

BOARD CHARTER

1. Purposes and role of the Board

1.1 The Board has primary responsibility for the governance and management of the Aboriginal and Torres Strait Islander Community Health Service Brisbane Limited (“ATSICHS”) consistent with the objects set out in the Constitution and listed below:

- (a) to assist Aboriginal and Torres Strait Islander people in need of medical and dental service, treatment or other medical services;
- (b) to cooperate with public and private medical and dental services with a view to ensuring that Aboriginal and Torres Strait Islander people derive full benefit from such services;
- (c) to organise community health service for Aboriginal and Torres Strait Islander people to supplement other services;
- (d) to conduct a clinic suitable for such medical and dental services and operate a telephone service so that Aboriginal and Torres Strait Islander people may approach at any time;
- (e) to cooperate with other organisations and persons with a view to assisting Aboriginal and Torres Strait Islander people to obtain social welfare and other services incidental to the functions of the Company;
- (f) to collect data about and conduct research into matters relating to the health of Aboriginal and Torres Strait Islander people and to associated problems;
- (g) to bring matters affecting the health and welfare of Aboriginal and Torres Strait Islander people before the public and to the attention of the appropriate authorities;
- (h) to promote knowledge and understanding of the special problems of Aboriginal and Torres Strait Islander people in medical and dental and social welfare fields;
- (i) to promote measures in such services to improve relations with Aboriginal and Torres Strait Islander people;
- (j) to arrange a continuing program of increasing knowledge among Aboriginal and Torres Strait Islander people of principles and practices of nutrition and hygiene and related matters and of the availability and function of existing medical, dental, education and social welfare agencies;
- (k) to conduct training courses for volunteer workers or employees of the Company to enable them to assist in carrying out the objects of the Company;
- (l) to arrange, provide, coordinate or assist in the provision of services such as child care, family day care, aged care, hospital care, home based care, youth refuges, youth outreach work, home based nursing care and any other community based government assisted programs;
- (m) to provide assistance to members of the association and other community members in respect to the death of family and friends;
- (n) to promote the knowledge and understanding of Aboriginal and Torres Strait Islander culture and special problems of Aboriginal and Torres Strait Islander people in international forums; and
- (o) to conduct activities and establish institutions or such other facilities as may be necessary to conduct welfare programs for and to provide care and accommodation for people of all ages and groups in the Aboriginal and Torres Strait Islander community.

- 1.2 The Board is responsible for the governance and management of the affairs of ATSICHS, including:
- (a) setting the strategic direction of ATSICHS consistent with its objects, and monitoring management's implementation of that strategy;
 - (b) selecting and appointing the CEO, determining conditions of service and remuneration, monitoring performance against established objectives and ensuring appropriate succession planning;
 - (c) monitoring financial outcomes and the integrity of reporting, in particular, approving annual budgets and longer-term strategic and business plans;
 - (d) ensuring that effective corporate governance, audit, risk management and compliance systems are in place and regularly tested and reviewed, to protect ATSICHS and support compliance with legal requirements and acceptable risk parameters;
 - (e) establishing and implementing regular review processes for Board policies and ensuring compliance with those codes and policies by all officers and employees;
 - (f) appointing such committees of the Board as appropriate to assist in the discharge of its responsibilities and determining the membership, scope and charter for each committee;
 - (g) determining financial delegations for the management of ATSICHS;
 - (h) approving key policies or significant changes to key policies; and
 - (i) complying with the reporting and other requirements of the *Corporations Act 2001 (Cth)*.

2. Board Structure and Composition

- 2.1 The maximum number of directors on the Board is ten (10).
- 2.2 Directors are elected to the Board by the members at an annual general meeting and must meet the eligibility criteria set out in section 19.1 of the ATSICHS constitution.
- 2.3 At each annual general meeting, one-half of the Directors or the number nearest to one-half, and any Director who has held office two (2) or more years, must retire from office.
- 2.4 Retiring Directors may nominate for re-election. There is no maximum number of terms that a Director may serve.

3. Role of the Chairperson

- 3.1 The Directors will appoint one of them to be Chairperson.
- 3.2 The term of appointment of a Chairperson is 12 months.
- 3.3 The Directors may also appoint a Deputy Chairperson to act in the Chairperson's absence.
- 3.1 The Chairperson:
- (a) provides leadership to the Board;
 - (b) establishes the agenda for Board meetings, in consultation with the CEO and Company Secretary;
 - (c) presides over Board meetings and general meetings of ATSICHS and ensures that meetings are conducted in an efficient and open manner;
 - (d) ensure that the Directors are well informed and have the opportunity within a Board meeting to participate fully in decision-making processes, including the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and ATSICHS;
 - (e) sets the standard for Directors in terms of attendance at meetings and prior familiarity with agenda papers and issues to be raised;
 - (f) liaises with the CEO and the Company Secretary to ensure that Directors are properly briefed and have access to all relevant information on the operations of ATSICHS;
 - (g) is the main point of contact and communication between the Board and the CEO to ensure the Board's views are communicated clearly and accurately;

- (h) leads the review of the performance of the CEO and ensures that both the delegated authority of the CEO and expected key performance criteria for the CEO are clear;
- (i) ensures the regular review of the Board's performance; and
- (j) protects the independence of the Board.

4. Role of individual Directors

- 4.1 Directors and officers (ie the CEO, Company Secretary and other senior management) owe certain duties to ATSICHS and its members. These duties may in some cases extend to other stakeholders (such as creditors and government regulators). The sources for these duties include the *Corporations Act 2001 (Cth)*, the general law and contractual obligations.
- 4.2 To properly discharge these duties, a Director must:
- (a) perform his or her duties to the best of his or her abilities and knowledge;
 - (b) serve ATSICHS faithfully and to the best of their ability;
 - (c) use all reasonable efforts to promote the interests of ATSICHS;
 - (d) act in the best interests of ATSICHS;
 - (e) comply with all policies of ATSICHS; and
 - (f) comply with all laws applicable to the Director's position and duties assigned to that Director.
- 4.3 Additional information about Directors duties is set out in *Directors' Duties and Conflicts of Interest – Guidelines and Procedures* approved by the Board on 18 October 2010.
- 4.4 A Director is expected to:
- (a) review agenda papers and materials before the relevant Board meeting;
 - (b) attend and participate in Board meetings;
 - (c) spend the time necessary and meet as a Board as often as necessary to properly discharge his or her duties;
 - (d) exercise independent judgement when making decisions;
 - (e) support the letter and spirit of Board decisions in the public arena; and
 - (f) keep confidential Board information, discussions, deliberations and decisions not publicly known.
- 4.5 Directors are encouraged to ask questions of, request information from and raise any issue of concern with management, preferably via the Chairperson and the CEO. Where possible, Directors are encouraged to ask questions and raise issues of concern before a meeting so that management is prepared to address them at the meeting.
- 4.6 Directors must inform the Board of any conflicts or potential conflicts of interest they may have in relation to actual or potential activities of ATSICHS. Directors must comply with the requirements set out in *Directors' Duties and Conflicts of Interest – Guidelines and Procedures* in respect of the declaration of conflicts of interest, including providing all information necessary for the maintenance of a conflicts of interest register.

5. Role of Chief Executive Officer (CEO)

- 5.1 The role and duties of the CEO will be set out in the CEO's employment contract but in summary include:
- (a) devotion of the whole of their time, attention and skills during normal business hours and at other times as reasonably necessary, to the duties of the office;
 - (b) accountability for planning, coordinating and directing the operations of ATSICHS to achieve strategic, financial and operating objectives as agreed with the Board;
 - (c) formulation of, and recommendations for, business and financial strategies and plans to develop the business of ATSICHS, and implementation of these plans to achieve agreed performance targets;
 - (d) promote the interests of ATSICHS; and
 - (e) faithful and diligent performance of the duties and exercise of powers:
 - (i) consistent with the position of CEO of ATSICHS;
 - (ii) as set out in the ATSIHCHS constitution; and

- (iii) as assigned by the Board.
- 5.2 In fulfilling his/her duties, the CEO:
 - (a) reports directly to the Board;
 - (b) provides prompt and full information to the Board regarding the conduct of the business of ATSICHS; and
 - (c) complies with reasonable directions given by the Board.

6. Role of Company Secretary

- 6.1 The Company Secretary supports the effectiveness of the Board by:
 - (a) monitoring that Board policies and procedures are followed; and
 - (b) co-coordinating the completion and dispatch of Board agenda and briefing papers.
- 6.2 The Company Secretary is responsible to the Board, through the Chairperson, on all governance matters.
- 6.3 Directors are expected to provide the Company Secretary with such information and assistance as is reasonably required to enable the Company Secretary to fulfill his or her functions and duties.

7. Board Evaluations and Charter Review

- 7.1 The Board is committed to reviewing the Board's performance and to the ongoing development of the Board as a whole. This review encompasses the following:
 - (a) the role of the Board;
 - (b) the Board's processes, including the conduct of meetings;
 - (c) the Board's performance;
 - (d) the performance of individual directors;
 - (e) the performance of Board committees;
 - (f) the need for continuing professional development; and
 - (g) any other relevant issues.
- 7.2 The Board will conduct, at least every 2 years, a Board review. The method of conducting each review, and the extent of that review, is for the Board to determine from time to time.
- 7.3 The Board will regularly review this charter and the charters of Board committees to ensure that they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.