, partnerships or other businesses or organisations that may be relevant to the activities of the Board. A Member's interests include those of an associate or close relative. Disclosure should be made at the beginning of a Member's term and during the term as necessary. A register of such interests should be maintained by the Board and must also be reported to the Minister for Aboriginal Affairs. A Members Pecuniary Interest Declaration Form will be used to disclose relevant interests.

There are a number of ways that a conflict of interest can be managed, these include:

- Agreeing that the Member will not take part in any discussion of the Board relating to the interest or issue, not receive any relevant board papers, be absent from the meeting room when any discussion or vote is taking place and not vote on a matter.
- Severing the connection, for example resignation from a position in another organisation giving rise to the conflict.
- Resigning as a Member from the Board.

REPORTING

In addition to its legislative and mandatory requirements, the Board may produce ad hoc reports as deemed necessary by the Board membership.

AMENDING REPORTS AND DOCUMENTS

Throughout the establishment phase of the Aboriginal Languages Trust, there will be a requirement for Members of the Board to review, and as required, amend documents to progress through to endorsement.

The responsibility for amendment and finalisation of the strategic plan for the Aboriginal Languages Trust sits with the Head of Agency. Following this process, the final version of the document is to be tabled to the Board for approval and endorsement.

REMUNERATION

The Chairperson will be remunerated at \$35,000 per annum and Members at \$20,000 per annum. Annual fees are payable on a pro-rata basis.

Useful Resources

The NSW Aboriginal Languages Act 2017

<https://www.aboriginalaffairs.nsw.gov.au/pdfs/languages-legislation/Aboriginal-Languages-Act-2017.pdf>

Public Service Commission

[Public Service Commission - NSW Government Boards and Committees](#)

<https://www.psc.nsw.gov.au/policy-and-legislation/nsw-government-boards-and-committees>

- [Appointment Standards - Boards and Committees in the NSW Public Sector](#)

Department of Premier and Cabinet

[https://www.dpc.nsw.gov.au/programs-and-services/boards-and-committees/NSW Government Boards and Committees](https://www.dpc.nsw.gov.au/programs-and-services/boards-and-committees/NSW%20Government%20Boards%20and%20Committees)

- [NSW Government Boards and Committees Guidelines](#)