

# Board Charter

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Australia and New Zealand Sarcoma Association

Limited

ABN 73 132 759 525

Adopted by the Board on 11 October 2019

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# Board Charter

This charter is suitable for any entity registered on the Australian Charities and Not-for-profits Commission (the ACNC). The description of the Board can cover a Committee of Management and the word 'Board' can be changed as appropriate. There are a number of options in some sections and this can be adjusted to have different emphasis as the particular entity thinks most suits that entity. The parts essential for the ACNC are noted.

## 1 Purpose of the Board Charter

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The Board of Australia and New Zealand Sarcoma Association Limited has adopted this Board Charter to outline the manner in which its powers and responsibilities will be exercised and discharged by the Board members.

The Charter ensures compliance with the principles of good governance, the Australian Charities and Not-for-profits Commission (**ACNC**) Governance Standards and applicable laws.

This Charter includes an overview of:

- (a) the role and responsibilities of the Board;
- (b) the requirements and duties of Board members;
- (c) Board size and composition;
- (d) the relationship and interaction between the Board and management;
- (e) the authority delegated by the Board to management and Board Committees;
- (f) Board procedures; and
- (g) transparency and accountability.

The Board Charter and the charters adopted by the Board for its Committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of Australia and New Zealand Sarcoma Association Limited (the **Company**) and engender the confidence of the community.

This Charter is to be reviewed by the Board as required and this is recommended annually.

This Charter is to be signed by each Board member and given to and signed by all new Board members.

## 2 Purpose and activities of the Company

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### 2.1 Purpose

The Company must act for a charitable purpose and in a manner consistent with a not-for-profit nature under ACNC Governance Standard 1.

The primary role of the Board is to ensure the Company carries out its purposes as expressed in the Constitution, which are:

The Company is established to be a non-profit charitable organization with the purpose of paying and applying its income and property in order to improve the survival of patients affected by sarcoma and related tumours by establishing and fostering:

- (a) a collaborative network of dedicated specialist sarcoma units providing expert clinical care and conducting research into these diseases;
- (b) an education program to raise awareness, exchange ideas and disseminate scientific and clinical knowledge among professionals;
- (c) strategies to encourage and advance the quality of research;
- (d) a national, integrated clinical database;
- (e) advocacy in respect of public and government awareness of these diseases and access to the best available treatment; and
- (f) partnerships with other peak bodies leading the treatment, research and funding support for these diseases.

### 2.2 Mission statement / priorities

To improve outcomes for all in the Australian community affected by sarcoma and related tumours by:

- (a) actively working to improve outcomes, treatment and quality of life for those affected by sarcoma through research
- (b) working in collaboration with other cancer research institutions to identify research opportunities;
- (c) raising awareness about sarcoma: diagnosis, latest treatments, research and clinical trials;
- (d) supporting sarcoma patients, their families, friends and carers through providing accurate written and electronic information;
- (e) providing access to appropriate resources to offer education to communities and individuals about sarcoma; and
- (f) enhancing opportunities to attract funding for sarcoma research through co-ordinating selected fundraising activities.

### 2.3 Not-for-profit

The Board must ensure the not-for-profit nature of the Company is maintained by not providing any profit, distribution or benefits to members or Board members other than

in carrying out the purposes.

## **2.4 Activities**

The main activities are:

- Conduct sarcoma research
- Promote awareness of sarcoma
- Educate medical professionals about sarcoma treatments
- Collaborate nationally and internationally on sarcoma research studies
- Enhance investment in sarcoma research
- Grow expertise in sarcoma practice and research
- Communicate and support the sarcoma community
- Encourage consumer involvement in sarcoma research and awareness activities

## **2.5 Stakeholders**

The key stakeholders include:

- people affected through cancer;
- health professionals;
- researchers;
- cancer organisations;
- governments;
- donors; and
- the general public.

## **3 Entity type, charity and tax status**

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### **3.1 ABN**

The Company's name (and any trading names or DGR names) and ABN as listed on the Australian Business Register is:

[Australia and New Zealand Sarcoma  
Association Limited] ABN 73 132 759 525

### **3.2 Entity type**

The Company is a company limited by guarantee.

### **3.3 ACNC**

The Company is on the ACNC register as a charity under the following sub-type:

- institution whose principle activity is to promote the prevention or the control of diseases in human beings.

### **3.4 ATO**

The Company is endorsed by the ATO as a Health Promotion Charity (item 1 of the table in section 30-15 of the *Income Tax Assessment Act 1997*).

The Company has been granted by the ATO the following tax concessions:

- GST concession;
- Income tax exemption; and
- FBT exemption.

## **4 Board role and responsibilities**

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### **4.1 Board role**

The role of the Board is to govern the Company in such a way that it is able to pursue its purposes successfully.

The Board is responsible for and has the authority to determine all matters relating to the policies, practices, administration and operations of the organisation. This includes ensuring good corporate governance, determining and approving strategies and providing guidance and oversight to senior management.

The Board will:

- (a) set strategies, plans and policies for the Company carrying out the purposes, including ensuring there are adequate resources;
- (b) monitor and evaluate performance or impact against the purposes, strategies and plans;
- (c) consider the viewpoints of the various stakeholders; and
- (d) implement effective risk management strategies.

### **4.2 Board key responsibilities**

The responsibilities/functions of the Board are:

- (a) selecting and appointing a CEO and evaluating from time to time the CEO's performance;
- (b) ensuring there are adequate staff and resources;
- (c) ensuring Board members:

- (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
- (2) are not currently disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;

Board members who are under investigation and may be disqualified must resign when requested by the other Board members;

- (d) contributing to and approving development of strategy, including setting measurable goals;
- (e) approving operating budgets and sources of funding;
- (f) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks associated with Australia and New Zealand Sarcoma Association Limited's activities and the implementation of appropriate systems to manage these risks;
- (g) monitoring performance, impact and implementation of strategy and policy;
- (h) approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- (i) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- (j) developing and reviewing policies, processes and procedures which seek to ensure the Company is accountable to its members and other stakeholders.

### **4.3 Key documents**

- (a) Constitution (last amended [October 2018]).
- (b) Board policies:
  - (1) Privacy Policy
  - (2) Use of Logo
  - (3) Meeting and Travel
  - (4) Donations
  - (5) ANZSA Sarcoma Program Policy
- (c) Strategic plan 2016-2021 previously approved by the Australasian Sarcoma Study Group Ltd Board and adopted by the Company until the next full review of Strategic plan for the cycle from 2021 under ANZSA.
- (d) Annual reports.
- (e) Key funding agreements.

### **4.4 Board sub-committees**

1. Executive Committee
2. Scientific Advisory Committee
3. Audit and Risk Committee
4. Orthopaedic Committee
5. Consumer Advisory Panel

6. ASM Committee

## 5 Commitment of Board members

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Board members will:

- (a) use all reasonable endeavours to attend every Board meeting either in person or by phone;

- (b) maintain a strong commitment to the purposes of the Company and its not-for-profit character;
- (c) participate in any induction and Board programs and all training arranged for them;
- (d) be well informed on the activities of the Company and the issues affecting the activities;
- (e) be well informed on all matters to be discussed by the Board and participate in discussions and express their views at Board meetings;
- (f) be well informed on the finances and the financial management to ensure the Board is responsible and there are adequate resources for on-going operations;
- (g) be involved in at least one Committee;
- (h) adhere to all policies of the Company;
- (i) treat all Board meetings and Board discussions as confidential and not share Board papers or Board discussions outside of the Board, without the Board's permission;
- (j) if appointed as a representative, or if otherwise on the Board to represent an interest or stakeholder group, ensure that decisions are made in the interests of the Company as a whole and not only in the interests of the stakeholder group;
- (k) immediately declare a possible perceived or actual conflict of interest and follow the conflict of interest procedure and policy;
- (l) immediately notify the Chair and resign as and when requested by the Board, if they are likely to be or are:
  - (1) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
  - (2) disqualified by the ACNC Commissioner.
- (m) immediately raise any concerns with the Chair or the Board on any matter, including any behaviours that may be inconsistent with the purposes of the Company, this charter, any duties of the Board members or any policy;
- (n) always act in a manner which promotes the public reputation and integrity of the Company.

## 6 Duties and governance standards

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These duties and standards are drafted to meet the ACNC Governance standards and the duties expressed in the Associations Incorporation Reform Act (2012) (Vic). There are no longer statutory duties under the Corporations Act applying to directors of charitable companies. The ACNC governance standards have replaced these.

Board members will:

- (a) exercise their powers and discharge their duties with the degree of care and diligence of a reasonable person in their position;

- (b) act in good faith, in the best interests of the Company and to further its purposes;
- (c) not misuse their position e.g. not use the position as Board member to gain an advantage for a Board member or someone else or to the detriment of the Company;
- (d) not misuse information obtained in the performance of being a Board member e.g. only use this information to further the Company's purposes in its interests and not for the benefit of the Board member or someone else, nor for the detriment of the Company;
- (e) disclose perceived, potential and actual conflicts of interest in accordance with the policy and procedures and not vote or participate in Board discussions if requested not to;
- (f) ensure the Company's financial affairs are managed responsibly by considering the systems and processes in place to ensure the finances are effectively applied for the purposes of the Company; and
- (g) not allow the Company to operate while insolvent. The Board members must adequately understand the finances and ensure there are sufficient resources to pay debts as and when they are due, and that the CEO is required to inform the Board if there is a risk or possibility of this occurring.

Board members have the right to seek independent professional advice, subject to the approval of the Chair.

Board members may rely on information, in good faith, when making decisions if:

- (a) the Board member makes an independent assessment of the information;
- (b) the information is given by:
  - (1) an employee that the Board member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (2) a professional adviser or expert on matters the Board member believes on reasonable grounds to be within their competence;
  - (3) another Board member or committee in relation to matters within their authority or area of responsibility.

## 7 Compliance and risk management

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The Board must ensure the Company operates in compliance with all relevant laws and identifies and manages risks to minimise the occurrence and effects of the risks.

The Board has:

- (a) Audit and risk management committee and a risk management register;
- (b) Audit and risk committee and has an audit firm review financial risk systems annually.

All relevant laws (Federal, State and local) have been identified to ensure compliance and are reflected in the risk management register.

The Board has a communication policy to ensure effective and consistent communication to stakeholders as part of the risk management.

## 8 Decision checklist

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Board members will consider the attached decision checklist for material Board decisions.

## 9 Transparency and accountability

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ACNC Governance Standard 2 requires all charities with members to be accountable to the members and to provide them an adequate opportunity to raise concerns about the governance of the entity. This can be done by providing information on finances and activities and providing an opportunity to ask questions at an annual general meeting. The Board should consider whether other means of transparency and accountability are appropriate. Where the Board members are the only members the first part below on accountability to members can be replaced by an acknowledgement that the members, as Board members, have full access to governance information and the opportunity to ask questions at any time.

### 9.1 Members

The members of the Company are:

- (a) the directors; and
- (b) those persons listed in the Company's register of members from time to time; and
- (c) any other persons the directors admit to membership in accordance with the Constitution.

### 9.2 The public

ACNC Governance standard 1 requires information about the Company's purposes to be publically available. The Board is not required to, but should consider whether to make an annual report and financial statements available to the public as anticipated below.

The Board will ensure the Company makes available the following documents to the public on request, on the website and will lodge these with the ACNC for the ACNC public register:

- (a) purposes;
- (b) Constitution;
- (c) annual report;
- (d) annual financial statements; and
- (e) annual information statements.

## 10 Board Composition

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### 10.1 Board composition and size

- (a) The minimum number of directors of the Company is 5. The maximum number of directors is to be fixed by the Board, but may not be more than 12, unless the Company in general meeting resolves otherwise. It is the intention of the Company that the Board should typically comprise of 7 Board members.
- (b) A majority of Board members must be medically trained, with the remaining members from a range of skills, expertise and experience as identified in paragraph (e) below.
- (c) Any change made to paragraph (b) above must be approved by a 2/3 majority of the Board.
- (d) The Board is cognisant of the need for diversity, including a balance of age and sexes.
- (e) The Board, as a whole, should ideally have the following skills:
  - (1) experience or knowledge specific to Sarcoma and related tumours medical research;
  - (2) experience or knowledge in government funding, philanthropic funding and competitive grants;
  - (3) experience on governance issues and practices;
  - (4) accounting or auditing skills;
  - (5) marketing, communications or media experience;
  - (6) strategic planning experience; and
  - (7) legal experience in relevant fields.
  - (8) Patient and consumer experience including sarcoma and related tumours
- (f) The Board / Chair and CEO will annually review the skills represented by the Board members and determine whether the composition and mix of those skills remain appropriate for the Company's strategy, subject to the limits imposed by the Constitution and paragraph (b) above.

### 10.2 Suitability of Board members

Board members must:

- (a) not be disqualified from acting as a director under the Corporations Act;
- (b) not be disqualified from acting as a responsible entity under the ACNC Act;
- (c) not have been convicted of fraud; and
- (d) not have been bankrupt.

### **10.3 Selection and appointment of Board members**

- (a) Board members will be selected for their individual skills, experience and expertise which they can bring to the Board, and their suitability.
- (b) The Board will review the nomination of a potential Board member candidate.
- (c) Factors to be considered when reviewing a potential candidate include, without limitation:

- (1) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- (2) the capability of the candidate to devote necessary time and commitment to the role;
- (3) potential conflicts of interest; and
- (4) the suitability requirements in this Board Charter.

#### **10.4 Retirement, term or re-appointment**

- (a) Directors shall be appointed for a term of three years. Directors that are appointed must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or three years, whichever is longer.
- (b) A Retiring Director, being a director that has reached the end of their three year term, may stand for re-election at the Annual General Meeting. Subject to the majority of the Board approving otherwise, a director will only be able to serve a maximum of three terms (being a total of nine years) as a director. Following the completion of the three terms, and unless the board resolves by a majority vote that a certain director be eligible to immediately stand for re-election for a fourth term only, a director must have a break of one year before that director may again stand for election.
- (c) At each Annual General Meeting one-third of the directors or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office. The directors to retire at each Annual General Meeting shall be those who have been longest in office since their last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by a vote of the directors. Nothing in this rule shall prevent any other directors from retiring at an Annual General Meeting and seeking re-election.
- (d) The Secretary will keep a schedule of appointments and re-appointments and at each AGM note the period of service of each Board member to determine if any Board member is up for review.

## **11 Board review**

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The Board will annually consider the following to ensure the role of the Board can be carried out:

- (a) the size and composition of the Board;
- (b) the Board succession plan;
- (c) the necessary and desirable competencies and skills of the Board members;
- (d) the number and type of sub-committees and their size and composition;
- (e) the appointment of Board members and consideration of candidates for appointment to the Board;
- (f) the performance evaluation of the Board, Board committees and individual Board members, and the development and implementation of plans for identifying, assessing and enhancing Board member competencies;
- (g) the suitability of Board members, including satisfying itself that the Board members:

- (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
- (2) are not disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;
- (h) any amendments required to this Board Charter; and
- (i) any remuneration issues.

## 12 Role of CEO

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- (a) The CEO leads the Company and is ultimately responsible and accountable to the Board for its operational management.
- (b) The Board approves corporate objects for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- (c) The CEO has responsibility for:
  - (1) Delivering the strategic objectives of ANZSA
    - Quality Research
    - Funding
    - Governance
    - Awareness and Recognition
  - (2) Management, Risk and compliance-business management and finance
  - (3) Research Objectives-clinical trials, national Sarcoma database and Sarcoma research grants administration
  - (4) People, profile and Brand-internal and external communications
  - (5) developing strategic and business plans for approval by the Board;
  - (6) implementing strategic and business plans;
  - (7) being the public face and speaking for the Company;
  - (8) maintaining an effective organisational structure that clearly assigns responsibility and reporting relationships;
  - (9) developing and implementing appropriate risk management strategies;
  - (10) development of staff capacity, measurement of performance and setting of other staff remuneration levels; and
  - (11) providing regular and reliable reports to the Board which allow it to monitor performance and management of the Company. However, the Board members are entitled to request additional information at any time when they consider it appropriate.
- (d) The CEO will work alongside the Executive Committee and Board in the exercise of his or her duties as and when required.

## 13 Roles of Chair and Secretary

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### 13.1 Role of the Chair

- (a) The Board will appoint one of its members to be Chair each year or for a set term.

- (b) The role of the Chair includes:
  - (1) setting the board meeting agendas, with the CEO;
  - (2) leading board meetings and ensuring the minutes correctly reflect the meetings;
  - (3) providing leadership and promoting cohesive, effective teamwork by the Board;
  - (4) ensuring the Board is meeting its functions, duties and responsibilities;
  - (5) ensuring proper Board delegations, reporting and monitoring systems;
  - (6) reviewing the composition and effective working of the Board;
  - (7) guiding, supporting and mentoring the CEO; and
  - (8) ensuring the Board maintains an effective relationship with the CEO.
- (c) When the Chair is unable to attend a Board meeting, then those Board members present will elect a Chair for that meeting amongst themselves.

## **13.2 Role of the Secretary**

- (a) The Board will appoint at least one Secretary.
- (b) The Secretary is accountable to the Board.
- (c) The Secretary is responsible for carrying out the administrative functions of the Board, coordinating all Board business and assist in ensuring compliance.
- (d) The role of the Secretary includes:
  - (1) preparing, compiling and distributing agendas and Board papers;
  - (2) maintaining minutes of Board meetings and following-up on action items;
  - (3) ensuring the necessary paper-work and resolutions are effective for change in the composition of the Board, change to auditors and any changes required to be submitted to the members;
  - (4) maintaining member registers or other registers as required;
  - (5) communication with regulatory bodies and all statutory, financial and other necessary filing;
  - (6) ensuring compliance with legislation and reporting requirements, as applicable; and
  - (7) undertaking any other roles clearly delegated to the Secretary or required by the Board.
- (e) The role of the Secretary can be held by the Chief Executive Officer

## **14 Executive Committee**

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### **14.1 Members of the Executive Committee**

- (a) The Executive Committee of the Company will comprise the following persons, and any other persons as agreed by the directors:
  - (1) Chair;
  - (2) Deputy-Chair;
  - (3) Co- Chairs of the Scientific Advisory Committee; and

- (4) Chair of the Orthopaedic Committee,

## **14.2 Role of the Executive Committee**

- (a) The Executive Committee is charged with the management and control of the Company, and all of the power and responsibilities of the Board, during all times that the Board is out of session.
- (b) The Board may delegate the management and control of the Company to the Executive Committee at any time.
- (c) The Executive Committee is responsible for assisting the CEO with the implementation of the Board's strategic plans, policies and decisions in a manner consistent with the Company's purpose and activities.

## **14.3 Roles of the Chair of the Scientific Advisory Committee and the Chair of the Orthopaedic Committee**

- (a) Chair of the Scientific Advisory Committee (SAC) responsible for
  - (1) Setting the agenda for SAC meetings twice per year
  - (2) Reviewing new concepts to be progressed by the SAC
  - (3) Facilitate research collaborations domestic and internationally
  - (4) Review Sarcoma Research Grant reports
  - (5) Guide the SAC in prioritizing research aims and projects
- (b) Chair of the Orthopaedic Committee
  - (1) Determine educational needs for the orthopaedic community in regards to sarcoma
  - (2) Provide guidance for the ASM planning and suggest key note speakers
  - (3) Conduct training

# Attachment 1

Australia and New Zealand Sarcoma Association Limited

## Board Members' acknowledgment of Board Charter

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I [**insert name**] Board member of Australia and New Zealand Sarcoma Association Limited have read the Board Charter of [Australia and New Zealand Sarcoma Association Limited, adopted by the Board on [**insert date**].

I am aware that I am subject to the requirements and duties as a Board Member at law and those set out in the Board Charter. I will comply with these requirements and duties.

I will resign as a Board member of Australia and New Zealand Sarcoma Association Limited if I have been:

- (a) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
- (b) disqualified by the ACNC Commissioner.

### Signed by

*sign here*



---

*print name*

---

*date*

---

### in the presence of

*sign here*



---

Witness

*print name*

---

*date*

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### Conflict of interest – code of conduct

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#### High standards

Australia and New Zealand Sarcoma Association Limited wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the Board but also avoid any perception of conflicts of interest in relation to the decision making.

#### What is a conflict of interest for this policy?

A conflict of interest exists where loyalties of Board members are divided. If a Board member's interests or other duties may affect his or her decision making or may be seen to possibly affect his or her decision making as a Board member of the company, or may be affected by a decision of the company, then this interest is covered in this code of conduct.

Conflicts of interest cover any real or sensible conflicts the Board members may have with other duties owed, such as being a Board member or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to the company of a business the Board member or family member is involved in.

Board members representing a stakeholder group, e.g. users of the services of the company or trust, must ensure that they are acting in the interests of the purposes of the company and not just in the interests of the stakeholder group.

The conflicting interest may arise as a result of the Board member's employment, consultancy or personal interests, often, but not limited to, financial investment.

A Board member can have a potential conflict of interest if any decision they make as a Board member may provide an improper gain or benefit to themselves or an associate.

Board members perform their functions subject to many influences and loyalties but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the Board members when making judgements relating to the company.

The issue normally arises only in relation to pecuniary interest but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the Board member in his or her decision making for the company.

#### What must a director do?

##### (a) Disclosure

- (1) Board members must disclose to the Board, through the Secretary their employment, their connection to any stakeholder group and other Board memberships, as well as any actual potential or perceived conflict of interest.

- (2) The company secretary will keep a list of disclosures to be provided to any Board member on request and to new Board members for their information.
- (3) Board members must disclose any actual, potential or perceived conflicts of interest to the Chair prior to a Board meeting where the conflict may be relevant or to the Board members at a Board meeting prior to discussions.
- (4) Board members must ensure any change in circumstances relevant to the disclosure of interest is advised to the Chair, Secretary or all Board members at a Board meeting considering a matter that gives rise to or may give rise to that Board member having an actual, potential or perceived conflict of interest.
- (5) If the Board member wishes to keep the matter giving rise to the possible conflict confidential he or she may just advise Board members that he or she has a conflict with the matter under discussion and that the protocol will apply.

**(b) Protocol**

If there is a conflict of interest, or the Board members or Chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the Board member:

- (1) will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- (2) cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other Board members resolve that the Board member in question can stay; and
- (3) cannot vote on the matter.

**(c) Open discussion**

- (1) When any matter is being discussed at Board level, any Board member may query another Board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- (2) This matter should then be discussed and considered by the Board and if the Board (other than the Board member who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made and the protocol must apply.
- (3) If a Board member is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the Board meeting discussing the matter or with the Chair.

**(d) Records**

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the Board member's minutes.

**(e) Confidentiality**

- (1) Board members must remember that board papers and matters discussed at board meetings are confidential as each Board member

has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as Board member.

- (2) If there is a need or desire by a Board member to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a Board member, to third parties, then the disclosure or reporting can only be made with the consent of the Board members at the meeting or by the Chair.

**(f) Chair's role**

- (1) The Chair will be available to discuss with any Board member the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.

The Chair shall also seek to remind the Board members from time to time of their obligations and commitments under this policy and this policy will be given to any new Board members.

## Attachment 3

### Decision checklist

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- Is the proposal for in furtherance of the charity's purposes, or incidental or minor to the charity's purposes, and is the reason for the proposal for a proper purpose?
- Do you or any other Board members have a conflict of interest or perceived conflict of interest related to the proposal?
- Does the proposal comply with the Constitution and the not-for-profit nature? and tax status?
- Does the proposal comply with the tax status?
- Is the proposal consistent with the strategic plan and within budget?
- Does the Board have authority to make the decision or should it be referred to the members?
- Does the decision comply with applicable laws, eg. fund raising, local government approvals, copyright, privacy, OH&S, etc.?
- Are the risks adequately identified and considered, eg. financial, reputational, personal injury, property damage?
- Have you considered the effect on all the stakeholders eg. clients, funders, donors, local community, members, employees, volunteers, public?
- Is the proposal in the best interests of the charity as a whole, i.e. you are not favouring any one group of stakeholders over another?
- If there is a chance things could go wrong, is there a plan to reduce the effects of things going wrong?
- Does the Board need to amend or develop any budgets or policies with respect to the proposal?
- Is there a plan to communicate the outcome of this proposal to any stakeholders (members, government agencies, communities, media. etc.)?
- Does the proposal contain a system for monitoring how the decision will be actioned and/or the impact of the decision?
- If the proposal is controversial, do you have more than one source of information and/or a source of independent advice?
- Are you satisfied that you have been fully informed on the topic?
- Would your common sense lead you to accept or reject this proposal?