



Council of Fellows Charter

DOCUMENT CONTROL CERTIFICATE

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Version 1.0	26 July 08	Original considered by Board 26 July 2008
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Version 2.01	12 October 2008	Amended board approval date.

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1. Establishment of Council

- 1.1. The Council of Fellows (the Council) is established under Section 8.8 of the Australian Institute of Project Management (the Institute) Constitution. The establishment of the Council enables the Institute to retain and encourage the ongoing interest and experience of the organisation's most experienced members.
- 1.2. This Charter is the delegated authority of the Board to the Council and will be the Council's terms of reference.
- 1.3. This Council Charter is established by resolution of the Board dated 12 October 2008.

2. Mission Statement

- 2.1. The mission of the Council of Fellows is to provide the AIPM Board of Directors with the best possible advice on resolving difficult issues. Such advice shall be objective, independent of organisational influences and be given with the express aim of allowing the Directors to make informed and fair decisions in the best interest of the AIPM and its members.

3. Composition

- 3.1. The Council shall consist of those members appointed by the Board. The Directors, when making appointments to the Council should seek members who have the necessary skills that will enable the Council to discharge its responsibilities. Prior to finalising the composition of the Council, any conflict of interest (actual or perceived) should be addressed and assessed in terms of the Institute's stated policy of assessment.
- 3.2. The General Manager and the National President shall be ex-officio members of the Council.
- 3.3. The Council shall comprise a minimum of five and a maximum of seven Life Fellows or Fellows.
- 3.4. The period of appointment for members of the Council shall be for a period of three years from the date of appointment or unless otherwise resolved by the Board.
- 3.5. The Council, in performing its role, may establish sub committees to deal with specific issues and appoint members to such sub committees and may seek assistance from other persons from time to time.

- 3.6. A member of the Council shall not participate in Council business where:
- (a) it relates to that member,
 - (b) it involves an unacceptable conflict of interest, or
 - (c) the member has been exposed to the issue at hand to the extent that he or she may have been unduly influenced.

4. Chair

- 4.1. The Chair of the Council shall be elected by the Council as a first order of business.
- 4.2. Where possible a suitably qualified Life Fellow shall be appointed to the Chair in preference to a Fellow (reference Constitution Clause 8.10.2).
- 4.3. The term of appointment of the Chair will be at the discretion of the Council.

5. Access to Information

- 5.1. The Council shall have access to Institute records as they pertain to matters under consideration by the Council.

6. Roles and Responsibilities

- 6.1. The Council will undertake the following roles and responsibilities:
- (a) Provide a "voice of independence" that Directors might seek, particularly relating to difficult issues.
 - (b) Advise on any matters referred to it by:
 - i. the Board of Directors,
 - ii. the National President,
 - iii. the General Manager, or
 - iv. the Governance Committee.
 - (c) Advise on the implications of proposed policies on the Institute and/or its Members
 - (d) Act as an internal mediator for disputes involving Directors and/or senior executive officers. By working through an internal process first there is a greater chance that a conflict will be resolved before it needs to be addressed by an external mediator or by recourse to litigation.
 - (e) Act as an ethics committee including:
 - i. resolution of ethical dilemmas referred to the Council, and
 - ii. regular review of the Institute's Code of Ethics to ensure it reflects community and professional standards.
 - (f) Review all nominations and applications for the membership grades of Life Fellow, Fellow and Honorary Fellow and make appropriate recommendations to the Board of Directors.

7. Reports and Recommendations

- 7.1. The Council will prepare reports and make recommendations on matters referred to it.
- 7.2. The Council Chair shall report directly to the Board on request or on completion of a report.

8. Council Meetings

- 8.1. The minimum frequency of meetings of the Council shall be in line with Board meetings and shall be held approximately 1 month prior to each Board meeting.
- 8.2. The Council may invite any person to attend or participate in a meeting as long as that person does not vote.
- 8.3. A quorum shall consist of three members.
- 8.4. At least 48 hours notice of a Council meeting must be given prior to a meeting.
- 8.5. The Chair shall convene meetings of the Council and must convene a meeting on the requisition of:
 - (a) the Board of Directors,
 - (b) the National President,
 - (c) any two Council members, or
 - (d) the General Manager.
- 8.6. The Council may meet in person or by telephone, video or other electronic means.
- 8.7. The Council Chair shall seek approval from the National President before any meeting in person.
- 8.8. Agendas and papers for meetings of the Council are to be circulated to members of the Council within a reasonable time before the date of the meeting.
- 8.9. The provisions of the constitution applying to the conduct of Directors meetings apply, so far as they can, to meetings of the Council in addition to any direction by the Directors.
- 8.10. The minutes of meetings of the Council shall be approved by the Council and signed by the Chair as a true and correct record of the meetings.