

INDUSTRY ADVISORY COUNCIL

TERMS OF REFERENCE

1. Context

The Australian Government has established 10 Jobs and Skills Councils to ensure that the national Vocational Education and Training (VET) system delivers better outcomes for learners and employers.

Jobs and Skills Councils are tripartite and bring together employers, unions, and governments in recognition that no single party can deliver the necessary solutions to skills and workforce challenges facing the nation – these challenges must be tackled through collaboration.

Industry Skills Australia (ISA) is the Jobs and Skills Council for the nation's Transport and Logistics, Rail, Aviation and Maritime industries and the emerging sectors of Omnichannel Logistics and Distribution, and Air and Space Transport and Logistics.

Owned and led by industry, ISA is committed to building a **world-class supply chain workforce** to increase productivity, create better jobs, and build opportunities for individuals.

Jobs and Skills Councils operate in a tripartite environment and have four (4) broad roles:

1. **Industry Stewardship** which involves gathering industry intelligence to reliably represent the views and needs of industry back to the VET system and its decision-makers;
2. **Workforce Planning** which enables industry to identify its workforce development and skills issues and design high-impact solutions which are captured in the national Workforce Plan for the industry;
3. **Training Product Development** which focusses on improving the quality, speed to market and responsiveness of training products to employer and workforce needs;
4. **Implementation, promotion and monitoring** which involves supporting training providers, promoting careers and monitoring how well the system is meeting the needs of industry and learners.

2. Purpose

The Industry Advisory Council ('the Council') has been established by ISA as the key tripartite mechanism through which industries from across the economy are empowered to provide strategic advice on their supply chain skills needs and workforce development priorities.

The Council comprises senior supply chain executives and industry leaders from a range of industries where the effectiveness of supply chains is critical to increasing productivity, building a resilient economy, and growing sovereign capability. These industries may include but are not limited to:

- Agrifood
- Construction
- Manufacturing
- Mining
- Retail and Wholesale
- Transport and Logistics

The Council may consider advice from other elements of ISA's Jobs and Skills Council model including:

- Supply Chain Leaders' Summit and State/Territory Industry Roundtables
- Strategic Workforce Planning Committees
- Technology Futures Taskforce

The Council and individual Members will be professionally supported by the following ISA teams:

- Executive Leadership Team
- Research and Analytics Team
- Council Secretariat
- Communications and Events Team

3. Functions

The Council is responsible for providing advice on:

- **Cutting-edge trends in technology adoption and automation** set to transform how Australia's supply chains operate, and the likely changes to business models, jobs and skills.
- Immediate and emerging **skills and workforce development priorities** of Australia's supply chain workforce.
- opportunities for **cross-industry collaboration and solutions** to address supply chain workforce planning and skills needs, and build critical supply chain resilience.
- **responses** required by the national skills system, industry and governments.

From time to time, the Council may also be involved in initiatives commissioned by the Commonwealth or other agencies where such work aligns with the functions of the Council.

The Terms of Reference are in accordance with the Jobs and Skills Council Code of Conduct.

4. Deliverables

Prior to June 2027, the Council will deliver the following papers as required:

1. An externally focussed cutting-edge paper, on ground-breaking technologies that are transforming how supply chains operate, the likely changes to business models, jobs, and skills, and the time-critical responses needed from across industry, government, and the national skills system.
2. An industry-focussed paper on opportunities for cross-industry collaboration and solutions to address supply chain workforce planning and skills needs, and build critical supply chain resilience, which sets out the objectives and scope of the proposed work.
3. An internal paper that sets out one or more innovative approaches to skills formation that could be trialled within industry and in partnership with the national skills system.

The Council's advice and insights will inform the work of:

- ISA Board
- Strategic Workforce Planning Committees
- Technology Futures Taskforce

The Chair will meet with the ISA Board Members and the Chairs of the Strategic Workforce Planning Committees as part of ISA's annual strategic planning process.

5. Governance and Membership

Council Membership

The Council may comprise up to 15 Members (including the Chair). The majority of Members will be senior industry leaders or senior industry representatives (employer and employee) from industries where supply chain effectiveness is a primary contributor to productivity. These industries may include but are not limited to:

- | | |
|-----------------|---------------------------|
| - Agrifood | - Mining |
| - Construction | - Retail and Wholesale |
| - Manufacturing | - Transport and Logistics |

Consistent with the tripartite model for Jobs and Skills Councils, the Council may include senior government representatives and senior representatives from the national skills system.

Council Members are identified and appointed based on a skills matrix that ensures a balanced representation of senior level expertise and experience, aligning with the strategic needs of the Council and identified gaps in representation. Membership of the Council will also seek to recognise and advance gender balance, diversity, equity, and inclusion.

Relevant persons may also be invited to attend meetings to provide presentations, expert technical information, or for other purposes, as agreed by the Council (see Observer Status).

Terms

Council Members are appointed for a term of up to two (2) years. To balance the need for both renewal and continuity, Members may be requested to extend their period of membership by up to two (2) years.

Chair

Terms for the Chair is (2) years. Terms may be extended subject to agreement of Council Members.

The inaugural Chair will be appointed by ISA and thereafter selected by Council Members.

Ex officio

ISA will be an ex-officio Member of the Council and contribute to discussion and debate. ISA may not vote on matters nor stand as Chair.

Absenteeism

Attendance is either face to face or if necessary, by virtual means (teleconference or videoconference).

If a Council Member is absent from two (2) consecutive meetings, it will be considered that the Member is no longer able to commit adequate time to the role and ISA may seek to appoint a new Council Member.

When a Council Member is unable to attend, they may give their vote and/or position on an agenda item to the Chair.

In exceptional circumstances, and subject to the express approval of the Chair, a Council Member may seek approval to send a suitable alternate. Such approval must be sought a minimum of 48 hours prior to the meeting.

Responsibilities of the Chair

The Chair will be responsible for the overall functioning of the Council and adherence to the Terms of Reference. This includes:

- Conducting effective meetings.
- Facilitating open and honest discussions amongst Council Members and ensuring all Council Members are provided equal opportunity to contribute.
- Ensuring that the provisions for managing conflict of interest are adhered to at all times.
- Facilitating consensus among Council Members where formal decisions are required.
- Ensuring Council Members conduct themselves in a respectful and collegiate manner.

In the event of the Chair being unavailable to preside over a scheduled meeting, Council Members will elect one of their number to serve as chair for the purposes of that meeting only.

Responsibilities of the Council Members

Council Members are required to:

- Attend all scheduled meetings.
- Declare and manage any conflict of interest in a timely and transparent manner.
- Participate constructively and respectfully with other Members in meetings.
- Read relevant agenda papers and draft materials in preparation for meetings.
- Act ethically, responsibly, honestly, with care and diligence.
- Not misuse the position or any information gained from the position including, without limitation, to obtain a commercial advantage over Industry Skills Australia, other Council Member/s or Industry Stakeholders.
- Be an advocate for the work of the Council across industry.

Responsibilities of Industry Skills Australia

ISA will provide professional expertise and secretariat services to the Council, which includes:

- Provision of project management, stakeholder engagement and technical expertise to support the Council's deliberations.
- Provision of contemporary policy advice and cutting-edge analysis, research and data analytics.
- Targeted and timely notification of any key issues or critical information relevant to the work of the Council.
- Development of meeting agendas, meeting papers and meeting minutes in consultation with the Chair and Council Members.
- Arrangement of all appropriate meeting venues and catering.

Disclosure of Council Membership

Jobs and Skills Councils are required by the Commonwealth to publish the Terms of Reference and names of members for any advisory committee or council.

ISA will publish the following information on its website:

- Name of the Council
- Terms of Reference
- Individual Council Member names and their organisation
- Photograph of the Council Member

Photographers may be arranged from time to time. Images captured may be used for the purposes of display, publicity and in promotional materials by ISA.

A Member may request not to have their name and image published.

6. Meetings

All meetings will be chaired by the nominated Chair or in their absence, a Member.

Meetings will be held face-to-face and virtually when required. The Council will meet twice a year.

Meeting agendas and supporting papers will be circulated by the ISA Secretariat a minimum of 10 working days prior to the meeting.

Draft minutes will be circulated for comment within 10 working days.

Quorum

A meeting quorum will be half of the Members of the Council plus one.

Decision-making

Decisions will be made by consensus. This means that all Council Members are satisfied with a decision even though it may not be their first choice.

Dispute Resolution

If the Chair deems that consensus is not possible, and that it will prevent the Council from effectively undertaking its functions and/or producing the required deliverables, the Chair may choose to refer the matter to the Dispute Resolution Committee of the ISA Board

7. Observer Status

Observers may be invited to a Council meeting to foster collaboration or knowledge sharing on critical issues. Observers do not have voting rights nor decision-making authority and must adhere to the rules of conduct set out in the Terms of Reference.

Observer status is for the specific meeting/s specified in the invitation. The Council may extend or revoke observer status based on Members' feedback on the value of the observer participation.

Representative(s) from the Commonwealth may attend a Council meeting at any time.

Unsolicited Requests

If a request is received from a key stakeholder seeking to attend a meeting of the Council, the request will be formally processed through the ISA Secretariat for consideration by the Council. A decision on whether to extend an invitation for the stakeholder to attend in an observer capacity will be made by the Chair based on the value of the stakeholder's participation.

8. Conflict of Interest

All Council Members must be aware of the potential for conflict of interest to exist or arise. All Members are required to:

1. Declare any potential, actual or perceived conflicts of interest that exist on commencing their Membership with the Council; and
2. Declare any potential, actual or perceived conflicts of interest that arise or are likely to arise during their Membership of the Council; and
3. Take all reasonable steps to avoid being placed in a situation where there is a potential, actual or perceived conflict of interest possible.

Members must notify the Chair and the ISA Secretariat as soon as practicable after a material personal interest arises. If a Member is uncertain whether a conflict is a material personal interest, the Member should notify the Chair and the ISA Secretariat.

Whether the conflict is a material personal interest should be determined by a majority of non-conflicted Members and the reason for the decision will be recorded in the meeting minutes.

Members should declare if they have received any form of gifts, benefits or hospitality that could, or could be seen to, compromise their decision-making as a Member of the Council.

All conflicts of interest will also be recorded in the Conflict of Interest Register and will be available to the Council.

Upon appointment, a Member must complete a material personal interest declaration at **Attachment A**.

9. Confidentiality

Council Members must keep the deliberations of the Council in meeting or during other activities confidential and may only disclose **Confidential Information** in their possession as a result of such deliberations:

- i. to ISA in the course of their duties as a member of the Council as set out in these Terms of Reference; or
- ii. by law (including as a result of any contractual obligations of ISA) or for public accountability reasons (including following a request by either House of Parliament).

Confidential Information means information that:

- a. is by its nature confidential; or
- b. the Council Member knows or ought to know is confidential, including without limitation by reason of:
 - i. the information carrying special markings or indicating sensitivity or confidentiality such as “commercial in confidence”;
 - ii. the Council Member or other stakeholder disclosing the information first informing the Council that the information is confidential,

but does not include information that:

- c. is or becomes public knowledge other than by breach of these Terms of Reference or a Council Member’s Confidentiality Undertaking or by any other unlawful means;
- d. is in the possession of a Council Member without restriction in relation to disclosure before the date of receipt; or
- e. has been independently developed or acquired by a Council Member.

Upon appointment, a Council Member must complete a Confidentiality Undertaking at **Attachment B**.

10. Travel

Council Members are encouraged to consider travel and accommodation as an in-kind industry contribution to the work of the Council.

Cost effective, convenient locations for meetings will be selected to reduce the travel and time impact on Members.

Material Personal Interest Declaration

A 'material personal interest or association' is a strong personal connection to a particular matter that could influence, or reasonably be seen to influence, a person's judgment in relation to the work of the **Industry Advisory Council**. In order for the interest to be considered material, it must be of some substance or significance.

Where there are one or more material personal interests or associations to declare, identify for each:

- Entity name and its ABN/ACN (if available)
- Nature of interest (that could give rise to an actual/potential/perceived conflict*).

*A 'conflict of interest' is the actual situation that arises when the person's judgment or actions are compromised.

If you have nothing to declare, write 'nil to declare'.

I, **full name**, **Industry Advisory Council** member of Industry Skills Australia Limited, do hereby declare the following material personal interest:

Detail of Declaration

Any information provided will managed in accordance with the *Privacy Act 1988*.

Select date

Name

Signature

INDUSTRY ADVISORY COUNCIL

CONFIDENTIALITY UNDERTAKING FOR full name

I, full name of Insert organisation name undertake to Industry Skills Australia in relation to any Confidential information obtained by me as a Council Member during the deliberations of the Council in meeting or other activities, that:

1. I will not disclose the Confidential Information other than to:
 - i. Industry Skills Australia in the course of my duties as a Council Member as set out in these Terms of Reference; or
 - ii. by law (including as a result of any contractual obligations of ISA) or for public accountability reasons (including following a request by either House of Parliament).

Confidential Information means information obtained by a Council Member during the deliberations of the Council in meeting or other activities that:

- a. is by its nature confidential; or
- b. the Council Member knows or ought to know is confidential, including without limitation by reason of:
 - i. the information carrying special markings indicating sensitivity or confidentiality such as “commercial in confidence”;
 - ii. the Council Member or other stakeholder disclosing the information first informing the Council that the information is confidential,

but does not include information that:

- c. is or becomes public knowledge other than by breach of the Council’s Terms of Reference or a Council Member’s Confidentiality Undertaking or by any other unlawful means;
 - d. is in the possession of a Council Member without restriction in relation to disclosure before the date of receipt; or
 - e. has been independently developed or acquired by a Council Member.
2. I will only use Confidential Information for the purpose of fulfilling my duties as a Council Member in accordance with the Council Terms of Reference and this Confidentiality Undertaking and not for any other purpose including, without limitation, to obtain a commercial advantage over Industry Skills Australia, other Council Member/s or Industry Stakeholders.
 3. When I cease being a Council Member, I will continue to deal with Confidential Information in my possession in accordance with this Confidentiality Undertaking and will ensure that any recorded Confidential Information in my possession will be returned to Industry Skills Australia.

Select date

Name

Signature
